

Date: 21/08/2024

Corporate Relationship Department, <b>BSE Limited.</b> 25 <sup>th</sup> Floor, P.J. Towers, Dalal Street, Mumbai-400 001	The Manager, Listing department, <b>National Stock Exchange of India Ltd.</b> 'Exchange Plaza', C- 1 Block G, Bandra Kurla complex, Bandra (East) Mumbai – 400051	Corporate Relationship Department, <b>Metropolitan Stock Exchange of India Ltd.</b> Building A, Unit 205A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai – 400070
<b>BSE Scrip Code: 534600</b>	<b>NSE Scrip Code: JTLIND</b>	<b>MSEI Symbol: JTLIND</b>

**REG: ANNUAL REPORT 2023-24 AND NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 and 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, please find enclosed Notice convening the 33<sup>rd</sup> AGM and the Annual Report of the Company for the financial year 2023-24.

As already informed, 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, the 14<sup>th</sup> day of September, 2024 at 11.30 A.M. through Video- Conferencing ("VC") or Other Audio Visual Means ("OAVM"), in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations").

The Annual Report along with Notice is also being made available on the Company's website i.e. www.jtl.one

Thanking You,

**For JTL Industries Limited  
(erstwhile JTL Infra Limited)**

**Amrender Kumar Yadav  
Company Secretary & Compliance Officer**



**JTL**  
**INDUSTRIES**  
LIMITED  
STEEL PIPES

# **FORGING THE FUTURE** OF STEEL STRUCTURE

ANNUAL REPORT 2023-24



# ACROSS THE PAGES

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### Investor Information

Market Capitalisation as of March 31, 2024	Rs. 3,135.66 Crores
CIN:	L27106CH1991PLC011536
BSE Code:	534600
NSE Symbol:	JTLIND
Dividend Recommended:	Rs. 0.25/- per Equity Share
AGM Date:	September 14, 2024
AGM Mode:	Video-Conferencing ('VC') or Other Audio Visual Means ('OAVM')

For more investor-related information, please visit  
<https://www.jtl.one/>

Or  
Scan this QR code to navigate  
investor-related information



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**Disclaimer:** This document contains statements about expected future events and financials of JTL Industries Limited which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this annual report.



# FORGING THE FUTURE OF STEEL STRUCTURE

In an ever-evolving world, JTL Industries exemplifies adaptability, flexibility, perseverance, and a firm commitment to excellence.

Leveraging its profound industry knowledge, unparalleled manufacturing capabilities, groundbreaking technological advancements, and a robust distribution network, JTL Industries is forging the future of steel structures with unmatched precision and innovation.

Highlights of the Fiscal

# ACCELERATING FINANCIAL GROWTH THROUGH STRATEGIC VALUE ADDITION



## Financial Metrics

### Revenue from Operations

Rs. 2,040.23 Crores

↑ **31.63%**

### EBITDA

Rs. 160.86 Crores

↑ **19.78%**

### EBITDA Margin

7.85%

### PAT

Rs. 113.01 Crores

↑ **25.39%**

### EPS

Rs. 6.63

↑ **23.93%**

### Revenue per Tonne

Rs. 59,682

### EBITDA Per Tonne

Rs. 4,705.61

## Operational Metrics

### Installed Capacity

~ 5,86,000 MTPA

### Sales Volume

3,41,847 MT

↑ **42.25%**

### Domestic Output

3,24,649 MT

↑ **46.63%**

### Export Output

17,198 MT



## Corporate Identity

# FORGING A LEGACY OF EXCELLENCE

Incorporated in 1991, JTL Industries Limited (hereafter referred to as 'the Company' or 'JTL') has established a strong reputation as a specialist in electric resistance welded (ERW) black pipes. Over the years, JTL has strategically expanded its product portfolio to include hot-dipped galvanised steel tubes, solar module mounting structures, and large-diameter steel tubes, serving diverse industries such as agriculture, water distribution, solar energy, heavy vehicles, construction, and core infrastructure.

Renowned for its exceptional manufacturing capabilities and diverse product range, JTL benefits from its backward integrated plants that ensure product versatility. The Company's state-of-the-art Direct Forming Technology (DFT) enables it to meet the market's most demanding size requirements with precision. JTL's commitment to producing products exactly as designed underscores its dedication to customer satisfaction and innovation.

With a strong focus on sustainability, JTL invests in green technology and emphasises practices such as reducing, reusing, and recycling. The Company is actively involved in significant development schemes under the Government of India, reinforcing its commitment to national growth while upholding health, safety, and environmental standards. JTL's esteemed industry reputation is built on its product range, technological advancements, and extensive distribution network, all while maintaining a firm commitment to continuous growth and environmental responsibility.

**3**  
Decades of Experience

**4**  
State-of-the-Art Manufacturing Facilities

**130+**  
Acres of Land Bank

**600+**  
Skilled and Talented Workforce

**800+**  
Distributors and Retailers

**1,200+**  
Customer Centric  
Stock-Keeping-Units (SKUs)



## Vision

To provide customers the most compelling products, while creating a value-led sustainable business. JTL Industries is committed to strengthening technical expertise and working proactively with customers to develop innovative products with the highest quality adherence.



## Values

### Service

JTL Industries is one of the largest companies in the segment with the widest range of products. The Company has been in the existence for over three decades, rolling out the best in steel pipes and its allied products.

### Sustainability

JTL is committed to preserving the environment and enhancing the quality of life for the community that it serves.



## Mission

- ▲ To create sustainable value for all the stakeholders
- ▲ To involve all the employees in the Company's overall development
- ▲ To emerge as a quality manufacturer of the entire spectrum of steel tubes
- ▲ To adopt sustainable environment-friendly procedures, practices

### Idea

- ▲ To become one of India's largest manufacturers of steel building materials/infrastructure
- ▲ To enhance the pan-India distribution network
- ▲ To increase global presence
- ▲ To increase the share of the value-added portfolio mix



## Strengths

# LEVERAGING OUR STRENGTHS, FORGING THE FUTURE



### Seasoned Management Team

JTL's experienced management team ensures sound and strategic decision-making, driving both operational and financial excellence.



### Mega Projects

Significant capacity enhancements in Maharashtra and Chhattisgarh will enable JTL to meet market demand and broaden its product offerings.



### Diversified Offerings

The Company offers a wide range of steel tube products catering to diverse sectors, reducing dependency on a single segment.



### Direct Forming Technology (DFT)

JTL is the second company in India to have installed DFT in its production lines. This is expected open up newer opportunities in the export market and allow the Company to penetrate into the newer markets of structural applications and multi-storied buildings.



### Synergic Growth

The strategic acquisitions of Nabha Steels and Metals in FY 2023-24 and Chetan Industries Limited in FY 2022-23 significantly strengthened its backward integration, market presence, and product portfolio.



### Global Presence

With operations in over 20 countries across 5 continents, the Company has significant exposure to international markets, deriving 13% of revenue from exports.



### Expansion Plans

The Company's ambitious capex plans to achieve 2 million tonnes of capacities by FY 2027-28, represent a promising growth trajectory.



### Domestic Distribution

A network of over 800 distributors and retailers in India ensures nationwide reach.



## Value-Added Products

The continuous development of new value-added products enhances the Company's market competitiveness.



## Financial Flexibility

JTL's debt-free status offers pricing flexibility and margin management advantages.



## Operational Efficiency

The Company's industry-leading EBITDA per tonne produced indicates efficiency in operations and cost management.



## Production Capabilities

All the units are capable of producing galvanised products, enhancing production flexibility and responsiveness to market demand.



## Corporate Governance

The Company's strong and disciplined corporate governance practices ensure transparency and accountability, attracting investor confidence.



Milestones

# FORGING THE PATH TO SUCCESS

## Foundation

1991

Started the journey as Jagan Tubes Private Limited, establishing its roots in the steel pipe manufacturing industry.

1992

Installed first manufacturing facility, dedicated to producing ERW black pipes.

1993

Transitioned to a public limited Company, known as Jagan Tubes Limited.

1995

Listed on the OTC Exchange of India (OTCEI), signalling its entry into the public market and broadening its investor base.



## Expansion and Strategic Growth

### 2012

Listed on the Bombay Stock Exchange (BSE Ltd.), further increasing its market visibility and investor accessibility.

### 2008

Rebranded itself strategically as JTL Infra Limited, to further enhance visibility in the infrastructure domain

### 2000

Ventured into value-added products by introducing galvanised pipes to its portfolio, demonstrating its adaptability and commitment to meeting diverse market needs.

### 2018

Commissioned state-of-the-art manufacturing facility in Mangaon, Mumbai, boasting a capacity of 1,00,000 MTPA, significantly boosting JTL's production capabilities.

### 2020

Acquired all movable and immovable assets of its promoter group entity, Jagan Industries Limited, consolidating its resources and streamlining operations.

### 2022

Board Approved Merger of Chetan Industries Limited (Transferor) with JTL Industries Limited (Transferee).  
Doubled capacity to 1,00,000 MTPA at the Mangaon facility.

### 2024

Acquired a controlling stake in Nabha Steels and Metals.  
Increased overall production capacity to ~5,86,000 MTPA.

### 2023

Expanded overall manufacturing capacity to 1,86,000 MTPA by the end of FY 2022-23.  
Listed on the National Stock Exchange (NSE), broadening investor access and increasing liquidity.  
Completed merger with Chetan Industries Limited, integrating operations and expanding market reach.

## Product Portfolio

# FORGING EXCELLENCE THROUGH DIVERSE OFFERINGS

JTL is built on a strong foundation of excellence, offering a range of premium quality steel products, ensuring utmost customer satisfaction.

## MS Black Hollow Section Pipes

MS black pipes, made from premium mild steel, offer durability, weldability, and versatility for applications like liquid transmission, scaffolding, and structural support. JTL is a leading supplier, ensuring reliable quality for global infrastructure projects.



## Hot-Dipped Galvanised Steel Tubes And Pipes

JTL's 385 GSM galvanised tubes and pipes offer superior corrosion resistance and durability, ideal for critical infrastructure like oil & gas and solar projects. Trusted by government sectors, they ensure cost-effective, long-lasting solutions.



## Pre-Galvanised Steel Tubes and Pipes

JTL's pre-galvanised pipes and sections, made from galvanised coils with minimum 120 GSM coating, offer structural integrity and corrosion resistance. Available in various shapes and sizes, these products meet stringent quality standards, reinforcing JTL's commitment to trust and consumer satisfaction.



## Solar Module Mounting Structures/Panels

Solar module mounting systems are designed to securely attach solar panels to a variety of surfaces such as roofs, building facades, or the ground. The Company offers turnkey solutions cover design, installation & electrical work for ground mounting, roof mounting & custom structures and are widely used in residential, commercial, and industrial settings.



## Steel Tubular Poles

JTL manufactures tubular poles designed for exceptional strength and stability, capable of withstanding torsional stress and external forces such as shocks, cyclones, and thrust line breakages. These poles are engineered to meet the rigorous demands of various infrastructure projects.

## Road Crash Barrier

JTL offers a comprehensive range of road crash barriers, along with design and installation services. These barriers are engineered for maximum impact resistance and safety, ensuring reliable protection on highways and roads. JTL provides customised solutions tailored to meet specific project needs.



Clientele

# TRUSTED PARTNER ACROSS DIVERSE INDUSTRIES

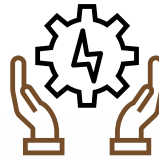
JTL's steel tubes and pipes are trusted for their durability, strength, and on-time delivery by a wide range of marquee clients across industries. The Company's strategically located plant and extensive distribution network ensure reliability and quality in every order.



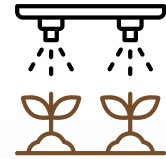
Infrastructure



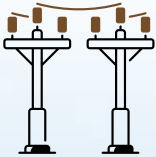
Defence



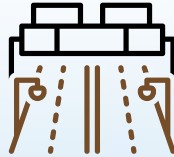
Energy and Engineering



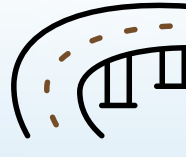
Irrigation and Agriculture



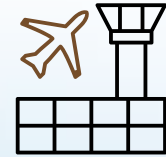
Power Distribution



Highways



Bridges & Flyovers

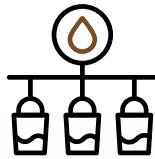


Airport

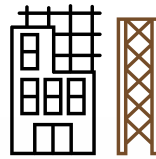




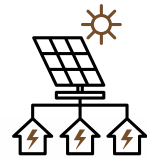
**Heavy  
Vehicles**



**Water  
Distribution**



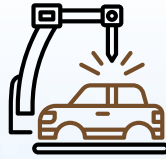
**Construction and  
Building Materials**



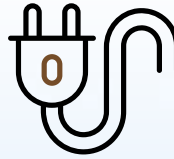
**Solar  
Energy**



**Oil & Gas**



**Automotive  
Industry**



**Wire &  
Cable**



**Petrochemical  
Industry**





**Production Capacity**

# ROBUST CAPACITY POWERING MARKET GROWTH

JTL’s extensive network of strategically located plants across India, supported by a robust pan-India distributor network, ensures timely delivery and the ability to meet the diverse needs of customers both domestically and internationally.

## Manufacturing Facilities

**Unit I**

**Derabassi (Punjab)**

**Capacity**

**1,00,000 MTPA**

**Strategic Advantage**

Serves as a hub for the North Indian market

**Unit IV**

**Raipur (Chhattisgarh)**

**Capacity**

**1,00,000 MTPA**

(50% dedicated to producing value-added products)

**Strategic Advantage**

Cost leadership through backward integration and proximity to raw materials

**Unit II**

**Mangaon (Maharashtra)**

**Capacity**

**2,00,000 MTPA**

**Strategic Advantage**

Serves as the export hub owing to proximity to major ports

**Unit III**

**Mandi Gobindgarh (Punjab)**

**Capacity**

**1,86,000 MTPA**

**Strategic Advantage**

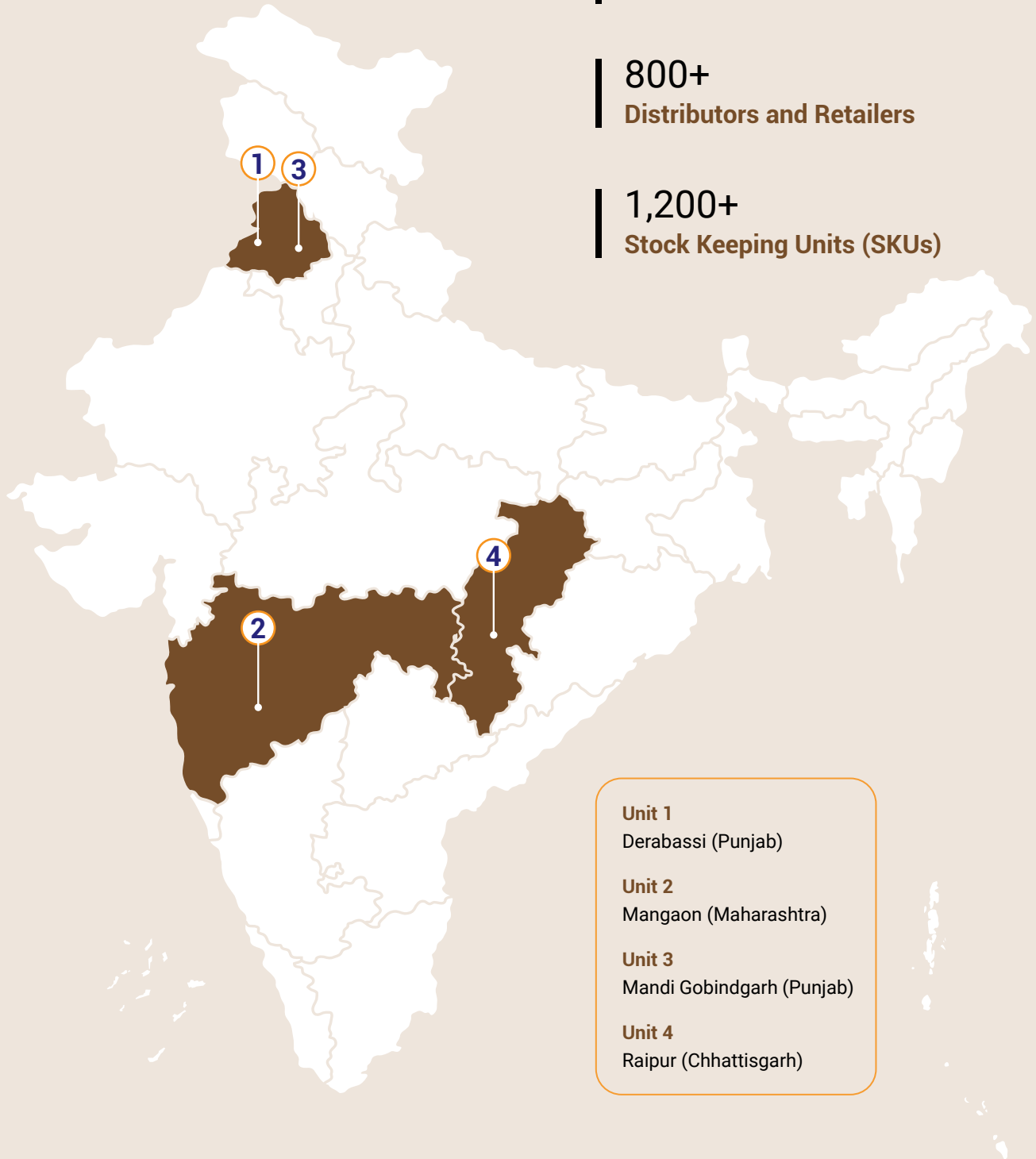
Solidifies the Company’s presence in the North Indian market



## Pan-India Presence

800+  
Distributors and Retailers

1,200+  
Stock Keeping Units (SKUs)



**Disclaimer.** This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection with its accuracy or completeness.

## Global Presence

# STRONG PRESENCE SHAPING GLOBAL MARKETS

5

Continents

20

Countries

13%

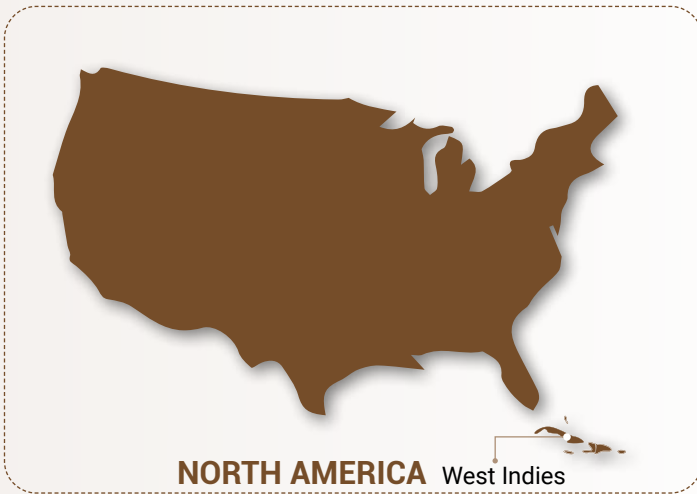
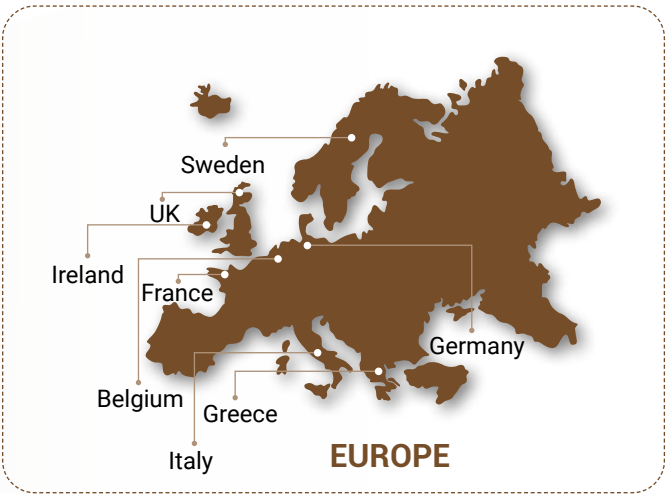
of Total Revenue is Generated  
from Exports FY 2023-24

JTL's dedication to its Export Business has been instrumental in driving its Global Expansion. By nurturing strong & enduring customer delight & establishing itself as a consistent supplier in International Markets, JTL has capitalized on opportunities for both growth & diversification. JTL's export portfolio comprises mainly value-added products, constituting about 90% of its export sales volume.



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# Delivering Excellence Across the Globe



Letter from the Managing Director

# JOURNEY OF INNOVATION AND STRENGTH

Dear Esteemed Stakeholders,

It is with great honour and privilege that I present to you JTL Industries Limited's annual report for FY 2023-24. This period has been defined by transformative achievements and strategic growth within a dynamic global economy. This report demonstrates our resolute commitment to excellence, innovation, and sustainability – values that define JTL's role in **shaping the future of structural steel.**

**Madan Mohan Singla**

Managing Director

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### Thriving Amid Economic Uncertainty

FY 2023-24 brought a series of unprecedented events that tested the resilience of businesses worldwide. Geopolitical tensions, supply chain disruptions, and inflationary pressures posed challenges across industries. However, the Indian economy was remarkably resilient, driven by strategic government initiatives and sustained domestic demand. This has been particularly favourable for the steel industry, and JTL has not only weathered the storm but also thrived amid these challenging circumstances.

India's commitment to infrastructure development and the Government's focus on fostering a conducive business environment has created a fertile ground for our industry's growth. We are proud to be an integral part of India's growth story, contributing to its expanding infrastructure and overall economic progress.

### Industrial Growth and Opportunities

The Indian stainless steel pipes industry is poised for strong growth. This can be attributed to the adoption of advanced manufacturing processes, a thriving construction and building materials sector, and the increasing adoption of solar energy. The Government's ambitious goal of transforming India into a USD 5 Trillion economy serves as a catalyst for growth in the steel industry, with a particular emphasis on infrastructure development. This emphasis translates into increased demand for structural steel, further bolstering our market prospects.

### Building a Stronger JTL

In FY 2023-24, JTL achieved significant milestones that not only solidify our leadership position but also set the stage for sustained growth in the years to come.

The acquisition of a controlling stake in Nabha

**India's commitment to infrastructure development and the Government's focus on fostering a conducive business environment has created a fertile ground for our industry's growth.**

Steels and Metals represents a pivotal moment in our journey. This strategic move strengthens our backward integration capabilities, ensuring a stable supply of raw materials and opening doors to new product segments. This acquisition is a cornerstone of our growth strategy, allowing us to optimise costs, improve efficiency, and expand our market reach.

We are committed to continuous growth and expansion. Our ambitious plans include increasing manufacturing capacity from 5,86,000 MTPA in FY 2023-24 to 10,00,000 MTPA by FY 2024-25, with further expansion to 20,00,000 MTPA in the future. This underscores our confidence in the industry's potential. We are investing in cutting-edge technologies like DFT to enhance efficiency, expand our product range, and solidify our presence in new markets. This expansion is strategically aligned with the growing demand for steel tubes in various sectors, including infrastructure, construction, and agriculture.

In FY 2023-24, we achieved our highest-ever sales volume of approximately 3.4 Lac metric tonnes, a testament to our robust market presence and diverse product portfolio. This achievement is a direct result of our customer-centric approach, focus on quality, and the dedication of our team. We witnessed a particular surge in the sales of value-added products (VAP), a category experiencing a growth of 34.5%—up from 74,243 MTPA in FY 2022-

23 to a staggering 99,818 MTPA in FY 2023-24. This growth underscores our commitment to offering innovative and high-value solutions to meet the evolving needs of our customers.

Our revenue from operations soared to Rs. 2,040.23 Crores, reflecting a commendable growth of 31.63% compared to the preceding fiscal year. On the profitability front, we are pleased to report a steady increase in EBITDA, which stood at Rs. 160.86 Crores for FY 2023-24, with a healthy EBITDA margin of 7.85%. This performance is a testament to our focus on operational efficiency and the successful execution of strategic initiatives aimed at driving sustainable growth. The rise in EBITDA was supported by various factors, including an increase in the share of VAP, the overall expansion of our operations, and a continuous emphasis on enhancing efficiency across our manufacturing plants.

#### **Sustainability at Our Core**

As we expand our operations, we remain steadfast in our commitment to environmental, social, and governance (ESG) principles. We recognise the importance of minimising our environmental footprint and are actively implementing sustainable practices throughout our operations. We invest in energy efficient technologies, reduce waste, and promote responsible sourcing. We also believe in investing in our people and

supporting the communities where we operate. Our employees are our most valuable asset, and we are dedicated to providing them with a safe and rewarding work environment. Our CSR initiatives focus on education, healthcare, and skill development, ensuring that we contribute positively to society.

#### **A Promising Future**

Looking ahead, we anticipate significant revenue growth and strong EBITDA. Our focus on VAP will open new markets, particularly in exports and structural applications. The acquisition of Nabha Steels will enhance our margins by enabling in-house coil production.

Our plan to increase capacity includes setting up additional production facility by 2027, with phased implementation at the Maharashtra plant. By then, we expect to see the full impact of our expanded capacity, driving our growth and reinforcing our industry leadership.

We are committed to shaping the future of steel. 'Innovating Today' is at the core of our strategy, driving global expansion, product diversification, and market leadership. With a strong financial foundation, a dedicated team, and a robust pipeline of groundbreaking steel solutions, we are positioned to capitalise on emerging opportunities. Through relentless innovation, strategic expansion, and operational excellence, we will deliver exceptional value to our shareholders, customers, and employees.

### Gratitude and Appreciation

I extend my heartfelt gratitude to our dedicated employees, valued customers, supportive shareholders, and all our stakeholders. Your trust and confidence in JTL inspire us to strive for excellence and deliver sustainable growth.

Together, we are building a brighter future for JTL one that is marked by innovation, sustainability, and unwavering commitment to creating value for all.

Sincerely,

**Madan Mohan Singla**  
Managing Director



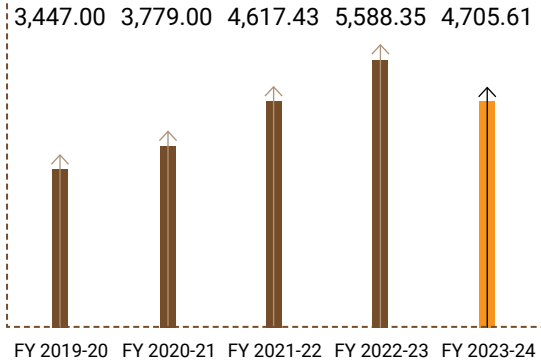


Key Performance Indicators

# ACHIEVING GROWTH THROUGH CONTINUED INNOVATION

**EBITDA per Tonne**

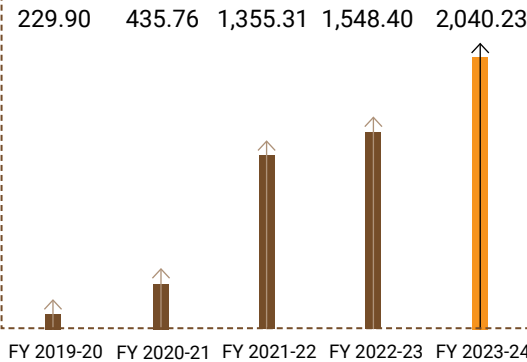
(Rs.)



Profit and Loss Indicators

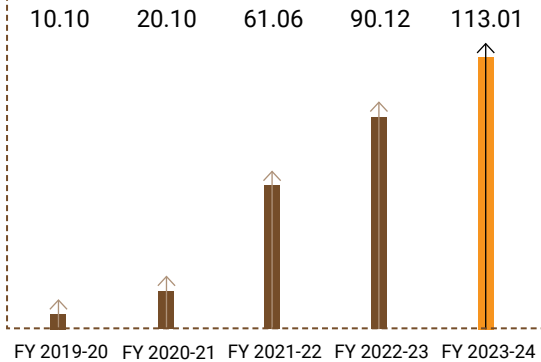
**Revenue**

(Rs. in Crores)



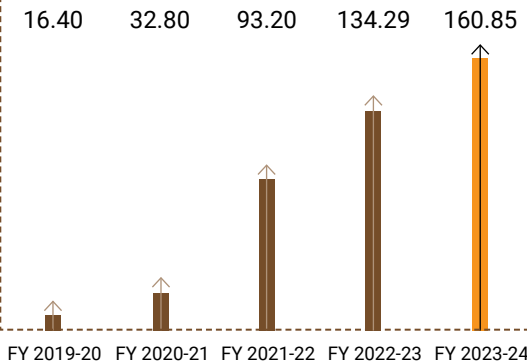
**PAT<sup>2</sup>**

(Rs. in Crores)



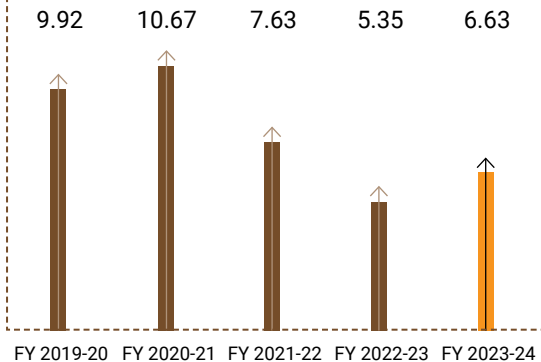
**EBITDA<sup>1</sup>**

(Rs. in Crores)

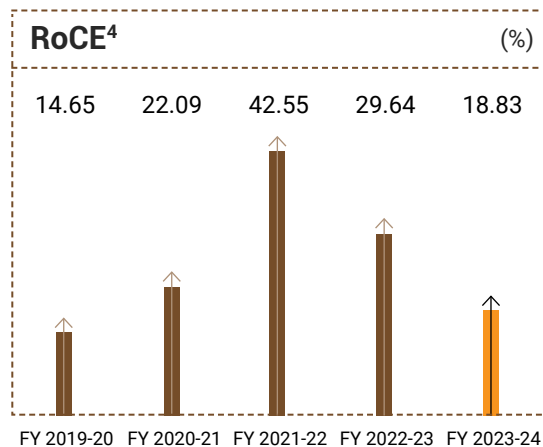
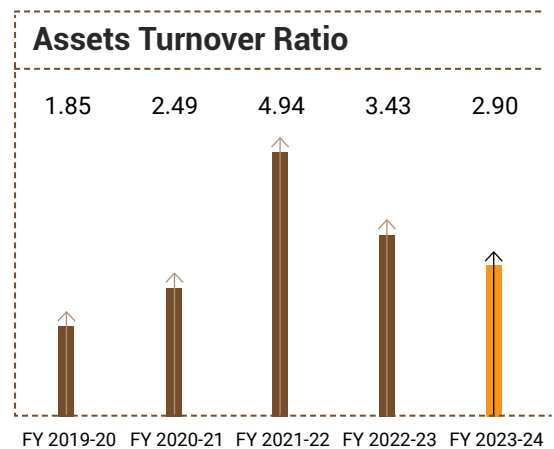
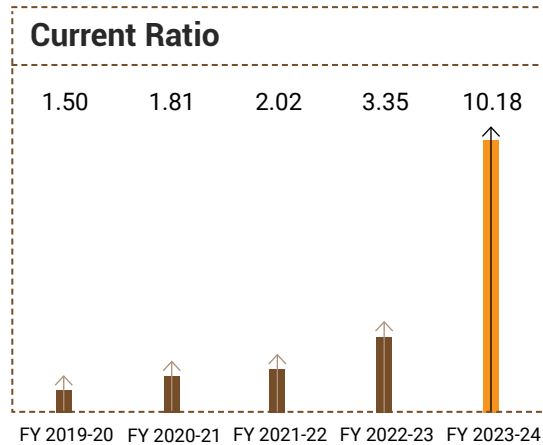
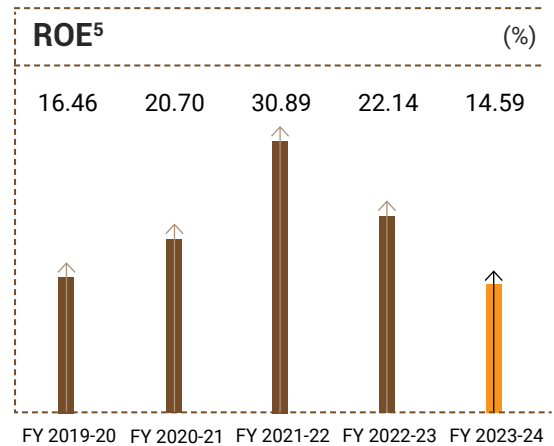
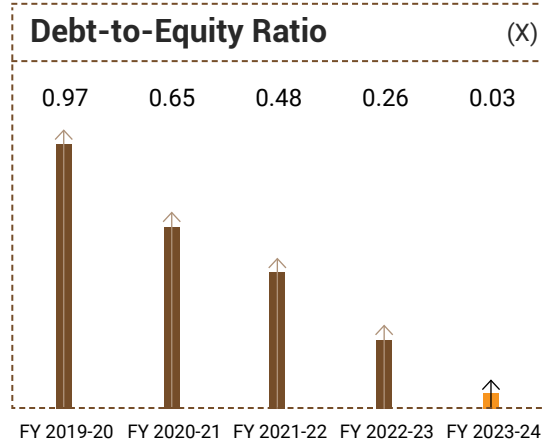


**EPS<sup>3</sup>**

(Rs.)



## Balance Sheet Indicators



1. EBITDA: Earnings before Interest, Tax, Depreciation, and Amortisation
2. PAT: Profit after Tax
3. EPS: Earnings per Share
4. RoCE: Return on Capital Employed
5. RoE: Return on Equity

**Integrated Value Creation Framework**

# STRENGTH IN CAPITALS FOR THE FUTURE

**RESOURCES OF VALUE CREATION**

**VALUE INPUTS**



**Financial Capital**

The Company ensured prudent financial management, leveraging its business model to strengthen its balance sheet and sustain growth.



**Manufactured Capital**

The Company invested in expanding and maintaining its capacities for quality production, while ensuring an efficient supply chain.



**Intellectual Capital**

The Company drove innovation to strengthen its market leadership by leveraging proprietary knowledge and market insights, developing solutions that delivered unmatched value and kept us ahead of the competition.



**Human Capital**

The Company invested in its employees' expertise, knowledge, and motivation, which were instrumental in executing and enhancing its business aspirations.



**Social & Relationship Capital**

The company engaged with its stakeholders and communities by actively interacting with them, cultivating trust and garnering support, which enabled efficient operations and strengthened its reputation.



**Natural Capital**

The Company utilised natural resources to deliver value-added products. Its core business priority was to minimise waste and optimise resource usage.

- ▲ Investment capital
- ▲ Loans & debt financing

Shareholders' Equity  
**Rs. 774.76 Crores**

Total Borrowings  
**Rs. 20.01 Crores**

- ▲ Plant and machinery
- ▲ Investments in new plants and technology

Installed Capacity  
**~5,86,000 MTPA**

State-of-the Art Manufacturing Facilities: **4**

- ▲ Patents
- ▲ Trademarks
- ▲ Technical know-how and technology

Research Programmes  
**30**

R&D Centres  
**4**

- ▲ Skills
- ▲ Knowledge
- ▲ Experience of Employees

Total Workforce  
**634**

Total Employee Benefit Expenses  
**Rs. 21.17 Crores**

- ▲ Strong Emphasis on Customer Relationships & Community Development

Distributors & Retailers  
**800+**

CSR Spend  
**Rs. 1.61 Crores**

- ▲ Raw Materials Consumed
- ▲ Water Consumed
- ▲ Energy Consumed
- ▲ Ecosystem Services

Total Waste Generated  
**632.21 MT**

VALUE CREATION APPROACH



VISION

To provide customers the most compelling products, while creating a value-led sustainable business. JTL is committed to strengthening technical expertise and working proactively with customers to develop innovative products with the highest quality adherence.



MISSION

- ▲ To create sustainable value for all the stakeholders
- ▲ To involve all the employees in the Company's overall development
- ▲ To emerge as a quality manufacturer of the entire spectrum of steel tubes
- ▲ To adopt sustainable environment-friendly procedures, practices

GROWTH STRATEGIES

- S1 Strengthening capacities and capabilities
- S2 Driving margins through high-value product portfolio
- S3 Expanding global presence
- S4 Driving operational excellence

VALUE OUTCOME & OUTPUTS

▲ Increased profitability  
 ▲ Shareholder value  
 ▲ Financial stability

EBITDA  
**Rs. 160.86 Crores**

Revenue  
**Rs. 2,040.23 Crores**

PAT  
**Rs. 113.01 Crores**

▲ Increased production capacity  
 ▲ Enhanced operational efficiency

Commercial-grade products  
**2,42,029 MTPA**

Total sales volume  
**3,41,847 MTPA**

Value-added products  
**99,818 MTPA**

▲ New products  
 ▲ Expansion in value-added product portfolio (VAPs)

Product Categories  
**1,200+ SKUs**

▲ Highly Skilled & motivated workforce  
 ▲ Enhanced productivity

▲ Positive brand image  
 ▲ Improved social license to operate

Presence  
**Pan India**

Export Presence  
**20+ Countries**







▲ Reduced environmental impact  
 ▲ Resource security  
 ▲ Improved sustainability

SDGs ALIGNED



## Stakeholder Engagement

# ENGAGING STAKEHOLDERS THROUGH INNOVATIVE STRATEGIES

Stakeholder Group	Importance	Engagement Goals	Objectives
<b>Investors</b> 	Crucial for securing capital and ensuring the financial health of the Company	<ul style="list-style-type: none"> <li>▲ Secure funding and investment</li> <li>▲ Build trust and confidence</li> <li>▲ Demonstrate strong financial performance</li> <li>▲ Maintain positive investor relations</li> </ul>	<ul style="list-style-type: none"> <li>▲ Attract new investors</li> <li>▲ Retain existing investors</li> <li>▲ Increase shareholder value</li> <li>▲ Ensure regulatory compliance</li> </ul>
<b>Suppliers &amp; Distributors</b> 	<b>Essential for innovation, resource sharing, and market expansion</b>	<ul style="list-style-type: none"> <li>▲ Foster strategic partnerships</li> <li>▲ Achieve mutual growth and success</li> <li>▲ Build a strong network of partners</li> </ul>	<ul style="list-style-type: none"> <li>▲ Identify potential partners</li> <li>▲ Negotiate and finalise partnership agreements</li> <li>▲ Co-develop products/services</li> <li>▲ Share resources and expertise</li> </ul>
<b>Communities</b> 	Enhances corporate reputation and ensures sustainable development	<ul style="list-style-type: none"> <li>▲ Build goodwill and positive reputation</li> <li>▲ Demonstrate social responsibility</li> <li>▲ Contribute to local development</li> </ul>	<ul style="list-style-type: none"> <li>▲ Support local charities and initiatives</li> <li>▲ Participate in community events</li> <li>▲ Create feedback mechanisms (e.g., surveys, and town halls)</li> <li>▲ Address environmental/social impacts</li> </ul>
<b>Customers</b> 	Directly impacts revenue and growth through satisfaction and loyalty	<ul style="list-style-type: none"> <li>▲ Build customer loyalty and satisfaction</li> <li>▲ Increase customer retention and lifetime value</li> <li>▲ Drive revenue growth through positive word-of-mouth</li> </ul>	<ul style="list-style-type: none"> <li>▲ Conduct customer research (surveys, and focus groups)</li> <li>▲ Develop customer loyalty programmes</li> <li>▲ Provide excellent customer service</li> <li>▲ Personalise customer interactions</li> </ul>
<b>Regulatory Authorities</b> 	Ensures legal operation and reduces risk of penalties	<ul style="list-style-type: none"> <li>▲ Ensure regulatory compliance</li> <li>▲ Maintain licences and permits</li> <li>▲ Build positive relationships with regulators</li> <li>▲ Mitigate legal and financial risks</li> </ul>	<ul style="list-style-type: none"> <li>▲ Stay up to date on relevant regulations</li> <li>▲ Conduct regular internal audits</li> <li>▲ Submit required reports and filings on time</li> <li>▲ Proactively communicate with regulators</li> </ul>
<b>Employees</b> 	Vital for organisational success and sustained growth	<ul style="list-style-type: none"> <li>▲ Foster a positive workplace culture</li> <li>▲ Boost employee morale and engagement</li> <li>▲ Increase productivity and performance</li> <li>▲ Attract and retain top talent</li> </ul>	<ul style="list-style-type: none"> <li>▲ Conduct employee surveys</li> <li>▲ Implement employee recognition programmes</li> <li>▲ Provide opportunities for professional development</li> <li>▲ Encourage open communication and feedback</li> </ul>

JTL prioritises inclusive, collaborative, and responsive stakeholder relationships, empowering its businesses for transparent engagement. Regular interaction enables the Company to build trust, address market challenges, and drive internal adaptations. Its commitment to sustainable value creation guides active engagement, ensuring timely and precise communication with each stakeholder group.

Engagement Strategies	Frequency and Timing	Future Focus
<ul style="list-style-type: none"> <li>▲ Quarterly/annual reports</li> <li>▲ Earnings calls</li> <li>▲ Investor presentations</li> </ul>	<ul style="list-style-type: none"> <li>▲ Quarterly financial reports</li> <li>▲ Annual meetings/reports</li> <li>▲ Regular newsletters/seminars</li> </ul>	Strengthening digital engagement through advanced investor relations platforms and enhanced transparency
<ul style="list-style-type: none"> <li>▲ Industry conferences</li> <li>▲ Trade shows</li> <li>▲ Co-marketing campaigns</li> <li>▲ Product collaborations</li> <li>▲ Project updates</li> <li>▲ Feedback sessions</li> <li>▲ Joint planning meetings</li> </ul>	<ul style="list-style-type: none"> <li>▲ Regular project meetings</li> <li>▲ Quarterly business reviews</li> <li>▲ Annual partnership evaluations</li> </ul>	Expanding global partnerships and leveraging technology for better collaboration
<ul style="list-style-type: none"> <li>▲ Sponsorship</li> <li>▲ Volunteerism</li> <li>▲ Participation</li> <li>▲ Financial contributions</li> </ul>	<ul style="list-style-type: none"> <li>▲ Regular community events</li> <li>▲ Annual social impact reports</li> <li>▲ Ongoing social media engagement</li> <li>▲ As-needed community meetings/forums</li> </ul>	Focussing on deeper community engagement and increasing impact through sustainable practices
<ul style="list-style-type: none"> <li>▲ Feedback on products/services</li> <li>▲ Rewards, discounts</li> <li>▲ Exclusive offers</li> <li>▲ Targeted emails</li> <li>▲ Product recommendations</li> </ul>	<ul style="list-style-type: none"> <li>▲ Regular customer surveys</li> <li>▲ Ongoing customer service interactions</li> <li>▲ Post-purchase follow-up communications</li> </ul>	Enhancing customer experience through advanced analytics and AI-driven personalisation
<ul style="list-style-type: none"> <li>▲ Compliance reports</li> <li>▲ Financial filings</li> <li>▲ Internal and external audits</li> <li>▲ Regular updates</li> <li>▲ Discussions on industry issues</li> </ul>	<ul style="list-style-type: none"> <li>▲ As required by regulations (e.g., quarterly, and annually)</li> <li>▲ Proactive communication when changes occur</li> <li>▲ Regular industry updates/newsletters</li> </ul>	Proactive compliance management and stronger engagement with regulatory bodies
<ul style="list-style-type: none"> <li>▲ Feedback on job satisfaction and Company culture, awards &amp; bonuses</li> <li>▲ Public acknowledgment</li> <li>▲ Training programmes</li> <li>▲ Mentorship opportunities</li> </ul>	<ul style="list-style-type: none"> <li>▲ Regular employee surveys (annual/bi-annual)</li> <li>▲ Ongoing recognition programmes</li> <li>▲ Regular performance reviews and feedback</li> </ul>	Fostering a culture of continuous improvement and innovation

## Operating Landscape

# INDIA'S GROWTH STORY AND JTL'S CONTRIBUTION

The steel pipe industry reflects India's economic potential, with rising capacity utilisation and the Electric Resistance Welded (ERW) segment leading the way. Traditionally used for fluid transmission, ERW pipes are now expanding into construction, infrastructure, and agriculture. With advanced technology and quality manufacturing, JTL is playing a crucial role in this transformation, contributing significantly to India's growth story and shaping its economic future.

### GDP Fuelling Steel Demand Engine

As India's GDP grows robustly, the demand for steel—vital for infrastructure and manufacturing—is set to surge. This shift reflects the country's expanding economy and infrastructure goals. Leveraging its expertise in structural steel tube manufacturing and a diverse range of high-quality products, JTL is playing a key role in India's growth story.

**USD 5 Trillion**  
**GDP Projection by 2030**

**USD 26 Trillion**  
**Long-Term GDP Projection by 2047**

*(Source: E&Y Report)*





### Young India Builds with Steel

India is on the cusp of a demographic boom, with a large and growing youthful workforce driving demand for housing, infrastructure, and consumer goods. Steel, crucial for these sectors, is set to see significant growth. This demographic shift offers JTL a unique opportunity to leverage its expertise in steel tube manufacturing to meet rising demand and play a key role in shaping India’s future.

**1.4 Billion**  
**Population in 2023**  
**(65% below 35 Years)**

**1.7 Billion**  
**Total Population Expected by 2050**

(Source: worldometers)

### Middle-Class Craves Steel

India’s rapidly expanding middle-class is increasingly investing in housing, automobiles, and appliances, all of which require steel components. This dynamic shift in demographics and consumer preferences presents a significant opportunity for JTL, a leader in steel tube manufacturing.

**31%**  
**of the Population as**  
**Middle-Class in 2023**

**61%**  
**of the Population Projected to**  
**be Middle-Class by 2047**

(Source: PRICE Research)





## Urbanisation Built with Steel

India's rapid urbanisation and infrastructure demands are set to drive a significant surge in steel demand. As the backbone of urban development, steel is crucial for building skyscrapers, transportation networks, and public amenities. This growth allows Electric Resistance Welded (ERW) steel pipes to contribute significantly to expanding market share and positions JTL Industries to make a substantial impact on the evolving landscape of modern India.

**34%**

**of the Population Residing in Urban Areas in 2023**

**53%**

**of the Population Expected to Reside in Urban Areas by 2050**

(Source: *The World Urbanization Prospects Report*)



## Infrastructure Demands Steel

India's commitment to upgrading and expanding its infrastructure, encompassing a wide range of projects from transportation networks to urban development, will necessitate a massive surge in steel consumption. Steel is an indispensable material for the construction of bridges, highways, airports, railways, and urban housing. This presents a lucrative opportunity for JTL, a leader in steel tube manufacturing, to leverage its expertise, production capacity, and distribution network to meet the escalating demand.

**USD 875 Billion**

**Spent on Infrastructure between 2017 to 2023**

**USD 1.7 Trillion**

**Expected Investment in Infrastructure between 2024 to 2030**

(Source: *India-briefing.com*)

## Manufacturing Driven by Steel

India's drive to become a global manufacturing hub will boost steel demand for factories, machinery, and consumer goods. This growth presents a significant opportunity for JTL to utilise its expertise and capacity to meet rising needs, reinforcing its role as a key player in India's industrial sector.

**16%**  
of GDP Contributed by the  
Manufacturing Sector in 2023

**25%**  
of GDP Targeted for the  
Manufacturing Sector by 2030

(Source: Business standards)



## Exports Propel Steel Demand

India's push to become an export leader will drive substantial steel demand across industries. This focus on enhancing exports presents JTL, a steel tube manufacturing leader, with a major opportunity to expand its market, increase production, and support India's economic growth on the global stage. As exports rise, so will the need for steel, positioning JTL as a key player in this growth.

**USD 437.1 Billion**  
Value of Merchandise Exports  
in 2024

**USD 1 Trillion**  
Value Projected by 2030

(Source: Ministry of Commerce)

## Strategic Imperatives

# FULFILLING STRATEGIC PRIORITIES FOR THE SUSTAINABLE FUTURE

In an increasingly competitive and dynamic market environment, JTL is undertaking comprehensive strategies to solidify its market position and drive growth. With its consistent expansions, robust financials, diversified portfolio, and focus on value-added products, JTL is poised to become a leading player in the global steel pipes industry.

### S1: Strengthening Capacities and Capabilities

#### Strategic Acquisitions for Enhanced Capability:

JTL's acquisition of a 67% stake in Nabha Steels and Metals significantly advances its growth strategy. This addition increases JTL's production capacity by 200,000 MTPA and enhances backward integration. With Nabha Steels, JTL can boost coil production at its Raipur plant to 250,000 MTPA and raise long-product output by 100,000 MTPA across Chhattisgarh and Punjab. This integration improves supply chain reliability, raw material cost control, and overall efficiency and profitability.

**Backward Integration for Resilience:** JTL is strengthening its backward integration capabilities by internalising coil production. This move allows JTL to gain better control over raw material costs and ensures a more reliable supply chain, expected to improve margins and bolster long-term financial stability.

**Phased Expansion Plan:** JTL intends to strengthen its market position in India as the

manufacturer of structural steel tubes and pipes, and achieve better economies of scale by expanding its existing manufacturing capacities. Towards this, we are undertaking capacity expansion of our existing manufacturing facility by setting up a new unit at Managaon, Maharashtra and expanding its capacity at Raipur plant. Through implementing the Direct Forming Technology (DFT) and capex expansion of Rs 1,300 Crores, JTL aims to boost its total capacity to 2 Million MTPA by FY 2027-28.

~5,86,000 MTPA

Production Capacity as of FY 2023-24

10,00,000 MTPA

Expected Production Capacity by FY 2024-25

20,00,000 MTPA

Expected Production Capacity by FY 2027-28

## S2: Driving Margins through High-Value Product Portfolio

**Expanding Product Horizons:** JTL is diversifying its product range to include more SKUs of pre-galvanised and galvanised pipes, large-diameter steel tubes, and solar structures. By serving sectors like agriculture, infrastructure, construction, and renewable energy, JTL is broadening its revenue streams and reducing reliance on any single market.

**Innovation as a Growth Engine:** Innovation drives JTL's strategy, with substantial R&D investments aimed at developing cutting-edge steel products. The Company is focussed on boosting its portfolio of value-added products (VAPs) to 50% by FY 2024-25, up from 31% in FY 2022-23. This shift to high-margin products is a key driver of profitability.

**Driving Profitability through VAPs:** JTL expects that new value-added products, such as galvanised tanks, puff panels, roofing sheets and colour-coated pipes, will broaden its product range and drive revenue growth. These high-margin SKUs are key to achieving the targeted EBITDA margin of Rs. 5,000+ per tonne in FY 2024-25.

31%

Share of VAPs as of FY 2023-24

50%

Expected Share by FY 2024-25



### S3: Growing Globally with a Solid Domestic Base

**Strong Domestic Network:** JTL's extensive network of over 800 distributors & retailers across India ensures that its products are readily available to customers in every region. This robust network, combined with a focus on quality and customer service, allows JTL to maintain a strong foothold in the domestic market.

**Global Ambition:** With operations in over 20 countries across five continents, JTL has a strong global presence. The Company is actively pursuing new market opportunities, especially those with high demand for its value-added products (VAPs). JTL aims to achieve a sales volume of 450,000 metric tonnes in the coming year, driven by both domestic and international expansion.

**Adapting to Market Dynamics:** JTL is adept at navigating evolving markets with its diversified product portfolio and strategic positioning. By continuously monitoring market dynamics and adapting its strategies, the Company is well-prepared to seize emerging opportunities and mitigate risks, ensuring sustained growth in a shifting global economy.

**3,41,847 MT**

**Sales Volume as of FY 2023-24**

**4,50,000 MT**

**Sales Volume Expected  
by FY 2024-25**



## S4: Driving Operational Excellence

### **Cost Optimisation for Competitive Advantage:**

JTL is dedicated to continuous improvement by streamlining processes, reducing waste, and optimising the supply chain to cut costs and boost efficiency. The Company is also investing in automation and technology to enhance manufacturing processes and lessen its environmental impact.

**Robust R&D:** JTL boasts four state-of-the-art R&D centres that are pivotal in driving the Company's growth. These Centers facilitate innovation and the expansion of JTL's diverse


product range, which includes over 1,200 SKUs. Supported by continuous R&D efforts, JTL is well-positioned to adapt to evolving market demands and maintain a competitive edge in the industry.

**Technological Transformation with DFT:** JTL is revolutionising manufacturing with Direct Forming Technology (DFT), enabling the direct production of square and rectangular sections from HR coils. This innovation streamlines production, reduces waste, and expands the range of high-value products with greater precision. DFT positions JTL as a market leader, enhancing its ability to meet diverse customer needs.



Environmental, Social & Governance

# JTL'S DEDICATION TO SUSTAINABLE PRACTICES AND RESPONSIBLE PROGRESS



JTL is committed to more than just steel. As the Company forges its path towards becoming a leading player in the structural steel industry, it recognises that its growth must be sustainable and responsible. The Company is committed to integrating ESG considerations into its business strategy, ensuring that its operations not only contribute to economic prosperity but also create a positive impact on the environment and society.

This section delves into JTL's comprehensive ESG initiatives, highlighting its efforts to minimise its environmental footprint, promote social well-being, and uphold the highest standards of corporate governance. JTL believes that a strong ESG foundation is not just a moral imperative but also a key driver of long-term value creation for all stakeholders.



Environmental

# NURTURING THE NATURE WITH CARE

JTL recognises the critical importance of environmental responsibility in the structural steel industry. The Company is actively engaged in several initiatives aimed at minimising its environmental footprint and contributing to a more sustainable future. Through innovative practices, stringent standards, and a commitment to green technologies, JTL is dedicated to not only meeting but also exceeding environmental regulations. This proactive approach ensures that the Company's growth is aligned with the principles of sustainability, reinforcing its role as a responsible leader in the industry.

<b>SDGs Aligned</b>	<b>6</b> CLEAN WATER AND SANITATION 	<b>7</b> AFFORDABLE AND CLEAN ENERGY 	<b>12</b> RESPONSIBLE CONSUMPTION AND PRODUCTION 	<b>13</b> CLIMATE ACTION 	<b>15</b> LIFE ON LAND 
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## Energy Efficiency and Conservation

JTL is firmly dedicated to minimising energy consumption and enhancing energy efficiency. The Company has set a target of reducing its carbon emissions by 20% by FY 2024-25 and is actively pursuing this goal through various energy management initiatives. These initiatives include measures to improve energy efficiency, utilise renewable energy sources, such as the installation of solar rooftop panels at all facilities, and adopt demand response strategies.

## Resource Management

JTL prioritises responsible natural resource management by implementing strict waste reduction and recycling practices. The Company ensures compliance with legal requirements in managing and disposing of operational waste, while also conserving resources through efficient operations and reusing treated waste within its facilities.

## Water Stewardship

JTL is dedicated to practicing responsible water management. The Company has implemented various water conservation measures to reduce water usage and preserve this precious resource for the future. As part of these efforts, JTL uses water sprinklers for gardening, effectively minimising water consumption.

## Biodiversity

JTL is committed to enhancing environmental sustainability by planting saplings in the vicinity of its facilities, which helps increase green cover. Through this initiative, the Company actively contributes to the preservation and protection of the environment.

## Environmental Compliance

JTL adheres to all applicable environmental regulations and standards. The Company regularly monitors its operations to ensure compliance and continuously seeks ways to improve its environmental performance. It also engages with local communities and stakeholders to address environmental concerns and promote sustainable practices.

## Sustainable Supply Chain

JTL is committed to working with suppliers who share its commitment to environmental responsibility. The Company evaluates suppliers based on their environmental performance and encourages them to adopt sustainable practices. By promoting sustainability throughout its supply chain, JTL aims to create a positive impact beyond its own operations.

## Partnering in Global Energy Transition

Renewable energy from solar and wind currently represents a small fraction of global energy use but is projected to grow rapidly in the coming decades. JTL is supporting this expansion with its customised steel tube solar mounting structures.



## Way Forward

JTL views environmental stewardship as a continuous journey. The Company is committed to exploring new technologies, processes, and initiatives to enhance its environmental performance. By setting ambitious goals, rigorously tracking progress, and continuously seeking innovative ways to minimise its environmental impact, JTL aims to lead in sustainability and environmental responsibility.

**Social – Human Resources**

# ENSURING EMPLOYEE WELL-BEING THROUGH SUPPORTIVE STRATEGIES

JTL’s commitment to social responsibility is reflected in its comprehensive approach to employee well-being and community engagement. JTL believes that fostering a supportive and inclusive environment, both within the organisation and in the communities it serves, is fundamental to its success and sustainability.

## SDGs Aligned

**3** GOOD HEALTH AND WELL-BEING



**5** GENDER EQUALITY



**8** DECENT WORK AND ECONOMIC GROWTH



**10** REDUCED INEQUALITIES



### Employee Well-Being & Development

JTL is committed to employee well-being, fostering an inclusive work environment, investing in development programmes, and ensuring a strong safety culture with necessary resources and training.

### Diversity and Inclusion

JTL embraces diversity and inclusion in all aspects of its business. The Company believes that a diverse workforce fosters innovation, creativity, and better decision-making. JTL is committed to creating an inclusive workplace where everyone feels respected and valued, regardless of their background or identity.



### Way Forward

JTL is dedicated to further enhancing its social responsibility initiatives. The Company plans to empower employees through expanded development programmes and health initiatives. Additionally, the Company is committed to fostering diversity and inclusion within its workforce and upholding ethical standards across all operations, ensuring transparency and accountability to stakeholders.

Social – Community

# NURTURING COMMUNITIES AND CUSTOMER CONNECTIONS

JTL’s commitment to social responsibility extends beyond its workforce to the communities it serves and the customers it supports. The Company believes that engaging with local communities and maintaining high customer satisfaction are essential components of its sustainable business practices.

<h2 style="margin: 0;">SDGs Aligned</h2>	<p><b>4</b> QUALITY EDUCATION</p> 	<p><b>9</b> INDUSTRY, INNOVATION AND INFRASTRUCTURE</p> 	<p><b>11</b> SUSTAINABLE CITIES AND COMMUNITIES</p> 	<p><b>12</b> RESPONSIBLE CONSUMPTION AND PRODUCTION</p> 
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### Community Engagement and Development

JTL is dedicated to responsible corporate citizenship, engaging with local communities to address their needs. The Company supports initiatives in education, healthcare, and infrastructure, working with local organisations to create lasting, positive impacts.

### Customer Satisfaction and Engagement

JTL is dedicated to providing high-quality products and services that meet customer needs, while valuing feedback to enhance satisfaction. The Company’s branding strategy emphasises educating customers on responsible product use, promoting sustainability, and minimising environmental impact. By nurturing community connections and fostering strong customer engagement, JTL strengthens its commitment to responsible progress and builds lasting relationships.

### Supporting India's Jal Jeevan Mission

The Jal Jeevan Mission seeks to provide safe and adequate drinking water to every rural household in India through individual tap connections by 2024. JTL is dedicated to supporting this goal. Of the 19.3 Crores rural households in India, 14.6 Crores now have access to clean tap water, representing a significant milestone.



### Way Forward

JTL is dedicated to further enhancing its social responsibility initiatives. The Company plans to deepen community engagement with a focus on education, healthcare, and infrastructure. It aims to strengthen customer relationships by prioritising satisfaction and promoting sustainable product use.

Governance

# IMPACTFUL GOVERNANCE FOR A STEEL-STRONG FUTURE

JTL is dedicated to the highest standards of corporate governance, ensuring transparency, accountability, and ethical conduct. This commitment builds trust with stakeholders and supports sustainable growth. By integrating robust governance practices into its expansion strategy and demonstrating a clear growth path, JTL fosters a culture of integrity, motivates employees, and aligns its governance with long-term success.

<p><b>SDGs Aligned</b></p>	<p><b>5 GENDER EQUALITY</b></p> 	<p><b>10 REDUCED INEQUALITIES</b></p> 	<p><b>16 PEACE, JUSTICE AND STRONG INSTITUTIONS</b></p> 	<p><b>17 PARTNERSHIPS FOR THE GOALS</b></p> 
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## Influential Leadership

JTL Industries has a well-defined governance structure with clear roles and responsibilities for the board of directors and senior management. The Company promotes transparency by regularly communicating its financial performance, strategic decisions, and risk management practices to shareholders and stakeholders. JTL is also committed to accountability, ensuring that its leaders are held responsible for their actions and decisions. Additionally, JTL fosters a transparent and ethical working environment, enhancing trust and integrity throughout the organisation.

## Ethical Business Conduct

JTL adheres to a strict code of ethics that guides the behaviour of all employees. The Company has a zero-tolerance policy towards any form of unethical conduct, including bribery, corruption, and fraud. It also encourages employees to report any ethical concerns through a confidential whistleblower mechanism.

## Risk Management and Internal Controls

JTL has a robust risk management framework in place to identify, assess, and mitigate potential risks to its business. The Company has implemented strong internal controls to ensure the accuracy and reliability of its financial reporting and to safeguard its assets. JTL also regularly reviews its risk management and internal control systems to ensure their effectiveness.

## Stakeholder Engagement

JTL recognises the importance of engaging with its stakeholders, including shareholders, employees, customers, suppliers, and local communities. The Company actively seeks feedback from its stakeholders and strives to incorporate their concerns and suggestions into its decision-making processes.

## Diversity and Inclusion

JTL values diversity and inclusion in its leadership and decision-making processes. The Company believes that

a diverse workforce brings different perspectives and ideas, leading to better solutions and outcomes. JTL is committed to creating an inclusive workplace where everyone feels valued and respected.

## Compliance with Laws and Regulations

JTL strictly adheres to all applicable laws and regulations, both domestic and international. The Company regularly reviews its compliance procedures to ensure they are up-to-date and effective.

## Way Forward

JTL is committed to continuously improving its governance practices. The Company will stay abreast of the latest developments in corporate governance and adopt best practices as appropriate. JTL will also continue to engage with its stakeholders, seek their feedback on its governance performance, and uphold its dedication to maintaining transparency, accountability, and ethical conduct in all aspects of its operations. This will help in fostering trust and confidence among its stakeholders. Through ongoing refinement and proactive engagement, JTL aims to set new standards of excellence in corporate governance and reinforce its position as a responsible industry leader.

40%

**Independent Directors  
on the Board**

100%

**Regulatory Compliance Rate**

# BOARD OF DIRECTORS



**Mr. Madan Mohan Singla**  
**Managing Director**

With over 35 years of experience in the steel industry, Mr. Singla brings in-depth knowledge of the sector and is recognised for his expertise in business finance and strategy. His leadership guides JTL's overall vision and direction.



**Mr. Mithan Lal Singla**  
**Non-Executive Director**

A veteran of the steel business with 40+ years of experience, Mr. Mithan Singla has been instrumental in establishing JTL's current manufacturing facilities. His extensive knowledge of industrial techniques and diverse business ventures provides valuable insights for the Company's growth.



**Mr. Rakesh Garg**  
**Executive Director**

Mr. Garg boasts 30+ years of experience in the steel industry, specialising in trade and commercial operations. He has a proven track record in industrial projects, engineering, and management affairs, making him a key asset in JTL's operational efficiency.

**Mr. Dhruv Singla****Executive Director**

Bringing a fresh perspective with 10+ years of experience, Mr. Singla holds degrees in commerce and management. He has played a pivotal role in JTL's expansion plans in Mangaon and handles the Company's finances.

**Mr. Pranav Singla****Executive Director**

With a background in economics, accounting, and project management, Mr. Pranav Singla focusses on investor relations and manages sales and distribution in North India. His financial acumen and strategic thinking contribute to JTL's investor engagement and market penetration.

**Mr. Sanjeev Gupta****Executive Director**

Mr. Gupta brings over 25 years of experience from the steel industry, having worked with prominent companies like Bhushan Power and Steel Limited. His exposure to overseas operations and expertise in cost optimisation and automation are invaluable assets for JTL's efficiency and expansion.





**Mr. Rakesh Mohan Garg**

**Independent Director**

With over 35 years of experience in the Indian Revenue Service (IRS), Mr. Garg brings a wealth of knowledge in taxation, finance, and administration. His expertise in handling complex financial matters strengthens JTL's fiscal responsibility and compliance.



**Mrs. Preet Kamal Kaur Bhatia**

**Independent Director**

A qualified chartered accountant with 10+ years of experience in corporate finance, accounts, and taxation, Mrs. Bhatia provides valuable insights into financial management and regulatory compliance. Her association with JTL since 2015 demonstrates a deep understanding of the Company's financial operations.



**Mr. Sukhdev Raj Sharma**

**Independent Director**

A seasoned banker with over 40 years of experience, Mr. Sharma brings extensive expertise in financial management, investment banking, and international business. His experience as the MD of PNB International Limited in London adds a global perspective to JTL's strategic decisions.



**Mr. Ashok Goyal**

**Independent Director**

With 30+ years of experience in general administration, Mr. Goyal brings a strong background in human resources, education, and strategic planning. His legal and economic qualifications, combined with his experience in listed companies, contribute to JTL's effective governance and human capital management.

# CORPORATE INFORMATION

## Board of Directors

### Mr. Madan Mohan Singla

Managing Director

### Mr. Mithan Lal Singla

Non-Executive Director

### Mr. Rakesh Garg

Executive Director

### Mr. Dhruv Singla

Whole-Time Director

(ceased to be CFO w.e.f. 12.01.2024)

### Mr. Pranav Singla

Whole-Time Director

### Mr. Sukhdev Raj Sharma

Independent Director/Chairman

### Mr. Rakesh Mohan Garg

Independent Director

### Ms. Preet Kamal Kaur Bhatia

Independent Woman Director

### Mr. Ashok Goyal

Independent Director

### Mr. Sanjeev Gupta

Whole-Time Director

## Key Managerial Personnel

### Mr. Atul Garg

Chief Financial Officer (CFO)

(Appointed as CFO w.e.f. 10.11.2024)

## Company Secretary

### Mr. Amrender Kumar Yadav

(Appointed w.e.f. 20.11.2023)

## COMMITTEES OF BOARD

### Audit Committee

#### Ms. Preet Kamal Kaur Bhatia

Chairperson

#### Mr. Rakesh Mohan Garg

Member

#### Mr. Ashok Goyal

Member

#### Mr. Rakesh Garg

Member

#### Mr. Sukhdev Raj Sharma

Member

### Nomination and Remuneration Committee

#### Ms. Preet Kamal Kaur Bhatia

Chairperson

#### Mr. Rakesh Mohan Garg

Member

#### Mr. Ashok Goyal

Member

#### Mr. Mithan Lal Singla

Member

## Stakeholders' Relationship Committee

### Ms. Preet Kamal Kaur Bhatia

Chairperson

### Mr. Rakesh Mohan Garg

Member

### Mr. Mithan Lal Singla

Member

### Mr. Rakesh Garg

Member

## Corporate Social Responsibility Committee

### Ms. Preet Kamal Kaur Bhatia

Chairperson

### Mr. Mithan Lal Singla

Member

### Mr. Rakesh Garg

Member

## Sub-Committee of Directors

### Mr. Mithan Lal Singla

Chairperson

### Ms. Preet Kamal Kaur Bhatia

Member

### Mr. Rakesh Garg

Member

## Risk Management Committee

### Mr. Mithan Lal Singla

Chairperson

### Mr. Rakesh Garg

Member

### Ms. Preet Kamal Kaur Bhatia

Member

### Mr. Sukhdev Raj Sharma

Member

## Securities Issue and Allotment Committee

### Mr. Mithan Lal Singla

Chairperson

### Mr. Rakesh Garg

Member

### Ms. Preet Kamal Kaur Bhatia

Member

### Mr. Sukhdev Raj Sharma

Member

## Fund Raising Committee

### Ms. Preet Kamal Kaur Bhatia

Chairperson

### Mr. Sukhdev Raj Sharma

Member

## Mr. Pranav Singla

Member

## Mr. Dhruv Singla

Member

## Statutory Auditors

N. Kumar Chhabra & Co.

Chartered Accountants, Chandigarh

## Secretarial Auditors

M/s S.V. Associates,

Company Secretaries

1494, Top Floor, Sector 42-B,

Chandigarh - 160 036

## Bankers

Axis Bank Limited

Punjab National Bank

Standard Chartered Bank

HDFC Bank Limited

## Registrar and Share Transfer Agent

Beetal Financial & Computer Services  
Private Limited

Beetal House, Third Floor,

99, Madangir Behind Local Shopping Centre

New Delhi - 110 062

Phone: 011-29961281-83

E-mail: beetalrta@gmail.com

## Stock Code

BSE Ltd.: 534600

Metropolitan Stock Exchange of India

Ltd: JTLIND

NSE: JTLIND

## ISIN

Equity Shares: INE391J01024

## Registered Office

SCO 18-19, Sector 28-C,

Chandigarh - 160 002

Phone: 0172-4668000

E-mail: secretarial@jtl.one

Website: www.jtl.one

## CIN

L27106CH1991PLC011536

# MANAGEMENT DISCUSSION AND ANALYSIS

## OVERVIEW

This report aims to convey the Management's perspective on the external environment and the iron, ERW and steel pipe industry. It includes discussions on strategy, operational and financial performance, material developments in human resources and industrial relations, as well as risks and opportunities and internal control systems within the Company for FY 2023-24. It is recommended to review this report in conjunction with the Company's financial statements, schedules, and notes thereto. Additionally, consider other relevant information presented in this Integrated Report and Annual Accounts for FY 2023-24. The Company's financial statements have been prepared in adherence to the Indian Accounting Standards (Ind AS). They comply with the requirements of the Companies Act, 2013, as amended, and regulatory directives issued by the Securities and Exchange Board of India (SEBI) periodically.

## GLOBAL ECONOMIC OVERVIEW

The global economy demonstrated sturdiness in CY 2023, rebounding from geopolitical tensions and cost-of-living challenges. Inflation, having peaked in CY 2022, is now subsiding faster than anticipated, resulting in a less severe impact on employment and economic activity. This positive trend is attributed to favourable supply-side developments

and proactive measures by central banks worldwide to stabilise inflation expectations.

Headline inflation is expected to gradually decline from 6.8% in CY 2023 to 5.9% in CY 2024 and eventually to 4.5% in CY 2025. Advanced economies are anticipated to experience a swifter reduction, returning to near pre-pandemic levels sooner than emerging markets and developing economies.

The global economy is projected to maintain a steady growth rate of 3.2% throughout CY 2024 and 2025, though this falls below the historical average of 3.8%. This moderation is largely due to tighter monetary policies, reduced fiscal support, and slower productivity growth.

Advanced economies, led by the Euro Area's resurgence, are expected to witness a slight uptick, with growth rates projected at 1.7% and 1.8% in CY 2024 and 2025, respectively, up from 1.6% in CY 2023.

Emerging markets and developing economies are anticipated to maintain a consistent growth rate of 4.2% throughout CY 2024 and 2025. This steady performance is driven by resilient domestic demand, robust revenues, and substantial infrastructure investments. Although regional disparities exist, the slowdown in Asia's growth is likely to be balanced by significant growth in the Middle East, Central Asia, and sub-Saharan Africa.

## GLOBAL ECONOMIC GROWTH

(in %)

	Year-on-Year		
	Estimate	Projections	
	CY 2023	CY 2024	CY 2025
<b>World</b>	<b>3.2</b>	<b>3.2</b>	<b>3.2</b>
<b>Advanced Economies</b>	<b>1.6</b>	<b>1.7</b>	<b>1.8</b>
United States	2.5	2.7	1.9
Euro Area	0.4	0.8	1.5
Japan	1.9	0.9	1.0
<b>Emerging Markets and Developing Economies</b>	<b>4.3</b>	<b>4.2</b>	<b>4.2</b>
China	5.2	4.6	4.1
Russia	3.6	3.2	1.8

(Source: IMF World Economic Outlook 2024)

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

### Outlook

As the current cycle of monetary tightening comes to an end, the global economy is poised for a smooth transition, despite potential slowdowns in the housing and manufacturing sectors due to tighter credit conditions and rising costs. Promising signs of faster disinflation and potential monetary easing are expected to stimulate economic activity, particularly in interest rate-sensitive sectors. This development fosters a positive outlook for overall growth.

In addition, accelerated investments in green technologies and infrastructure are expected to generate new economic opportunities and drive growth, thereby further strengthening the economic landscape. By adeptly navigating these challenges and seizing emerging opportunities, the global economy is well-positioned to maintain its positive trajectory and foster sustainable growth in the coming years.

(Source: IMF World Economic Outlook 2024)

### INDIAN ECONOMIC OVERVIEW

India's economy showcased robust growth in FY 2023-24, with real GDP projected to have risen by 7.6%, marking the third consecutive year of exceeding 7% growth. This growth is propelled by multiple factors, including the narrowing disparity between rural and urban consumption, coupled with private and public capital expenditures. Furthermore, a favourable rabi harvest, sustained manufacturing profitability, resilience in the services sector, and anticipated improvements in household consumption and private investment cycles further bolstered this growth rate.

#### Indian Economy GDP Growth Rate

(in %)

Year	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24 (E)*
GDP Growth Rate	4.2	(6.6)	8.7	7.0	7.6

(Source: NSO Second Advance Estimate) \*E-Estimated

On the supply side, the manufacturing and services sectors were the primary contributors to the 6.9% growth in gross value added (GVA) in FY 2023-24. However, the demand side, (measured by GDP) is outpacing supply side growth (measured by GVA), indicating a potential mismatch where demand exceeds the availability of goods. At the same time, poor agricultural output is likely to keep food supplies low, which, combined with excessive demand, could lead to higher inflation.

The country's retail inflation, measured by the Consumer Price Index (CPI), peaked at 7.79% in FY 2023-24. However, by the end of April 2023, inflation began trending downward, with headline CPI inflation moderated to 4.85% in March 2024. Despite this improvement, recurring food price shocks have posed challenges to the disinflation process. In response, the Monetary Policy Committee (MPC) has maintained a vigilant stance, keeping the policy repo rate unchanged at 6.50% to anchor inflation expectations. In the face of inflationary pressures, India is making

significant investments in capital expenditure to accelerate infrastructure development.

The overall public sector capital investment has surged from Rs. 5.6 Lac Crores in FY 2014-15 to Rs. 18.6 Lac Crores in FY 2023-24, marking a remarkable increase of 3.3 times. The Interim Union Budget for FY 2024-2025 has further announced an 11.1% year-on-year increase in the capital expenditure outlay for the next year, which would constitute 3.4% of the GDP.

This consistent investment in capital assets is yielding positive outcomes, as evidenced by the continued momentum and growth in industrial output. The Index of Industrial Production (IIP) rose to 5.8% in FY 2023-24, up from 5.2% in FY 2022-23. This growth is driven by increased capital expenditure and robust domestic demand, particularly in sectors like mining, manufacturing, infrastructure/construction goods, and primary goods.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

### Outlook

Looking ahead, India's growth prospects remain promising, fuelled by prudent capital expenditure, structural reforms, and stable domestic demand. Initiatives like 'Make in India' and substantial investments in infrastructure are expected to bolster demand and enhance global competitiveness. Production-linked incentive schemes will catalyse downstream sectors, further driving growth. India is poised to surpass major economies like Germany and Japan, becoming the world's third-largest economy. However, potential risks include geopolitical tensions, tightening financial conditions, and a slowdown in external demand. The government's focus on infrastructure, defence, and manufacturing, alongside initiatives like the National Infrastructure Pipeline and PM Gati-Shakti, is laying a robust foundation for the nation's economic future. This strategic approach positions India as a global supplier of goods and services.

*(Source: RBI April Report, NSO Second Advance Estimate, Economic Review by the Department of Economic Affairs, Interim Union Budget for 2024-2025)*

### GLOBAL STEEL DEMAND

The outlook for global steel demand in CY 2024 and CY 2025 remains cautiously optimistic, with projected growth rates of 1.7% and 1.2%, respectively, despite persistent challenges like monetary tightening, high costs, and geopolitical uncertainties. Regional variations are expected, with different countries and regions facing unique challenges and opportunities.

Factors poised to fuel steel demand include faster-than-expected disinflation, additional monetary policy easing, and increased investment in decarbonisation initiatives and climate-resilient infrastructure. Conversely, downside risks such as escalating geopolitical tensions, persistent inflation, and high public debt levels could hinder this growth.

### Regional Outlook

**Developed World:** The developed world as a whole anticipates a robust recovery, with growth projected at 1.3% in CY 2024 and 2.7% in CY 2025. Amid significant challenges like geopolitical shifts, high inflation, and economic tightening, the EU experienced a substantial drop in steel demand in CY 2023. Nevertheless, a substantial recovery is on the horizon, expected to materialise in CY 2025 with a remarkable growth

of 5.3%. In contrast, the US is poised for a swift resurgence in steel demand in CY 2024, buoyed by strong investment activities and a gradual housing market recovery.

**China:** China's steel demand is projected to stabilise in 2024, as decreases in real estate are balanced by growth in infrastructure and manufacturing. However, a slight 1% decline is forecasted for 2025 as the downtrend resumes. This mirrors the perspective that China might have reached its zenith in steel demand, with further reductions expected in the medium term as the country shifts away from its reliance on real estate and infrastructure investment. In 2023, China's apparent steel use dropped by 3.3%, falling short of initial expectations, yet indicators suggest that actual steel demand surpassed earlier estimates.

**MENA and ASEAN:** In FY 2024-2025, emerging regions like MENA and ASEAN are anticipated to undergo an acceleration in steel demand growth, following a brief deceleration observed in FY 2022-2023. Nevertheless, challenges such as political turbulence and waning competitiveness in ASEAN may exert downward pressure on the pace of growth in the coming years.

### Sectoral Trends

**Residential Construction:** In CY 2023, major regions encountered challenges in steel demand stemming from a downturn in residential construction attributed to elevated interest rates and construction expenses. This trend also persisted into CY 2024, primarily driven by the lagged impact monetary tightening.

**Manufacturing Activity:** In CY 2023, global manufacturing activity weakened due to high costs, uncertainties, and tight financing conditions. However, indications point towards a recovery starting in CY 2024, with the exception of the automotive sector. While the automotive industry exhibited robust growth in 2023, projections indicate a slowdown in 2024.

**Sectoral Investment Trends:** Investments in manufacturing and public infrastructure were instrumental in driving steel demand in 2023, spurred by strategic sectoral advancements and the transition towards environmental sustainability. Although these investments remain robust, challenges such as elevated construction expenses and labour shortages may impose constraints on short-term growth.

*(Source: World Steel Short Range Outlook April 2024)*

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

### INDIAN STEEL DEMAND

India, established as the world's second-largest steel producer, is poised for significant growth in the steel sector. Currently contributing approximately 7% to global crude steel production, the country's demand is projected to increase by 8% in both CY 2024 and 2025, driven by continuous expansion across all steel-utilising sectors, especially infrastructure. By CY 2025, the nation's steel demand is anticipated to increase by nearly 70 Million tonnes compared to 2020, highlighting its pivotal position in the global steel market.

The upward trend in growth is clearly reflected in both production and consumption statistics. In FY 2023-24, India's crude steel production reached 145 Million tonnes (MnT), marking a significant increase from 127 MnT in FY 2022-23. Concurrently, domestic consumption rose to 136 MnT in FY 2023-24, compared to 120 MnT in the preceding fiscal year.

The Ministry of Steel's projections are even more optimistic, forecasting a 10% growth in demand, driven by robust

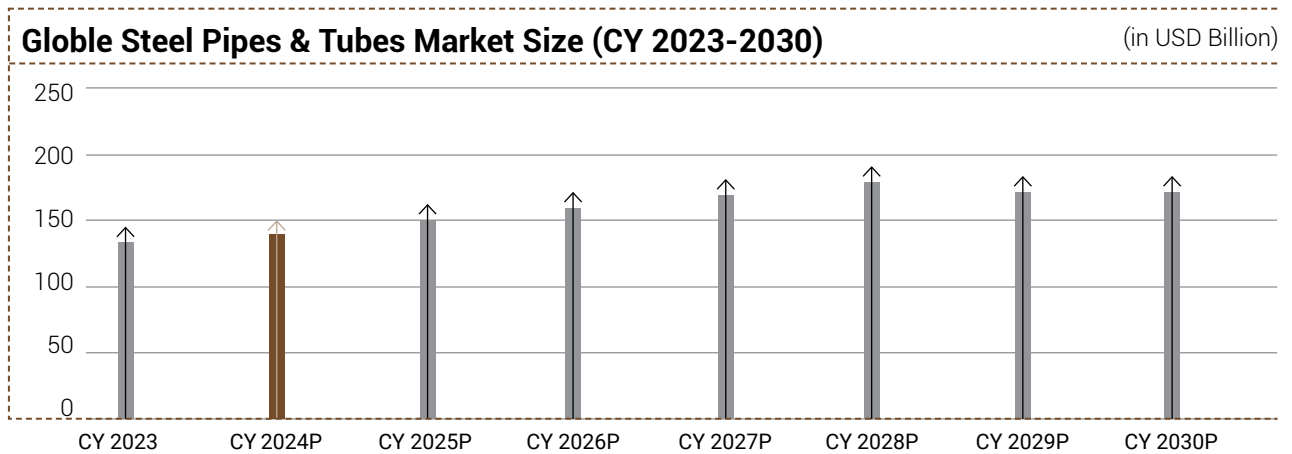
domestic consumption and sustained investments in infrastructure and industrial developments.

*(Source: Ministry of Steel Projections, World Steel Short Range Outlook April 2024)*

### GLOBAL STEEL PIPES & TUBES MARKET OVERVIEW

The global steel pipes & tubes market, valued at USD 133.20 Billion in CY 2023, is expected to clock in a CAGR of 6.1% in revenue from CY 2024 to 2030. This growth trajectory is primarily fuelled by the increasing construction of new petrochemical plants worldwide, leading to increased demand for steel pipes & tubes across a spectrum of applications. These products find extensive use in piping systems, pressure tubes, and heat exchangers within the chemicals & petrochemicals industry.

Additionally, the construction industry represents another vital end-user segment for the market, utilising pipes & tubes in various structural elements like building structures, foundations, balconies, and railings, among others. The rapid pace of urbanisation and industrialisation, particularly in developing economies, is poised to further drive growth over the forecast period.



*(Source: Grandview Research Report)*  
P - Projected

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

In the steel pipe market, seamless pipes currently hold the majority of global revenue, surpassing 67%, while Electric Resistance Welded (ERW) pipes are rapidly gaining traction. This growth is attributed to their cost-effectiveness, which is particularly appealing in sectors such as oil & gas, where demand for transportation pipelines is increasing. Moreover, the ERW segment's rising popularity signifies a shift in the market dynamics towards more economical pipe solutions. In CY 2023, the Asia-Pacific region emerged as the dominant force in the steel pipes & tubes market, capturing over 60.0% of global revenue. This significant market share is primarily driven by countries such as China, South Korea, India, and Japan, which are renowned for their robust manufacturing and petrochemical sectors. These nations stand as key consumers of steel pipes & tubes, highlighting the region's pivotal influence on shaping global market dynamics.

*(Source: Grandview Research Report)*

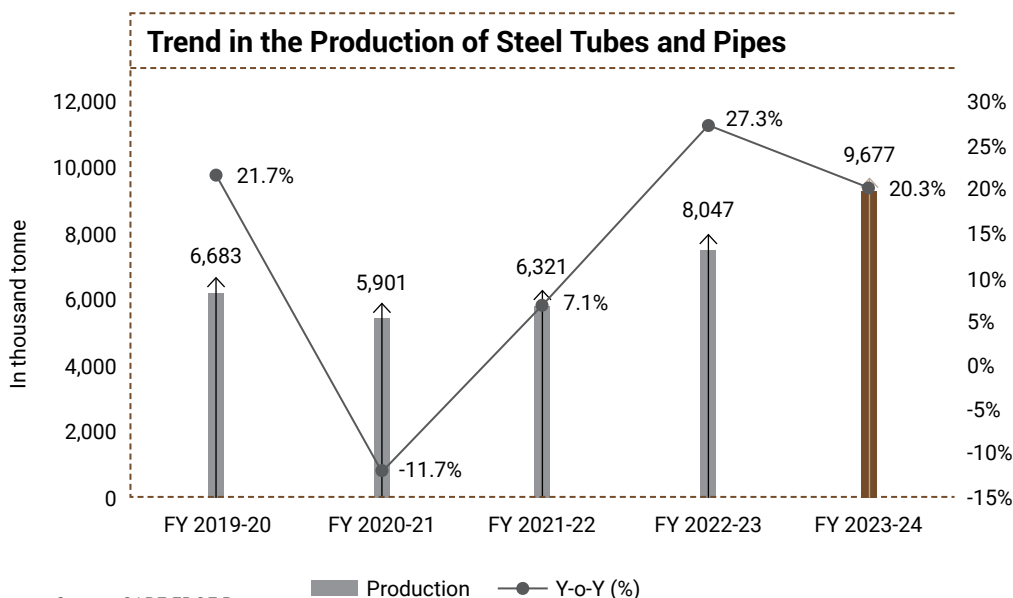
### INDIAN STEEL PIPES & TUBES MARKET OVERVIEW

India stands as a prominent global manufacturer of steel pipes, a critical sub-sector within the Indian steel industry. Key consumers of steel tubes and pipes include construction, railways, oil & gas, agriculture, and real estate. In construction, steel tubes and pipes are integral for

structural elements such as columns, beams, and trusses, providing essential strength and support for buildings. They also play a vital role in water infrastructure, including drinking water supply, plumbing, drainage, and sewerage systems. Additionally, these materials are utilized across various sectors, including oil & gas pipelines, agricultural equipment, automobile components, and electrical cable conduits.

Over the past five years, from FY2019-20 to FY2023-24, the production of steel tubes and pipes has grown at a CAGR of approximately 9.7%. Despite a decline in FY2020-21 due to the COVID-19 pandemic, the industry saw a rebound with production increasing by 7.1% year-over-year (y-o-y) in FY2021-22 and 27.3% y-o-y in FY2022-23. In fiscal year 2023-24, production further surged, rising by 20.3% y-o-y.

Outlook: The growth momentum for steel pipes and tubes is anticipated to continue in the medium term, driven by increasing demand from key sectors. In the oil and gas industry, the expansion of natural gas pipelines and initiatives like 'One Nation, One Gas Grid' are expected to boost production. Housing development, spurred by urban migration and government schemes like Pradhan Mantri Awas Yojana (PMAY), will further drive demand. Additionally, the focus on water and irrigation infrastructure, supported by programs such as AMRUT, Atal Jal, and Jal Jeevan Mission, will sustain the need for steel pipes and tubes. These factors collectively indicate a positive growth trajectory for the industry. *(Source: CARE EDGE Report)*



*Source: CARE EDGE Report*

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

### DOWNSTREAM SECTORS AND OUTLOOK

Sectors	Outlook
Capital Goods	The capital goods sector is expected to witness robust growth, projected at a rate of 14-15% by FY 2025-26. This will be driven by increased investments in machinery and equipment manufacturing, consequently boosting the demand for steel in this segment.
Warehousing	The Indian warehousing market is forecasted to grow significantly, reaching USD 34.99 Billion by CY 2027. This growth, with a CAGR of 15.64%, will drive substantial demand for steel in the constructing warehouses and logistics infrastructure.
Water Sanitation	With a substantial budget allocation of Rs. 70,000 Crores, the Jal Jeevan Mission aims to provide piped water to 180 Million rural households. This initiative is expected to generate considerable demand for steel pipes and infrastructure in the water sanitation sector.
Renewable Energy	India's ambitious target of achieving 500 GW of renewable energy capacity by 2030 will drive significant demand for steel in the manufacturing of solar panels, wind turbines, and transmission towers. This surge in demand is anticipated to support the growth of the steel industry.
Automotive	The automotive industry is projected to grow to USD 260-300 Billion by CY 2026, driving demand for steel in vehicle manufacturing. Steel, as a crucial material in automotive construction, is expected to contribute significantly to the growth of the steel sector.
Infrastructure	The National Infrastructure Pipeline (NIP) plans to invest Rs. 111 Lac Crores by CY 2025 in infrastructure projects. This investment will lead to a surge in steel demand for the construction of roads, bridges, ports, and other vital infrastructure assets, thus driving growth in the steel industry.
Railway	In FY 2023-24, railways will receive a significant budget allocation of Rs. 2.40 Lac Crores. This, coupled with the implementation of the Amrit Bharat Station scheme, is anticipated to boost demand for steel in railway infrastructure projects, thus fostering growth in the steel sector.
Metro Network	The planned expansion of the metro network to 2,660 km will necessitate substantial steel usage. This demand, particularly for ERW pipes in station construction and tunnels, presents a significant growth opportunity for the steel industry.
Airport Expansion	The Airports Authority of India (AAI) plans to invest Rs. 200 Billion in airport development. This initiative will fuel demand for steel in the construction and expansion of airport infrastructure projects, thereby supporting the growth of the steel sector.
Oil & Gas Sector	An anticipated increase in energy consumption is projected to drive demand for steel pipes in oil & gas transportation infrastructure. Additionally, the expansion of the National Gas Grid to 34,500 km will further contribute to the growth of the steel industry.
Affordable Housing	The increased budget allocation for PM Awas Yojana (PMAY) is set to drive demand for building materials. Moreover, the extension of the credit-linked subsidy scheme till December 31, 2024, will contribute to demand for steel in housing construction in the upcoming fiscal.

### POLICY SUPPORT

The Indian government is committed to fostering a globally competitive and self-sufficient steel industry through targeted policy interventions. These policy measures, complemented by consistent improvements in infrastructure, business operations, and sustainability initiatives, aim to nurture a vibrant and globally competitive steel sector in India.

**National Steel Policy (NSP) 2017:** The NSP 2017 outlines a comprehensive roadmap aimed at enhancing India's steel industry competitiveness and self-reliance. It aims to increase per capita steel consumption significantly, from 61 kg to 160 kg by FY 2030-31, recognising domestic

demand as a key growth catalyst. With ambition, it sets a target to increase India's steel production capacity to 300 Million tonnes (MT) by CY 2030, catering to both domestic and international demand. Furthermore, the NSP prioritises fulfilling the entire domestic demand for high-grade automotive steel, electrical steel, special steels, and alloys by FY 2030-31, with the aim of reducing import dependence. To reduce reliance on imported coking coal, the policy seeks to increase the availability of washed coking coal domestically, targeting a reduction in import dependence from 85% to 65% by FY 2030-31. Additionally, it emphasises ensuring competitive prices for other essential raw materials like iron ore, non-coking coal, and natural gas.



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

**Production-Linked Incentive (PLI) Scheme:** The PLI scheme for specialty steel aims to draw investments totalling Rs. 400 Billion and increase steel capacity by 25 Million tonnes by FY 2026-27. This initiative incentivises domestic production, fosters innovation, and enhances competitiveness in the global steel market. It aligns with the government's efforts to improve infrastructure, streamline business operations, and promote sustainable practices, reinforcing India's commitment to nurturing a robust steel sector.

**Domestically Manufactured Iron & Steel Products (DMI&SP) Policy:** The DMI&SP policy, introduced in May 2017 and revised in May 2019, is geared towards fostering the growth of the domestic steel industry. Its objective is to reduce the use of low-quality imported steel in government-funded projects by favouring domestically manufactured iron and steel products. Every ministry and department within the government is mandated to prioritise DMI&SP in their procurement processes, thereby supporting indigenous steel production.

**Steel Scrap Recycling Policy:** The Steel Scrap Recycling Policy endeavours to establish a circular economy for steel through the encouragement of steel scrap collection, processing, and recycling. By reducing the industry's dependence on virgin raw materials, it promotes sustainability and resource efficiency within the steel sector.

### SWOT ANALYSIS OF THE INDIAN STEEL INDUSTRY

#### Strengths

- **Abundant Raw Materials:** India possesses vast reserves of iron ore, the primary raw material for steel production, ensuring a cost-effective and stable supply.
- **Growing Domestic Demand:** Rapid urbanisation, industrialisation, and government infrastructure initiatives are fuelling robust demand for steel across various sectors.
- **Skilled Workforce:** The abundance of skilled and semi-skilled labour in India, coupled with their availability at competitive wage levels, plays a crucial role in driving the industry's cost competitiveness.
- **Government Support:** The government has implemented various supportive policies such as the National Steel Policy 2017 and the PLI scheme, to

incentivise production, enhance competitiveness, and attract investments.

#### Weaknesses

- **High Input Costs:** The industry faces challenges soaring from high energy costs, logistical bottlenecks, and the imperative for technological upgrades, all of which pose significant threats to profitability.
- **Dependence on Coking Coal Imports:** India's heavy dependence on imported coking coal renders the industry susceptible to global price fluctuations and supply disruptions.
- **Environmental Concerns:** Given its energy-intensive nature and ecological ramifications, the steel industry faces mounting pressure to embrace cleaner technologies and eco-conscious practices. This necessitates substantial investments in sustainability to mitigate environmental impacts and align with evolving regulatory standards.

#### Opportunities

- **Infrastructure Development:** The government's focus on infrastructure development spanning roads, railways, airports, and urban projects presents significant growth prospects for the steel industry.
- **Rising Steel Consumption:** India's per capita steel consumption remains relatively low compared to global averages, indicating immense potential for growth in domestic demand.
- **Export Potential:** With increasing production capacity and competitive advantages, India can explore opportunities to expand its steel exports to global markets.
- **Technological Advancements:** Adopting advanced technologies like Artificial Intelligence (AI) and automation can enhance efficiency, reduce costs, and improve product quality.

#### Threats

- **Global Economic Volatility:** Fluctuations in global steel prices and demand have the potential to affect the profitability and export competitiveness of the Indian steel industry.
- **Dumping from Other Countries:** The looming risk of cheaper steel dumping from overseas markets poses a threat to domestic producers, disrupting market dynamics.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

- **Environmental Regulations:** The increasing stringency of environmental mandates may necessitate significant investments in cleaner technologies and processes, impacting costs.

### COMPANY OVERVIEW

JTL Industries Limited (referred to as 'JTL Industries', 'JTL', or 'The Company'), formerly known as JTL Infra Limited, is a prominent player in the structural steel tubes and pipes sector, with an impressive legacy spanning three decades. Renowned for its expertise, JTL specialises in manufacturing ERW black and hollow steel tubes and pipes. Broadening its product range, the Company now offers value-added products like solar module mounting structures/panels and hot-dipped galvanised steel tubes and pipes, delivering unparalleled quality in comparison to conventional ERW pipes.

Operating from four state-of-the-art facilities strategically positioned across India, the Company ensures competitive pricing for raw materials and facilitates expansion into both domestic and global markets. With plants located in Punjab, Maharashtra, and Raipur, JTL leverages diverse geographic advantages and cost-effective access to raw materials.

The Company boasts an extensive export portfolio, spanning a diverse array of products comprising 1,000+ SKUs. With a dedicated workforce exceeding 600 and a robust network of 800+ distributors and retailers, the Company ensures formidable market penetration.

JTL Industries envisions a future where it increases the proportion of value-added products to over 50% within the next two years. This strategic manoeuvre reflects the Company's commitment to providing elevated value propositions to its customers, all while diversifying its product spectrum.

In FY 2023-24, JTL Industries significantly expanded its manufacturing capacity to approximately 5,86,000 MTPA. Looking ahead, plans are underway to augment this capacity further, targeting an additional 1 Million MT post-FY 2024-

25, with a grand objective to achieve a total capacity of 2 Million MT by FY 2027-28. Additionally, the Company aims to diversify its product portfolio by introducing additional SKUs.

### BUSINESS SEGMENT REVIEW

#### Hot-Dipped Galvanised Steel Tubes & Pipes

Hot-dipped galvanised steel tubes & pipes are carbon steel pipes strengthened with a protective zinc coating. Crafted from high-quality steel, these pipes boast a galvanised finish, setting them apart as a top choice for durability and longevity. Their exceptional resistance to corrosion makes them highly sought after, while their ease of welding and suitability for high-temperature applications further solidify their reputation as an industry favourite.

JTL Industries operates a large-scale facility tailored for the manufacturing and export of galvanised steel tubes/pipes, welded black pipes/tubes, and electro-galvanised steel tubes/pipes. With a diverse product line, the Company manufactures steel tubes to cater to a multitude of applications, including mild steel tubes for structural and general engineering purposes, ERW pipes designed for water, gas, and sewerage systems. Additionally, the Company manufactures steel tubes for belt conveyor idlers, water wells, and lancing pipes, serving both automotive and industrial sectors with precision and excellence.

#### ELECTRIC RESISTANCE WELDED (ERW) PIPES AND TUBES

In CY 2023, the global market for ERW pipes and tubes was valued at USD 71.9 Million, with projections indicating substantial growth to USD 119.4 Million by 2033, clocking in a CAGR of 5.2%. This surge is propelled by increasing demand across sectors, including oil & gas, construction, infrastructure, solar energy, and furniture. Particularly in the oil & gas segment, ERW pipes and tubes are anticipated to dominate, given their versatile applications, significantly in the transportation and refining of crude oil into diverse petroleum products.

*(Source: Future Market Insights Research Report)*

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

JTL Industries specialises in manufacturing and exporting a diverse array of hollow sections, meticulously tailored to meet the unique needs of its customers. The Company's clientele spans various industries, ranging from agriculture, water distribution, solar projects, to energy and engineering, heavy vehicles, construction, building materials and core infrastructure. Whether it is structural hollow sections, square/rectangular hollow sections, or round hollow sections, the Company provides an extensive array of products. In addition, the Company produces mild steel black ERW square tubes, rectangular tubes, and round hollow section tubes.

Demonstrating a commitment to excellence and customer contentment, JTL Industries implements extensive measures to guarantee the secure transportation of its products to end-customers. Every section undergoes meticulous coating with anti-rust oil, both internally and externally, creating a protective barrier that shields the sections against corrosion throughout transit.

JTL Industries' indomitable dedication to precision manufacturing and unparalleled product quality has positioned it as a trusted partner in fulfilling the varied requirements of these sectors.

### SOLAR MODULE MOUNTING STRUCTURES

In recent years, the Indian solar power industry has experienced remarkable growth, emerging as a cost-effective solution for curbing electricity expenses across various sectors such as textiles, cement, paper, steel, chemicals, dairy, and ceramics. Central to solar power systems are the solar mounting structures, commonly referred to as racking. Their careful selection plays a crucial role in ensuring the stability of the entire solar installation.

Rooftop solar installations, particularly in industrial sectors, have witnessed a surge in popularity. These installations offer a pragmatic approach to meeting heavy electric load requirements. Capitalising on this trend, the Company is expanding its footprint in the solar module structure domain, prioritising top-notch product delivery to both local and international markets. JTL Industries is committed to optimising the use of solar panels on rooftops, buildings, and facades, promoting the widespread adoption of solar power.

### OPERATIONAL OVERVIEW

#### Production Volume

In FY 2023-24, JTL Industries achieved a remarkable milestone by surpassing its highest-ever sales volume, reaching 3,41,847 metric tonnes per annum (MTPA). This outstanding performance was accompanied by a substantial revenue milestone, totalling Rs. 20,402.3 Million. Compared to FY 2022-23 which recorded a sales volume of 2,40,316 MTPA, this represents a robust growth rate of 42.4%.

Furthermore, JTL Industries witnessed a significant increase in the sales of Value-Added Products (VAP), with volumes rising from 74,243 MTPA in FY 2022-23 to 99,818 MTPA in FY 2023-24, marking a significant growth of 34.5%. This overall performance underscores the Company's consistent growth trajectory and its commitment to delivering value to its stakeholders.

#### Capacity Expansion

Recently, JTL Industries acquired a 67% controlling stake in Nabha Steels and Metals, located in Mandi Gobindgarh, Punjab. With a production capacity of 200,000 metric tonnes per annum (MTPA), this strategic acquisition is expected to enhance the Company's backward integration capabilities significantly. It paves the way for exploration into new product segments and broader market expansion.

Moreover, this move will boost coil production at JTL Industries' Raipur plant from 150,000 to 250,000 MTPA and increase long-term product output by 100,000 MTPA across Chhattisgarh and Punjab. Additionally, the Company plans to augment production capacity in Maharashtra and Chhattisgarh through expansion projects. Furthermore, the initial phase targets an increase in overall capacity from 5,86,000 to 1,00,00,000 MTPA by introducing Direct Forming Technology (DFT) lines alongside conventional forming methods, with a primary focus on manufacturing galvanised steel tubes and pipes.

By maximising plant capacity utilisation, enhancing manufacturing processes, and diversifying its array of Value-Added Products (VAPs), the Company seeks to penetrate new geographical markets. A substantial expansion project is slated for the Maharashtra plant, aiming to boost JTL Industries' manufacturing capacity to 2,00,00,000 MTPA. This initiative positions the Company to

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

adeptly address market demands and broaden its product offerings.

### FINANCIAL OVERVIEW

**Revenue Growth:** Revenue from operations surged by 31.6% from Rs. 1,54,991.88 Lacs in FY 2022-23 to Rs. 2,04,022.89 Lacs in FY 2023-24. This remarkable growth was fuelled by robust product demand and successful strategic expansion initiatives.

**Profitability:** EBITDA for FY 2023-24 stood at Rs. 15,219.04 Lacs without other income, & EBITDA for FY 2023-24 stood at Rs. 16,085.94 Lacs with other income on consolidated basis, with a healthy margin of 7.85%. Factors such as an

increased share of value-added products and operational scale contributed to this strong performance. PAT rose by 25.4% to Rs. 11,301.14 Lacs in FY 2023-24 from Rs. 9,012.78 Lacs in FY 2022-23. This growth in PAT reflects JTL Industries' positive financial trajectory.

**Consolidated Balance Sheet:** Total assets increased to Rs. 84,349.15 Lacs in FY 2023-24 from Rs. 56,345.66 Lacs in FY 2022-23. Additionally, total equity witnessed a significant rise, reaching Rs. 77,475.81 Lacs in FY 2023-24.

**Cash Flow:** Net cash flow for FY 2023-24 amounted to Rs. 5,114.34 Lacs, reflecting a positive cash generation. Moreover, strong cash flow from operations and financing activities bolstered the overall financial position of the Company.

### Financial Results

The key highlights of the audited standalone and consolidated financial performance for FY 2023-24 ended on March 31, 2024, of JTL Industries are as follows:

(Rs. in Lacs)

Description	Standalone (FY 2023-24)	Consolidated (FY 2023-24)	Standalone (FY 2022-23)	Consolidated (FY 2022-23)
Revenue from Operations	2,04,022.89	2,04,022.89	1,54,840.26	1,54,991.88
Other Income	806.57	866.90	493.75	493.75
Total Revenue	2,04,829.46	2,04,889.79	1,55,334.01	1,55,485.63
Total Expenses	(1,89,868.37)	(1,89,868.98)	(1,42,964.69)	(1,43,115.81)
EBITDA	16,026.21	16,085.94	13,429.73	13,430.25
Finance Cost	(509.36)	(509.38)	(634.91)	(634.93)
Depreciation and Amortisation	(555.75)	(555.75)	(425.50)	(425.50)
Exceptional Items	-	-	(108.21)	(108.21)
Profit before Tax	14,961.09	15,020.81	12,261.11	12,261.61
Profit after Tax	11,256.45	11,301.14	9,012.40	9,012.78
Other Comprehensive Income	(608.65)	(608.65)	300.30	300.30
Total Comprehensive Income for the Year	10,647.80	10,692.50	9,312.70	9,313.08
Basic (in Rs.)	6.60	6.63	5.34	5.34
Diluted (in Rs.)	6.49	6.52	4.64	4.64

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

### SIGNIFICANT CHANGE IN KEY FINANCIAL RATIOS

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the significant changes in JTL Industries' financial ratios, exceeding 25% in contrast to the previous year, are summarised below.

Key Ratios	FY 2023-24	FY 2022-23	% Change	Reasons, if Change is >25%
Debtors' Turnover Ratio (in days)	34.47	33.26	3.62	N.A.
Inventory Turnover Ratio (in days)	26.91	39.50	(31.87)	Reduced on account of increase in shareholders' equity, funds and increase in net worth of the Company
Interest Coverage Ratio	24.28	15.87	53.02	Increased due to Increase in earnings before interest & Tax (EBIT) and decrease in interest cost
Current Ratio	10.18	3.35	203.81	Increased on account of increase in current assets and decrease in current liabilities
Debt-Equity Ratio	0.03	0.26	(90.15)	Decreased on account of increase in equity and lowering dependence of debt/reduction in debts
Operating Profit Margin (%)	7.85	8.65	(9.25)	N.A.
Net Profit Margin (%)	5.52	5.8	(4.82)	N.A.
EPS (Diluted) (in Rs.)	6.52	4.64	40.52	Increase due to significant increase in profit after tax (PAT)
Return on Net Worth (%)	14.59	22.14	(34.11)	Reduced on account of increase in shareholders' equity, funds/increase in net worth of the Company

### RISK MANAGEMENT

JTL Industries has established a robust risk management framework designed to address operational and business risks effectively. Senior management, along with the Risk Management Committee, conducts regular reviews of critical risk areas. These comprehensive policies and procedures are implemented to identify, mitigate, and monitor risks across different levels. Furthermore, an external agency conducts in-depth risk assessments, offering recommendations to the Board on risk management strategies and potential controls.

Risk	Risk Impact	JTL Industries' Mitigative Approach
Economic Risk	JTL industries could experience a decline in revenue as a result of an economic downturn affecting the industries it serves.	<ul style="list-style-type: none"> <li>Diversifying clientele across industries.</li> <li>Investing in R&amp;D for innovative products catering to diverse segments</li> <li>Strengthening international partnerships for market access</li> </ul>
Competition Risk	The Company may be subject to increased competition within the steel manufacturing sector.	<ul style="list-style-type: none"> <li>Continuously analysing the market to adapt strategies</li> <li>Differentiating through technological advancements and quality</li> <li>Nurturing strong customer relationships for loyalty</li> </ul>
Currency Risk	Fluctuations in currency exchange rates may impact revenues and profitability for JTL Industries.	<ul style="list-style-type: none"> <li>Implementing hedging strategies using forward contracts or options</li> <li>Diversifying geographic presence to balance currency exposure</li> <li>Negotiating pricing contracts to account for currency fluctuations</li> </ul>

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

<b>Risk</b>	<b>Risk Impact</b>	<b>JTL Industries' Mitigative Approach</b>
Input Risk	The Company's production costs are susceptible to changes in the prices of raw materials with volatility.	<ul style="list-style-type: none"> <li>Establishing strategic partnerships with reliable suppliers</li> <li>Investing in inventory management to optimise stock levels</li> <li>Exploring alternative materials or suppliers to mitigate price volatility</li> </ul>
Commodity Price Risk	Fluctuations in the prices of raw materials and finished goods could impact the profitability of JTL Industries.	<ul style="list-style-type: none"> <li>Introducing and adopting measures for hedging price fluctuations</li> <li>Establishing a robust risk management system</li> <li>Implementing a price review mechanism to protect against material price movements</li> </ul>
Interest Rate Risk	The Company's finance costs could be impacted by an increase in interest rates.	<ul style="list-style-type: none"> <li>Depending on lower debt and adopting suitable procedures by management</li> </ul>
Foreign Exchange Risk	Risks stemming from forex exposures may impact JTL Industries imports and exports.	<ul style="list-style-type: none"> <li>Utilising financial instruments like forward cover for hedging</li> <li>Implementing a framework to manage exposure to forex volatility</li> </ul>
Human Resources Risk	Employee attrition and talent availability may have effects on the Company's overall performance.	<ul style="list-style-type: none"> <li>Benchmarking HR practices and improving recruitment processes</li> <li>Incorporating production incentives and performance evaluations</li> </ul>
Competition Risk	Pressure on margins and market share due to increased competition.	<ul style="list-style-type: none"> <li>Focussing on R&amp;D, quality, cost, and timely delivery to enhance brand image. Introducing new products to meet market demand</li> </ul>
Government Policies Risk	The impact of government policies could have repercussions on the business operations of JTL Industries.	<ul style="list-style-type: none"> <li>Monitoring and adapting to progressive government policies</li> </ul>
Freight and Port Infrastructure Risk	Potential adverse effects on operational performance could be attributed to freight issues encountered by the Company.	<ul style="list-style-type: none"> <li>Proactively managing port congestion and sufficient storage arrangements</li> </ul>
Compliance Risk	Non-compliance with regulatory frameworks could lead to regulatory actions against the Company.	<ul style="list-style-type: none"> <li>Monitoring regulatory changes and ensuring compliance management regularly</li> </ul>
Industrial Safety and Employee Health Risk	Legal liability may arise for JTL Industries in cases of labour accidents and health hazards.	<ul style="list-style-type: none"> <li>Implementing critical safety standards</li> <li>Conducting regular training and mock drills on safety aspects</li> </ul>

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

### **ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) RESPONSIBILITY**

Recognising its responsibility beyond financial achievements, JTL Industries proactively involves itself in community engagement to foster social development and contribute to societal advancement. Through initiatives in education, healthcare, and social welfare programmes, the Company strives to meet the diverse needs of the community.

Embracing the values of diversity and inclusion, JTL Industries is dedicated to nurturing an environment that honours and values every individual, promoting a culture of parity and empowerment. With a firm commitment to environmental conservation, the Company advocates for renewable energy sources. Additionally, it aims to establish a state-of-the-art rainwater harvesting facility, fostering a more sustainable, eco-friendly, and thriving environment.

At JTL Industries, fostering a positive and inclusive work environment is of utmost importance, with a focus on promptly addressing stakeholder grievances and concerns. The Company is dedicated to ensuring customer satisfaction, prioritising employee safety, and well-being and fostering enhanced stakeholder engagement through meaningful interactions.

JTL Industries takes proactive steps to empower the local community by nurturing skill sets and fostering the growth of rural youth in sales operations, thereby making significant strides in community development. Moreover, robust industrial hygiene systems are implemented to elevate standards of occupational health and safety.

In its pursuit of objectivity and transparency, the Company entrusts reputable firms with the oversight of diverse audit functions. With statutory, internal, and secretarial audits conducted by distinct entities and fortified by the vigilant oversight of independent Board members, JTL Industries maintains a robust and transparent governance framework.

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

With a dedication to safeguarding assets and ensuring accuracy in financial reporting, JTL Industries has developed an internal control system tailored to its operational scale and breadth. This system undergoes thorough reviews by management and rigorous assessments by external

chartered accounting firms to ensure its adequacy and efficacy.

Internal auditing encompasses a myriad of operational methodologies, ensuring adherence to specified standards concerning policy availability, compliance, reliability of the management information system, and authorisation procedures for asset safeguarding. Subsequent to their compilation, internal audit reports are presented to the Board of Directors' Audit Committee for comprehensive review.

The Audit Committee thoroughly assesses audit findings, rigorously appraising the efficacy of internal control measures. Collaboratively, both Statutory Auditors and Internal Auditors engage in discussions with the Audit Committee concerning findings and the status of ongoing remedial measures.

JTL Industries maintains a robust internal control system and Code of Conduct to prevent unauthorised use or disposition of assets, ensuring proper authorisation, recording, and reporting of transactions. This system is strengthened through extensive internal audits, periodic management reviews, and well-documented policies, guidelines, and procedures. The primary objective is to guarantee the reliability of financial and other records for the accurate preparation of financial statements while maintaining asset accountability.

### **DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

Throughout the year under review, the Company implemented policy and procedural adjustments designed to enhance organisational performance and success. With a profound appreciation for its workforce, JTL Industries is committed to unlocking the optimum potential of each employee. Industrial relations remained cordial, devoid of interruptions to manufacturing activities, with the addition of new appointments and the provision of annual increments.

As of March 31, 2024, the Company had 634 employees on its payroll, considering them the most valued resource. Prioritising their well-being and development, the Company endeavours to nurture growth opportunities while upholding discipline and adhering to the organisation's ethos and principles. A comprehensive framework including all facets

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

has been incorporated, supported by an extensive HR Policy consolidating various codes of conduct.

Human Resources Management is a dynamic field that requires adaptation to evolving business landscapes. Consequently, the manual provides foundational guidelines to direct HR initiatives, acknowledging its limitations in addressing all emerging organisational challenges.

Understanding that its most valuable asset resides in its Human Resources, JTL Industries consistently invests in this domain for enduring, fruitful returns. The Company takes proactive steps to nurture employees through extensive education and training programmes, with the aim of enhancing overall quality and productivity benchmarks. Individual and team growth takes precedence within a transparent and performance-driven structure, fostering trust, spirited competition, and continuous advancement. The core focus remains on providing ambitious opportunities for personal and professional growth through various training initiatives and career enhancement tasks.

### CAUTIONARY STATEMENT

Statements in this Report on Management Discussion and Analysis relating to the Company's objectives, projections, estimates, expectations, or predictions may be forward-looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply conditions, selling prices, raw material costs and availability, changes in Government regulations and tax structure, general economic developments in India and abroad, and factors such as litigation, industrial relations, and other unforeseen events. The Company assumes no responsibility in respect of forward-looking statements made herein that may undergo changes in the future based on subsequent developments, information, or events.



## DIRECTORS' REPORT

Dear Shareholder,

The Board of Directors is delighted to present the 33rd Annual Report on the business and operations of JTL Industries Limited (Formerly known as JTL Infra Limited) ('JTL or 'Company'), along with the summary of the standalone and consolidated financial statements for the financial year ended March 31, 2024.

In compliance with the applicable provisions of the Companies Act, 2013, ("the Act"), the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing

Regulations"), this Board's Report is prepared based on the standalone and consolidated financial statements of the Company for the year under review.

A brief summary of the Company's standalone and consolidated performance during the year ended March 31, 2024 is given below.

### OVERVIEW OF FINANCIAL PERFORMANCE:

Key highlights of consolidated and standalone financial performance for the year ended March 31, 2024, are summarized as under:

(Rs. in lacs)

Description	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	2,04,022.89	1,54,840.26	2,04,022.89	1,54,991.88
Other Income	806.57	493.75	866.90	493.75
Total Revenue	2,04,829.46	1,55,334.01	2,04,889.79	1,55,485.63
Total Expenses	1,89,868.37	1,42,964.69	1,89,868.98	1,43,115.81
EBITDA	16,026.20	13,429.73	16,085.94	13,430.25
Finance Cost	(509.36)	(634.91)	(509.38)	(634.93)
Depreciation and Amortisation	(555.75)	(425.50)	(555.75)	(425.50)
Exceptional Items	0	(108.21)	0	(108.21)
Profit Before Tax	14,961.09	12,261.11	15,020.81	12,261.61
Profit After Tax	11,256.45	9,012.40	11,301.14	9,012.78
Other Comprehensive Income	(608.65)	300.30	(608.65)	300.30
Total Comprehensive Income for the year	10,647.80	9,312.70	10,692.50	9,313.08
Earnings Per Equity Share of Rs. 2/- each				
Basic	6.60	5.34	6.63	5.34
Diluted	6.49	4.64	6.52	4.64

### OPERATIONAL PERFORMANCE HIGHLIGHTS

During the FY 2023-24, your Company recorded highest-ever revenues as well as the highest-ever sales volume of 3,41,847 MTPA. The Standalone income of your Company increased to Rs. 2,04,022.89 Lacs as compared to Rs. 1,54,840.26 Lacs in the previous year registering growth of 31.76%. The Standalone profit after tax for the FY 2023-24 increased to Rs. 10,647.80 Lacs as compared to Rs. 9,312.70 Lacs in the previous financial year registering an increase of around 14.34%. EBITDA for the FY 2023-24 increased to Rs. 16,026.20 Lacs as compared to Rs. 13,429.73 Lacs in the

previous financial year showing a growth of around 19.33%. Furthermore, your Company witnessed a significant increase in the sales of Value-Added Products (VAP), with volumes rising from 74,243 MTPA in FY 2022-23 to 99,818 MTPA in FY 2023-24, marking a significant growth of 34.5%.

During the FY 2023-24, the Company witnessed a robust growth across all our financial parameters including Sales Volume, Revenue, EBITDA and PAT. The Company delivered increased revenues and profitability on back of operational efficiencies, better product mix and control measures.

## DIRECTORS' REPORT (CONTD.)

### EXPANSIONS AND PRODUCT EXTENSION

To increase its production capacity, Company acquired a 67% controlling interest in Nabha Steels and Metals, in Mandi Gobindgarh, Punjab. With a capacity of 200,000 MTPA, this acquisition bolsters Company's backward integration capabilities. This strategic move will enable the Company to venture into new product segments and broadening its market reach. Additionally, Company will enhance coil production at the Raipur plant from 150,000 to 250,000 MTPA and increase long product output by 100,000 MTPA across Chhattisgarh and Punjab.

Furthermore, Company intends to increase production capacity in Maharashtra and Chhattisgarh through expansion initiatives. The initial phase aims to raise the overall capacity from 5,86,000 to 10,00,000 MTPA by introducing Direct Forming Technology (DFT) lines alongside traditional forming technology. This expansion will focus on manufacturing of galvanised steel tubes and pipes.

These strategic initiatives will improve plant capacity utilisation, streamline manufacturing processes and broaden the range of Value-Added Products (VAPs). Following this, a significant expansion is planned for the Maharashtra plant to increase Company's manufacturing capacity to 20,00,000 MTPA. This expansion will enable the Company to effectively meet market demand and diversify its product portfolio.

### CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its Wholly Owned Subsidiary (WOS) i.e. JTL Tubes Limited for the FY 2023-24 are prepared in compliance with the applicable provisions of the Act and as stipulated under Regulation 33 of the Listing Regulations, as well as in accordance with the Indian Accounting Standards notified under the Companies.

### QUALIFIED INSTITUTIONAL PLACEMENT

As on the date of this report, on 23<sup>rd</sup> July, 2024, the Company had allotted and issued 1,42,18,009 equity shares of Rs. 2 each at an issue price of Rs. 211/- (including securities premium of Rs. 209) per equity share aggregating to Rs. 300 crores. The aforesaid issuance of equity shares was made through a Qualified Institutions Placement (QIP) in

terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI Regulations) as amended, Section 42, Section 62, and other relevant provisions of the Companies Act, 2013. The proceeds from the QIP have been earmarked for Part financing the cost towards capacity expansion of our existing manufacturing facility by setting up a new unit at Raigad, Maharashtra, working capital requirements of the Company and other general corporate purposes. The QIP proceeds have bolstered the capital structure of the Company, significantly enhanced the Company's financial flexibility, and accelerated the Company's ambitious growth plans.

### DISCLOSURE UNDER REGULATION 32 (7A) OF SEBI (LODR) REGULATIONS, 2015

The Board of Directors in their meeting held on March 03, 2023 came with a Preferential Issue and allotted 1,28,08,350 fully convertible warrants to Non-Promoter Public Category at an issue price of Rs. 300/- per warrant on receipt of 25% of the Issue Price as application money. CARE Ratings Limited was appointed as Monitoring Agency to monitor the utilisation of the funds raised through this preferential issue, in accordance with the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

During the FY 2023-24, 41,63,323 warrants were converted into Equity Shares on receipt of balance 75% of the Issue Price as per the following details: -

Sr. No.	Allotment Date	No. of Allottees	No. of Equity Shares
1.	May 01, 2023	1	1,00,000
2.	July 14, 2023	1	15,000
3.	August 16, 2023	9	3,95,000
4.	September 19, 2023*	4	2,25,000
5.	October 24, 2023*	3	76,700
6.	November 11, 2023*	2	1,62,768
7.	December 20, 2023*	7	2,40,300
8.	February 28, 2024*	9	29,48,555
	<b>Total</b>		<b>41,63,323</b>

The funds so raised on allotment of convertible warrants and further on their conversion into equity were fully utilised for Modernisation, acquisitions and Expansion of Manufacturing Units, Working Capital Requirements, General Corporate Purposes and meeting issue related

## DIRECTORS' REPORT (CONTD.)

expenses thus for the purpose for which these were raised and in accordance with the objectives of the said preferential issue stated in the explanatory statement to the notice of Extra Ordinary General Meeting dated January 20, 2023 and there had been no deviation or variation in the use of the proceeds/ funds so raised. As on March 31, 2024 total 86,45,027 warrants were outstanding for conversion.

\*The members of the Company in its Annual General Meeting held on August 30, 2023 approved a Bonus Issue in the ratio of 1:1 and Relevant Date for the same was decided as September 07, 2023. For all the outstanding warrants as on Relevant Date specified sum of reserves were set aside to issue Bonus Shares upon the conversion of such outstanding Warrants. Accordingly for all the conversion made after September 07, 2023 Bonus Shares were also issued upon them in the ratio of 1:1.

The Company also came with a fresh Preferential Allotment on February 02, 2024 and allotted 2,50,00,000 fully convertible warrants to Promoter/Promoter Group and Non-Promoter/Public Category at an issue price of Rs. 270/- per warrant on receipt of 25% of the Issue Price as application money. CARE Ratings Limited was appointed as Monitoring Agency to monitor the utilisation of the funds raised through preferential issue, in accordance with the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018. The funds raised from the allotment of warrants were fully utilised for the purpose for which these were raised and in accordance with the objectives of the said preferential issue stated in the explanatory statement to the notice of Postal Ballot and there had been no deviation or variation in the use of the proceeds/ funds so raised.

### **CHANGES IN CAPITAL STRUCTURE, IF ANY AUTHORISED SHARE CAPITAL**

During the FY 2023-24, the Company has allotted 41,63,323 Equity shares of face value of Rs. 2/- each on account of conversion of warrants allotted on preferential basis, into Equity shares of the Company. Further, the members of the Company in its Annual General Meeting held on August 30, 2023 approved a Bonus Issue in the ratio of 1:1 and Relevant Date for the same was decided as September 07, 2023. Accordingly, on September 11, 2023 Bonus Shares were allotted to all the shareholders on the Relevant Date and as a result, the paid up share capital of the Company increased

from Rs. 169704184 divided into 84852092 equity shares of Face Value of Rs. 2/- each to Rs. 339408368 divided into 16,97,04,184 equity shares of Face Value of Rs. 2/- each. For all the outstanding warrants as on Relevant Date specified sum of reserves were set aside to issue Bonus Shares upon the conversion of such outstanding Warrants. Accordingly, for all the conversion made after September 07, 2023 Bonus Shares were also issued upon them in the ratio of 1:1. After adding up all the conversion of warrants and Bonus issue in the ratio of 1:1 at the end of FY 2023-24 the Paid up Capital of the Company increased from Rs. 16,86,84,184 divided into 8,43,42,092 Equity shares of face value of Rs. 2/- each as at the end of previous FY to Rs. 35,40,21,660 divided into 17,70,10,830 Equity shares of face value of Rs. 2/- each.

Apart from above, there was no change in the Share Capital during the year under review. The Company has neither issued any shares with differential voting rights or granted stock options or issued sweat equity or purchased its own shares nor the company has made any Public/ Rights Issue/ Buy back of Equity Shares of the Company.

### **ISSUED, PAID UP & SUBSCRIBED SHARE CAPITAL**

During the FY 2023-24, the Company has allotted 41,63,323 Equity shares of face value of Rs. 2/- each on account of conversion of warrants allotted on preferential basis, into Equity shares of the Company. Further, the members of the Company in its Annual General Meeting held on August 30, 2023 approved a Bonus Issue in the ratio of 1:1 and Relevant Date for the same was decided as September 07, 2023. Accordingly, on September 11, 2023 Bonus Shares were allotted to all the shareholders on the Relevant Date and as a result, the paid up share capital of the Company increased from Rs. 16,97,04,184 divided into 8,48,52,092 equity shares of Face Value of Rs. 2/- each to Rs. 33,94,08,368 divided into 16,97,04,184 equity shares of Face Value of Rs. 2/- each. For all the outstanding warrants as on Relevant Date specified sum of reserves were set aside to issue Bonus Shares upon the conversion of such outstanding Warrants. Accordingly, for all the conversion made after September 07, 2023 Bonus Shares were also issued upon them in the ratio of 1:1. After adding up all the conversion of warrants and Bonus issue in the ratio of 1:1 at the end of FY 2023-24 the Paid up Capital of the Company increased from Rs. 16,86,84,184 divided into 8,43,42,092

## DIRECTORS' REPORT (CONTD.)

Equity shares of face value of Rs. 2/- each as at the end of previous FY to Rs. 35,40,21,660 divided into 17,70,10,830 Equity shares of face value of Rs. 2/- each. The shares so allotted on conversion of warrants and on allotment on merger have been duly listed at stock exchanges.

### CAPITAL STRUCTURE OF WHOLLY OWNED SUBSIDIARY (WOS)

The Authorised Capital of JTL Tubes Limited, Wholly Owned Subsidiary (WOS) of the Company is Rs. 15,00,000/- whereas the paid up capital is Rs. 5,00,000/- divided into to 50,000 equity shares of Rs. 10/- each.

### CONSOLIDATED FINANCIAL STATEMENTS

As per Regulation 33 of the SEBI ("Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable provisions of the Companies Act, 2013 read with the Rules issued there under, the Consolidated Financial Statements of the Company for the Financial year 2023-24 have been prepared in compliance with the applicable Accounting Standards, Ind- AS and on the basis of Audited Financial Statements of the Company and its Subsidiary as approved by the respective Board of Directors. The Consolidated Financial Statements together with Auditors Report forms part of the Annual Report.

### DIRECTOR'S RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors including financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2023-24.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm:

- a) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) that we 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 profits of the Company for that period;

- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts for the financial year ended March 31, 2024 have prepared on a going concern basis;
- e) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems are adequate and operating effectively; and
- f) that proper internal financial controls were laid down and that such internal financial controls are adequate and operating effectively.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') Management Discussion and Analysis report ("MD&A Report") providing a detailed overview of your Company's performance, industry trends, business and risks involved is provided separately. Management Discussion and Analysis Report as given in the Annual Report forms part of this Report.

### DIVIDEND

During the Year under review, the turnover and profitability of the Company has grown sufficiently. Based on the Company's financial position, the Board of Directors, at its meeting held on 10th day of May, 2024 had recommended a final dividend @12.5% i.e. Rs. 0.25 per equity share of face value of Rs. 2/- each for the Financial Year 2023-24.

Subject to the provisions of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within 30 days of the declaration of same.

## DIRECTORS' REPORT (CONTD.)

### DIVIDEND DISTRIBUTION POLICY

Pursuant to the provision of Regulation 43A of the SEBI ( Listing Obligations and Disclosure Requirement) Regulations, 2015, the top 1000 listed entities based on market capitalisation (calculated as on March 31 of every financial year) shall formulate a dividend distribution policy which shall be disclosed on the website of the listed entity and a web-link shall also be provided in their annual reports.

The Company is covered among top 1000 listed entities and accordingly the Board has approved and adopted Dividend Distribution Policy. The Policy can be accessed on the Company's website at <https://www.jtl.one/wp-content/uploads/2023/04/Dividend-Distribution-Policy.pdf>

### RECORD DATE

The record date fixed for determining the entitlement of Members for payment of dividend is August 30, 2024.

According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 01, 2020 and the Company is required to deduct tax at source from the dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.

### BOARD OF DIRECTORS

The Board of the Company is comprised of eminent persons with proven competence and integrity. Besides the experience, strong financial acumen and leadership qualities, they have a significant degree of commitment towards the Company and devote adequate time to the meetings and preparation.

During the year under review and as on the date of the report, the composition of the Board consists of 10 Directors comprising of 4 Independent Directors, 1 Non-Executive Director and 5 Executive Directors, details thereof have been provided in the Corporate Governance Report.

In terms of the requirement of the Listing Regulations, the Board has identified core skills, expertise, and competencies of the Directors in the context of the Company's businesses for effective functioning. The list of key skills, expertise and core competencies of the Board of Directors is detailed in the Corporate Governance Report.

In the opinion of the Board, all the directors, as well as the directors appointed / re-appointed during the year possess

the requisite qualifications, experience and expertise and hold high standards of integrity.

### BOARD EVALUATION

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees on the evaluation criteria defined by the Nomination and Remuneration Committee (NRC) for performance evaluation process of the Board, its Committees and Directors. The Board's functioning was evaluated on various aspects, including inter-alia the structure of the Board, meetings of the Board, functions of the Board, degree of fulfillment of key responsibilities, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning. The Committees of the Board were assessed on the degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of Meetings. The Directors were evaluated on aspects such as attendance, contribution at Board/ Committee Meetings and guidance/support to the Management outside Board/ Committee Meetings.

The criteria for evaluation of Board include whether Board meetings were held in time, all items which were required as per law or SEBI (LODR) Regulations, 2015 to be placed before the Board, have been placed, the same have been discussed and appropriate decisions were taken, adherence to legally prescribed composition and procedures, timely induction of additional/ women Directors and replacement of Board members/Committee members, whenever required, whether the Board regularly reviews the investors grievance redressal mechanism and related issues, Board facilitates the independent directors to perform their role effectively etc. The criteria for evaluation of committee include taking up roles and functions as per its terms of reference, independence of the committee, policies which are required to frame and properly monitored its implementation, whether the committee has sought necessary clarifications, information and explanations from management, internal and external auditors etc. Based on such criteria, the evaluation was done in a structured manner through peer consultation & discussion.

## DIRECTORS' REPORT (CONTD.)

The performance assessment of Non-Independent Directors, Board as a whole and the Chairman were evaluated in a separate meeting of Independent Directors. The same was also discussed in the meetings of NRC and the Board. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

In compliance with the provisions of the Companies Act, 2013 (the Act) and applicable clauses of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Boards functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### INDEPENDENT DIRECTORS' MEETING

In compliance with Section 149(8) of the Act read along with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors separately met on March 29, 2024 inter alia, to discuss:

- a. Evaluation of the performance of non-Independent Directors and the Board as a whole;
- b. Evaluation of the performance of the Chairperson of the company, taking into account the views of executive directors and non- executive directors;

- c. Evaluation of the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Except Mr. Ashok Goyal, all the then Independent Directors were present at the Meeting.

### DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS AND DISCLOSURE

In terms of Regulation 25(8) of SEBI Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have completed the registration with the Independent Directors Databank well within stipulated time frame and hold valid certificate of registration.

### DIRECTORS AND KMPs

#### (i) Appointments/ Changes

During the year under review, Mr. Bhupinder Nayyar ceased to be Independent Director w.e.f. May 16, 2023 on account of expiry of his term. The Board of Directors on the recommendations of the Nomination and Remuneration Committee appointed Mr. Rakesh Mohan Garg as Independent Director (Additional) on the Board of the Company w.e.f. May 13, 2023 for a period of 5 years and his appointment was also approved by shareholders of the Company through Postal Ballot concluded on August 05, 2023. Further, the Board of Directors on the recommendations of the Nomination and Remuneration Committee appointed Mr. Ashok Goyal as Independent Director (Additional) on the Board of the Company w.e.f. July 29, 2023 for a period of 5 years and his appointment was further

## DIRECTORS' REPORT (CONTD.)

approved by shareholders of the Company in Annual General Meeting dated August 30, 2023. Thereafter, on November 20, 2023 the Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee appointed Mr. Sanjeev Gupta as Executive Director (Additional) of the Company and further his appointment was approved by shareholders of the Company through Postal Ballot concluded on January 18, 2024.

During the FY 2023-24, Mr. Gurinder Singh Makkar resigned from the post of Company Secretary & Compliance officer w.e.f. October 25, 2023 and in his place Mr. Amrender Kumar Yadav was appointed as Company Secretary cum Compliance Officer w.e.f. November 20, 2023.

Further Mr. Sanjeev Vaid ceased to be Chief Financial Officer of the Company w.e.f. April 17 2023 and in his place Mr. Dhruv Singla was appointed/re-designated as Whole Time Director cum CFO of the Company. On January 12, 2024 Mr. Dhruv Singla resigned from the position of CFO and in his place, Mr. Atul Garg was appointed as CFO of the Company. However, Mr. Dhruv Singla shall continue to serve as Whole Time Director of the Company.

### (ii) Retirement by rotation.

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Sh. Mithan Lal Singla and Sh. Pranav Singla, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

### (iii) Resignations/ Removal of Directors

During the FY 2023-24, None of the Directors resigned/ removed from the Board of Directors.

### (iv) Declarations by Independent Directors

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Reg 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Independent Directors of the Company have given declaration to the Company that they qualify the criteria of independence as required under the Act and the regulations.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. In terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company are registered on the Independent Director Databank maintained by the Indian Institute of Corporate Affairs (IICA).

### (v) Board Meetings

The Board meets at regular intervals to discuss and decide on Company's business operations, policies and strategy apart from other Board businesses. During the year, 11 (Eleven) Board Meetings and 10 (Ten) Audit Committee Meetings were convened and held. The details are given in the Corporate Governance Report. The intervening gap between the two Meetings was within the period prescribed under the Companies Act, 2013. Pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, none of the director of the Company, is debarred from holding the office of director pursuant to any SEBI order.

### (vi) Board Evaluation

The Board has carried out an annual evaluation of its own performance, the Directors and also Committees of the Board based on the guideline formulated by the Nomination & Remuneration Committee. Board composition, quality and timely flow of information, frequency of meetings, and level of participation in discussions were some of the parameters considered during the evaluation process. The details of the familiarisation programme adopted by the Company for the orientation and training of the Directors and the Board evaluation process for Directors undertaken in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Corporate Governance Report of this Annual Report.

## DIRECTORS' REPORT (CONTD.)

Further, a Separate Meeting of the Independent Directors of the Company was held once during the financial year on March 29, 2024 which also reviewed the performance of the Non-executive directors, Chairman of the Company and performance of the Board as a whole. The details of the Programme for familiarisation of the Independent Directors of your Company are available on the Company's website at web link: <https://www.jtl.one/wp-content/uploads/2023/04/Familiarisation-Programme.pdf>

### (vii) Nomination & Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee, already framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel. The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for key managerial personnel and other employees, forms part of the Corporate Governance Report of this Annual Report.

### (viii) Key Managerial Personnel

The Company has presently seven Key Managerial Personnel viz. Mr. Madan Mohan, Managing Director, Mr. Rakesh Garg, Whole Time Director, Mr. Dhruv Singla, Whole Time Director, Mr. Pranav Singla, Whole Time Director, Mr. Sanjeev Gupta, Whole Time Director, Mr. Amrender Kumar Yadav, Company Secretary and Mr. Atul Garg, Chief Financial Officer of the Company.

Brief profiles of all the Directors are given in the Annual Report.

### PECUNIARY RELATIONSHIP OR TRANSACTIONS WITH THE COMPANY

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/ Committee(s) of the Company.

### FAMILIARISATION PROGRAMME FOR DIRECTORS

Your company follows a structured familiarisation programme through various reports and internal policies for all the Directors with a view to update them on the Company's policies on a regular basis. Letter of Appointment(s) are issued to Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a formal induction Programme including the presentation from the Managing Director on the Company's manufacturing, marketing, finance and other important aspects. All our Directors are aware and also updated, whenever required, of their role, responsibilities, liabilities and obligations under the provisions of the Companies Act, 2013 and Rules made there under an Agreement/ Regulation 25 of the Listing Regulations, 2015. The details of the Familiarisation Programmes for Independent Directors are made available on Company's website at the web link: <https://www.jtl.one/wp-content/uploads/2023/04/Familiarisation-Programme.pdf>

The evaluation process for the financial year 2023-24 has been completed.

### KEY MANAGERIAL PERSONNEL

As per the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2024 were as under:

1. Mr. Madan Mohan, Managing Director;
2. Mr. Rakesh Garg, Whole Time Director;
3. Mr. Dhruv Singla, Whole Time Director;
4. Mr. Pranav Singla, Whole Time Director,
5. Mr. Sanjeev Gupta, Whole Time Director
6. Mr. Amrender Kumar Yadav, Company Secretary (w.e.f. November 20, 2023, in place of Mr. Gurinder Singh Makkar, Company Secretary)
7. Mr. Atul Garg, Chief Financial Officer (w.e.f. January 12, 2024, in place of Mr. Dhruv Singla)

### DIRECTOR RETIRING BY ROTATION

In accordance with the provisions of the Companies Act, 2013 ('Act'), Mr. Mithan Lal Singla and Mr. Pranav Singla, Directors will be retire by rotation in the ensuing Annual



## DIRECTORS' REPORT (CONTD.)

General Meeting and being eligible, offers themselves for re-appointment at the ensuing AGM.

### AUDIT COMMITTEE

As on date Audit Committee of the Board consists of five Directors as Chairperson/ Members namely Ms. Preet Kamal Kaur Bhatia (Chairperson) , Mr. Rakesh Mohan Garg, Mr. Sukhdev Raj Sharma, Mr. Ashok Goyal, Independent Directors and Mr. Rakesh Garg, Executive Director.

Independent Director is the Chairperson of the Committee. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

### BOARD MEETINGS

The Board met 11 (Eleven) times during the year, the details of which are given in the Corporate Governance Report that forms part of the Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time.

Further, the Independent Directors at their separate meeting, reviewed the performance of the Board, Chairman of the Board and of Non-Independent Directors, as required under the Act and the Listing Agreement.

The Independent Directors at their separate meeting also assessed the quality, quantity and timelines of flow of information between your Company Management and the Board of Directors of your Company.

### COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following substantive Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination & Remuneration Committee (NRC)
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Sub Committee of Directors
- Risk Management Committee

- Securities Issue and Allotment Committee
- Fund Raising Committee

Details of composition, terms of reference and number of meetings held for respective Committees are given in the Report on Corporate Governance which forms part of the Annual Report. Further, during the year under review, all recommendations made by the Audit Committee have been accepted by the Board.

### PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website at [www.jtl.one](http://www.jtl.one).

### REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or to the Board as required under Section 143(12) of the Act and the rules made thereunder.

### ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return of the Company for the Financial Year March 31, 2024 is uploaded on the website of the Company and can be accessed at [www.jtl.one](http://www.jtl.one) under the Investors section.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings & outgo, as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is given at Annexure-1 forming part of this Report.

### CREDIT RATING

During the year under consideration, the credit rating obtained from CARE Ratings Limited for short term and

## DIRECTORS' REPORT (CONTD.)

long term exposures was surrendered by the Company. The Rating issued by CARE for the Bank Facilities was as under:

Long Term facilities Care A- ; Stable

Short Term facilities CARE A2+

Now, Company is in process of obtaining ratings from other Credit Ratings agencies.

### SECRETARIAL AUDIT

The Board of Directors of the Company has appointed M/s S.V. Associates, Company Secretaries (Certificate of Practice No. 14791), as the Secretarial Auditors to conduct an audit of Secretarial Records for the financial year 2023-24.

The Secretarial Audit Report for the financial year ended March 31, 2024 under Act, read with Rules made thereunder and Regulation 24A of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) is set out in the Annexure-2 to this report.

The said secretarial audit report does not contain any qualification, reservation or adverse remark or disclaimer made by the Secretarial Auditor.

In addition to the above and pursuant to SEBI Circular dated February 8, 2019, a Report on annual secretarial compliances by S.V. Associates, Practicing Company Secretaries for the year ended March 31, 2024 is submitted to stock exchanges. There are no observations, reservations or qualifications in the said Report.

### PARTICULARS OF THE EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Annual Report as Annexure-3 and forms part of this Report.

Details of employee remuneration as required under provisions of Section 197 of the Act, and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. As per the provisions of Section 136 of the Act, the reports and Financial Statements are being sent to shareholders of the Company and other stakeholders entitled thereto, excluding

the Statement containing Particulars of Employees. Any shareholder interested in obtaining such details may write to the Company Secretary of the Company.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 and details of loans from Banks/FIs/ Directors, are provided in Financial Statements and Notes thereto.

During the year under review, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted and investments made.

### RISK MANAGEMENT

Pursuant to Section 134(3) of the Act and Regulation 21 of SEBI (LODR) Regulations, 2015, Risk Management Committee was in place, comprising Mr. Mithan Lal Singla (Chairman), Mr. Rakesh Garg, Mr. Sukhdev Raj Sharma and Ms. Preet Kamal Kaur Bhatia. The Company has formulated a Risk Management Policy to establish an effective and integrated framework for the Risk Management process. During 2023-24, two Meetings were held on July 03, 2023 and December 26, 2023 wherein, relevant mitigation measures identified for the Company were reviewed and discussed.

The Company believes that managing risks helps in maximising returns. A risk management framework have been developed and implemented by the company for identification of elements of risk if any, which in opinion of board may threaten the existence of the company. It aims to identify commodity prices, Price fluctuation of raw material and finished goods, Credit Risks, inflation, Strategic Risks, etc. The effectiveness of risk management framework and system is periodically reviewed by Board of Directors of the company. At present, in the opinion of the Board of Directors, there are no risks which may threaten the existence of the Company.

The speed and degree of changes in the global economy and the increasingly complex interplay of factors influencing the business makes Risk Management an inevitable exercise and to cater to the same, your Company has identified major focus areas for risk management to ensure organisational

## DIRECTORS' REPORT (CONTD.)

objectives are achieved and has a robust policy along with well-defined and dynamic structure and proactive approach to assess, monitor and mitigate risks associated with the business.

The Board members are regularly informed about the potential risks, their assessment and minimisation procedures. The Board frames a plan for elimination / minimisation of the risk and further lays out the steps for implementing and monitoring of the risk management plan.

The Company is taking all the suitable steps to avoid the risks that arise in the Company. There is no such threat to the existence of the Company.

### CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company. Your Company tends to run the same business activities till date.

### MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### RESOLUTION AND MATTERS APPROVED THROUGH POSTAL BALLOT DURING FINANCIAL YEAR

During the year under review, the following resolutions were passed through Postal Ballot:-

Sr. No.	Resolution	Postal Ballot Conclusion Date
1.	Appointment of Mr. Rakesh Mohan Garg (DIN: 08970794) as an Independent Director of the Company	August 05, 2023
2.	Preferential allotment of upto 3,00,00,000 fully convertible warrants to the persons belonging to promoter, promoter group and non-promoter, public category	January 18, 2024
3.	To raise capital by way of Qualified Institutions Placement to eligible investors through an issuance of equity shares and/or other eligible securities including "green shoe" option	
4.	Appointment and regularisation of Mr. Sanjeev Gupta (DIN: 10396875 ) as an Executive Director acting in the capacity of Director(Operations) of the company	
5.	Increase in authorised share capital of the Company and consequent amendment in capital clause of the Memorandum of Association of the Company	

Apart from above, no other matter was approved through Postal Ballot.

### DECLARATION REGARDING CODE OF CONDUCT

Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company and the declaration in this regard made by the Managing Director of the Company forms part of this Annual Report. The said code is available at the Company's website i.e. [www.jtl.one](http://www.jtl.one)

### DEPOSITS FROM PUBLIC

During the financial year 2023-24, the Company has not accepted, invited or renewed any deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and no such amounts or interest on deposits was outstanding as on March 31, 2024.

## DIRECTORS' REPORT (CONTD.)

### RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 and the Rules made there under are not attracted. No material related party transactions were entered into during the financial year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2023-24.

The Related Party Transactions are placed before the Audit Committee of the Company for prior approval, as required under applicable law. Prior omnibus approval of the Audit Committee, as required under Listing Regulations as amended, is also obtained for the transactions, which are of foreseen and repetitive nature. A statement giving details of all related party transactions, entered pursuant to the omnibus approval so granted, is placed before the Audit Committee of the Board of Directors for their review on a quarterly basis. The policy on Related Party Transactions on Materiality of and dealing with Related Party transactions as approved by the Board is uploaded on the Company's website i.e. [www.jtl.one](http://www.jtl.one)

### DISCLOSURE ABOUT THE RECEIPT OF COMMISSION

In terms of Section 197(14) of the Act and rules made there under, during the year under review, no Director has received any commission from the Company thus the said provision is not applicable to the Company.

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Vigil Mechanism for directors and employees to report genuine concerns have been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.jtl.one](http://www.jtl.one).

### SUBSIDIARY COMPANY/ASSOCIATE COMPANIES/JOINT VENTURES ETC

The Company has a Wholly owned Subsidiary Company viz. M/s JTL Tubes Limited, which has not yet commenced its operations fully.

A separate statement containing the salient features of Financial Statements of the Subsidiary of the Company in the prescribed form AOC-1 given at Annexure-4 forms a part of this report and consolidated Financial Statements in accordance with Section 129 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014. The said form also highlights the Financial Performance of the subsidiary Company included in the Consolidated Financial Statements pursuant to Rule 8(1) of the Companies (Accounts) Rules, 2014.

In accordance with Section 136 of the Companies Act, 2013, the Financial Statements of the Subsidiary Company shall be kept open for inspection by the members at the Registered office of the Company during Business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting ('AGM') and shall also be available on the website of the Company. Any member desirous of obtaining a copy of the said financial statements may write at registered office of the company. The Audited Financial Statements including Consolidated Financial Statements and all other documents required to be attached to this report have been uploaded on the website of the company [www.jtl.one](http://www.jtl.one). The said subsidiary is not a material subsidiary. However, the company has formulated a policy for determining material subsidiary. The said policy is also available on the website of the Company and the web link of the same is <https://www.jtl.one/wpcontent/uploads/2023/04/Policy-for-determining-Material-Subsidiaries.pdf>

Apart from above subsidiary company, there are no Associate Companies/Joint ventures of the Company as on March 31, 2024.

### INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has designed and implemented a process driven framework for Internal Financial Controls. For the year ended on March 31, 2024, the Board is of the opinion that the Company has sound Internal Financial Controls commensurate with the size, scale and complexity of its business operations. During the year, such controls were tested and no material weakness in their operating effectiveness was observed. The Company has a process

## DIRECTORS' REPORT (CONTD.)

in place to continuously monitor the same and identify gaps, if any, and implement new and/ or improved controls whenever the effect of such gaps would have a material effect on the Company's operations.

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

There are no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

### STATUTORY AUDITORS

The members at the 32nd Annual General Meeting of the Company held on August 30, 2023 had appointed M/s N. Kumar Chhabra & Co, Chartered Accountants (Firm Registration No. 000837N) as the Statutory Auditors of the Company to hold office for a term of five years i.e. from the conclusion of the 32nd Annual General Meeting until conclusion of 37th Annual General Meeting to be held in 2028. The Auditor's Reports for the financial year 2023-24 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the Financial Statements in this Annual Report. Further, pursuant to Section 143(12) of the Companies Act, 2013, the Statutory Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees.

The details relating to fees paid to the Statutory Auditors are given in the Financial Statements and Corporate Governance Report in the Annual Report.

### APPLICABILITY AND MAINTENANCE OF COST RECORDS

In terms of Companies (Accounts) Amendment Rules, 2018, a Disclosure is hereby made that maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.

### AUDITORS' REPORT

The Auditors' Report is self-explanatory and do not call for further comments as there are no adverse remarks in the Auditors' Report.

Further, the Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act, in the year under review.

### APPOINTMENT OF SECRETARIAL AUDITOR AND INTERNAL AUDITOR

The Company has, in accordance with the applicable provisions of the Companies Act, 2013, appointed M/s S.V. Associates Practicing Company Secretaries, as the Secretarial Auditors for financial year 2024-25. M/s Arvind Singla and Associates has been appointed as the Internal Auditors of the Company for the financial year 2024-25.

### DIRECTORS AND OFFICERS INSURANCE (D & O)

As per the requirements of Regulation 25 (10) of the SEBI Listing Regulations, applicable to the Company being covered under top 1000 companies based on their market capitalisation as at March 31, 2024, the Company has taken Directors and Officers Insurance Policy (D & O) for all of its Directors with a quantum and coverage as approved by Board of Directors.

### LISTING OF SECURITIES

The securities (Equity Shares) of the Company are listed at BSE Limited. (BSE), National Stock Exchange of India (NSE) and Metropolitan Stock Exchange of India Limited (MSEI). The Company has paid the listing fees to all the exchanges up to the financial year 2024-25. During the year, the Company got listed on NSE w.e.f. June 12, 2023 which were earlier under permitted to trade category on NSE.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per requirement of Section 135 of the Companies Act, 2013 read with Schedule VII of the said Act and further read with Companies (Corporate Social Responsibility) Rules, 2014, the Company has a duly constituted "Corporate Social Responsibility Committee" consisting of following persons as Members/ Chairman:

Sr. No	Name of the Committee Member	Designation	Category
1.	Preet Kamal Kaur Bhatia	Chairperson	Independent Director
2.	Mithan Lal Singla	Member	Non-Executive Director
3.	Rakesh Garg	Member	Executive Director

During the FY 2023-24, the Company had identified certain projects/activities on which the CSR expenditure for the

## DIRECTORS' REPORT (CONTD.)

financial year was made. The activities mainly included promotion of education, environmental sustainability, eradicating hunger, poverty and malnutrition along with other activities enumerated under Schedule-VII of the Companies Act, 2013. Details about the CSR policy and initiatives taken by the Company during the year are available on your company's website www.jtl.one. The Report on CSR activities is given in Annexure-5 forming part of this Report.

The Company has spent more than the CSR expenditure required to be made on CSR Activities under Section 135 of the Companies Act, 2013 read with relevant Rules thereto and the same will be set off in the coming year. The Company is endeavoured to ensure full utilisation of the allocated CSR budget.

### CORPORATE GOVERNANCE REPORT

Your Company is in compliance with all the applicable provisions of Corporate Governance as stipulated under Chapter IV of the Listing Regulations. A detailed report on Corporate Governance as required under the Listing Regulations is provided in as Annexure-6 section and forms part of the Annual Report. A Certificate from a Practicing Company Secretary regarding compliance with the conditions stipulated in the Listing Regulations forms part of the Corporate Governance Report.

### INDUSTRIAL RELATIONS

The industrial relations remained very cordial and responsive during the year under review.

### DISCLOSURE OF COMPLAINTS OF SEXUAL HARRASMENT, CHILD LABOUR ETC.

The Company's Policy on Prevention of Sexual Harassment at workplace is in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (Prevention of Sexual Harassment of Women at Workplace Act) and Rules framed there under. Internal Complaints Committees have also been set up to redress complaints received regarding sexual harassment.

The Company is committed to providing a safe and conducive work environment to all of its employees and associates. The following is a summary of sexual

harassment complaints received and disposed off during the FY 2023-24:

Sr. No.	Category	No. of complaints during financial year 2023-24	No. of complaints pending as at end of year 2023-24
1	Child labour / forced labour / involuntary labour	The Company does not hire Child Labour, Forced Labour or involuntary Labour (No Case Reported)	Not Applicable
2	Sexual Harassment	No reported case	Not Applicable
3	Discriminatory Employment	No reported case	Not Applicable

### STATEMENT AS TO INTERNAL COMPLAINTS COMMITTEE

In terms of Companies (Accounts) Amendment Rules, 2018, it is hereby stated that the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### STATEMENT ON COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS

During the year under review, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India.

### BUSINESS RESPONSIBILITY AND SUSTANABILITY REPORT (BRSR)

Vide SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 w.e.f. May 05, 2021 has replaced filing of Business Responsibility Report with Business Responsibility and Sustainability Report. The Business Responsibility and Sustainability Report (BRSR) of the Company for FY 2023-24, in accordance with Regulation 34(2)(f) of the Listing Regulations forms part of this Annual Report of the Company.

### INSOLVENCY & BANKRUPTCY CODE, 2016

There were no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016, which impacts the business of the Company.

## DIRECTORS' REPORT (CONTD.)

### DIFFERENCE IN AMOUNTS OF VALUATIONS, IF ANY

There were no instances where your Company required the valuation for one time settlement or while taking any loan from the Banks or Financial Institutions.

### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

As required under the provision of the Section 124 & 125 and other applicable provisions of the Act, dividends that remain unpaid / Unclaimed for a period of consecutive 7 years, are required to be transferred to the account administered by the Central Government viz. Investor Education and Protection Fund ("IEPF"). Further, according to the said Rules, the shares on which Dividend has not been encashed or claimed by the Members for 7 consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 / Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, there were no amounts or shares requiring transfer to Investor Education and Protection Fund during the FY 2023-24.

### TRANSFER TO RESERVES

The Company does not propose to transfer any amount to reserves.

### GRATUITY

The provision for gratuity has been made as provided under the Payment of Gratuity Act on the basis of Actuarial Valuation.

### CAUTIONARY STATEMENT

Certain Statements in this Annual Report may constitute "forward looking statements". These forward-looking statements are subject to a number of risks, uncertainties and other factors which could cause actual results to differ materially from those suggested by forward looking statements. Important factors that could influence the Company's operation can be affected by global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic

developments in India and in countries in which the Company conducts business, litigation, industrial relations and other incidental factors.

### COST AUDIT

The Company has maintained cost records for certain products as specified by the Central Government under sub-section (1) of Section 148 of the Act. M/s. Balwinder & Associates, Cost Accountants, (Firm Registration No. 000201) carried out the cost audit for applicable businesses during the financial year 2022-23. The Cost Audit Report for the same was filed within the prescribed time limits. For the FY 2023-24 also, the Cost Audit Report shall be filed within the given time limits.

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Board of Directors, based on the recommendation of the Audit Committee, has appointed M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201), as Cost Auditor of the Company to conduct the Cost Audit for the Financial Year 2024-25 on a remuneration as mentioned in the Notice of 33rd Annual General Meeting.

A Certificate from M/s. Balwinder & Associates, Cost Accountants, has been received to the effect that their appointment as Cost Auditor of the Company, if made, would be in accordance with the limits specified under Section 141 of the Act and Rules framed thereunder.

A resolution seeking Member's ratification for the remuneration payable to the Cost Auditor forms part of the Notice of 33rd Annual General Meeting and the same is recommended for your consideration and ratification.

### REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or to the Board as required under Section 143(12) of the Act and the rules made thereunder.

### DEMATERIALISATION OF SHARES

As on March 31, 2024, there were 99.87% Equity Shares in dematerialised form (including shares for Corporate Action was pending along with shares put in Abeyance)

## DIRECTORS' REPORT (CONTD.)

with National Securities Depository Limited and Central Depository Services (India) Limited and rest 0.13% were in physical form.

### INSURANCE:

The properties/assets of your Company are adequately insured.

### CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE ACT

There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, which could have potential conflict with the interest of the Company at large. All contracts arrangements transactions entered into by the Company during the financial year under review with related parties were at an arm's length basis and in the ordinary course of business.

During the year, the Company has not entered into any contract/ arrangement/transaction with related parties which could be considered material in accordance with the policy of Company on materiality of related party transactions (transactions where the value exceeds Rs. 1000 Crores. or 10% of the annual consolidated turnover, whichever is lower), or which is required to be reported in Form AOC – 2 in terms of section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, as amended.

All Related Party Transactions were placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee was obtained for the transactions, which were of a repetitive nature. The transactions entered into pursuant to the omnibus approval so granted, were reviewed and statements giving details of all related party transactions were placed before the Audit Committee on a quarterly basis. The policy on Related Party Transactions as approved by the Board can be accessed on the Company's website at link <https://www.jtl.one/wpcontent/uploads/2023/04/related-party-transactions-policy.pdf>

Members may refer Notes to the financial statement, which sets out related party disclosures pursuant to Ind-AS and Schedule V of Listing Regulations.

### INTERNAL CONTROL SYSTEM

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit function is handled by an external firm of Chartered Accountants. The Internal Control Systems are regularly being reviewed by the Company's Internal Auditors with a view to evaluate the efficacy and adequacy of Internal Control Systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and to ensure that these are working properly and wherever required, are modified/ tighten to meet the changed business requirements.

All the Business Heads/Function Heads are certifying the compliance to all applicable rules, regulations and laws every quarter to the Board and are responsible to ensure that internal controls over all the key business processes are operative. The scope of the Internal Audit is defined and reviewed every year by the Audit Committee and inputs, wherever required, are taken from the Statutory Auditors. Based on the report of Internal Auditors, major audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Our management assessed the effectiveness of the Company's internal control over financial reporting (as defined in Clause 17 of SEBI Regulations 2015) as of March 31, 2024. The Statutory Auditors of the Company have audited the financial statements included in this annual report and have issued an attestation report on our internal control over financial reporting (as defined in Section 143 of Companies Act 2013).

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

There were no material changes and commitments affecting the financial position of the Company which have occurred between the close of the financial year till the date of this Report.

### REMUNERATION POLICY OF THE COMPANY

The objective of the Remuneration Policy is to attract, motivate and retain qualified and expert individuals that



## DIRECTORS' REPORT (CONTD.)

the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognising the interests of Company's stakeholders. The salient features of the nomination and remuneration policy of the Company is forming part of Corporate Governance Report.

The Remuneration Policy of the Company is available on Company website at <https://www.jtl.one/key-policies/>

### INDIAN ACCOUNTING STANDARDS

The financial statements of your Company are prepared in accordance with the Indian Accounting Standards ('Ind- AS') pursuant to the Ministry of Corporate Affairs notification dated February 16, 2015 notifying the Companies (Indian Accounting Standards) Rules, 2015.

### DISCLOSURE REQUIREMENT AS PER COMPANIES (ACCOUNTS) RULES, 2014

- i. The Company has neither made any application nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 ("IBC Code") during the Financial Year and does not have any proceedings related to IBC Code.
- ii. The Company has not made any onetime settlement during the Financial Year 2023-24 with Banks or Financial Institution.

### OTHER DISCLOSURES

During the year under review there were no reportable events in relation to issue of equity shares with differential rights as to dividend, voting or otherwise, issue of sweat equity shares to its Directors or Employees.

### GREEN INITIATIVE

Electronic copy of the Annual Report for FY 2023-24 and the Notice of the ensuing AGM is being sent to all shareholders whose email addresses are available in demat account and registered with Company's Registrar and Share Transfer Agent. As per the General Circular No. 20/2020 of Ministry of Corporate Affairs dated May 05, 2020, shareholders holding shares in demat form are requested to update their email addresses with their Depository Participant(s) and for shareholders holding shares in physical form, should get their email registered with Beetal Financial and Computer Services Private Limited, Company's Registrar and Share Transfer Agent.

### ACKNOWLEDGEMENT

Your Directors wish to convey their deep appreciation to all the employees, customers, vendors, investors, Bankers, Financial Institutions for their sincere and dedicated services as well as their collective contribution to the Company's performance.

Your Directors are grateful to the Shareholders/ Stakeholders for their confidence and faith reposed in the management of the Company. The Directors look forward to the continued support of all stakeholders in future also.

**For and on behalf of Board of Directors of JTL Industries Limited**

CIN : L27106CH1991PLC011536

**Madan Mohan Singla**

Managing Director

DIN: 00156668

Place : Chandigarh

Date : August 14, 2024

**Pranav Singla**

Whole Time Director

DIN: 07898093

# ANNEXURE-1

## STATEMENT CONTAINING PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(Pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014)

### A. CONSERVATION OF ENERGY

#### I. Steps taken or impact on conservation of energy.

In line with the Company's commitment towards conservation of energy, all units continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimise consumption.

Some of the measures taken by the Company during the year under review are as under:

- Replacement of lightly loaded star delta motors with permanent star connections
- Installation of power capacitors to maintain power factor close to 1 i.e. 0.99
- Installation of Variable Frequency Drives at various locations.
- Installation of LED Lights.
- Replacement of inefficient motors by energy efficient motors.
- Replacement of motors rewinded more than twice with the new motors
- Use of motion sensors in Lighting.

These measures have also led to cost and energy saving, better pollution control, reduced the impact on environment, increased efficiency, reduced maintenance time and cost and consistency in quality and improved productivity.

#### II. The steps taken by the Company for utilising alternate sources of energy.

During the year, Company installed solar lights at various places in all factory premises for utilising alternate sources of energy. The Company also replaced LED lights in place of conventional high energy consuming lights.

Apart from this, Company is exploring various other measures for conservation of energy including (i) Replacing old, inefficient lighting and appliances with energy-efficient models. (ii) Educating employees about the benefits of renewable energy and sustainability practices. (iii) Continuously monitoring the performance of renewable energy systems to ensure they meet efficiency and production targets.

The company provides high priority to energy conservation schemes to conserve natural resources and is regularly taking effective steps to conserve energy wherever possible. This continues to remain thrust area with studies, discussions and analysis being undertaken regularly for further improvements. The Company has given due attention towards conservation of energy. It not only reduces the cost of production but also helps in conservation of natural resources which are depleting very fast. The Company is constantly looking for savings of energy and trying to conserve energy continuously by modifications or trying alternate means and continuously upgrading technology and work practices. Steps are being taken to conserve energy on a continuous basis. The Company is exploring use of Solar Energy as an alternate source & planning for setting up solar panel at its factory.

Besides continuing the measures taken in earlier years, following steps were taken during the FY 2023-24 with a view to reduce the cost of energy and consequently the cost of production.

## ANNEXURE-1 (CONTD.)

### Conservation measures taken, proposed measures being implemented for reduction of consumption of energy and consequent impact thereof for the FY 2023-24:-

Measures taken	Saving amount (Rs. In Lacs)	Energy Savings (Units in Lacs)
• Installation of energy efficient light fittings and use of Solar Energy.	8.25	0.95
• Replacement of old & re-wound motors with Energy Efficient Motors		
• Replacement of Lightly loaded star delta motors with permanent star connections		
• Installation of power capacitors to maintain power factor close to 1 i.e. 0.99		

### III. The Capital investment on energy conservation equipment - NIL

## B. TECHNOLOGY ABSORPTION

### i. The efforts made by the Company towards technology absorption.

In order to maintain its leadership position, your Company is continuously focusing on upgrading its product and manufacturing technology as well as acquiring new and advanced technology to meet the emerging expectations of the customers. The Company is actively involved in the development and implementation of advanced utility generation system to make manufacturing process efficient.

### ii. The benefits derived like product improvement, cost reduction, product development or import substitution.

Introduction of new technologies has helped the Company to achieve more efficient operations, manufacture high quality and safe products, reduce energy cost and better energy utilisation. By adoption of latest advanced technologies, the Company intends to capitalise and bookshelf the developed technology for incorporation into the quality products at competitive price for making them more attractive to the end Customers. The Company is also taking measures to mitigate all future risks related to technology by taking appropriate emerging technology, green initiatives etc. to meet future emission standards.

### iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): The Company is in the process of implementation of Direct Forming Technology ("DFT"), reflecting Company's commitment to innovation and profitability.

### iv. The expenditure incurred on Research and Development :- NIL

Technology absorption, Innovation and Research & Development (R & D) is a continuing Process and a continued emphasis is given on quality improvement and product up gradation.

#### 1. Specific areas in which R & D activities were carried out by the Company:

- Quality Improvement
- Yield/Productivity Improvement
- Energy Conservation
- New Technology/Product development

#### 2. Benefits Derived

- Better Quality; reduced wastages
- Cleaner environment

## ANNEXURE-1 (CONTD.)

- c. Safer operations and improved competitiveness
- d. Consumer satisfaction

**3. Future Plan of Action**

Management is committed to strengthen R & D activities for product development as per requirements and to improve its competitiveness in the times to come.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

**Earning** : Rs. 12,655.19 Lacs (Rs. 15,511.62 Lacs in the previous year)

**Outgo** : Rs. 4,486.89 Lacs ( Rs. 16,072.72 Lacs in the previous year)

**For and on behalf of Board of Directors of JTL Industries Limited**

CIN : L27106CH1991PLC011536

Place : Chandigarh  
Date : August 14, 2024

**Madan Mohan Singla**

Managing Director

DIN: 00156668

**Pranav Singla**

Whole Time Director

DIN: 07898093

## ANNEXURE-2

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED March 31, 2024**

**[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,

The Members,  
JTL Industries Limited  
(erstwhile JTL Infra Limited)  
SCO 18-19, Sector- 28C,  
Chandigarh-160002  
(CIN: L27106CH1991PLC011536)

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

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

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;**
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;**

- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;**
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder wherever applicable**
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:**

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

## ANNEXURE-2 (CONTD.)

**(vi) other applicable Acts/Laws**

- The Factories Act, 1948
- Payment Of Wages Act, 1936, and rules made thereunder,
- The Minimum Wages Act, 1948, and rules made thereunder,
- Employees' State Insurance Act, 1948, and rules made thereunder,
- The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
- The Payment of Bonus Act, 1965, and rules made thereunder,
- Payment of Gratuity Act, 1972, and rules made thereunder,
- Standards of Weights and Measurement Act, 1976
- The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
- Air (Prevention & Control of Pollution) Act, 1981,
- Hazardous Wastes (Management, Handling & Transboundary Movement) Rules, 2008
- Food Safety and Standards Act, 2006, and rules made there under.
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- Environment Protection Act, 1986
- Other applicable Labour Laws.
- Industrial Dispute Act, 1947
- Inflammable Substance Act, 1952
- Transfer of Property Act, 1882

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

- (ii) The Listing Agreements entered into by the Company with BSE Limited, NSE Limited and Metropolitan Stock Exchange of India Limited .

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

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, other than those held at shorter notice in compliance with the provisions of the Act and Secretarial Standards, 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 are captured and recorded as part of the minutes.

I further report that during the audit period the following events took place, which had a bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

- 1. LISTING ON NATIONAL STOCK EXCHANGE OF INDIA:**  
The Company got its Equity Shares listed on National Stock Exchange of India Limited ("NSE")- Main Board w.e.f. June 12, 2023, which were earlier under permitted to trade category on NSE.
- 2. BONUS ISSUE:** The Company allotted 8,48,52,092 bonus equity shares on September 11, 2023 to the members whose names were appearing in the Register of members on the record date i.e., September 07, 2023 in the ratio of 1:1 and also reserved the Bonus shares for outstanding convertible securities in the same ratio.
- 3. PREFERENTIAL ISSUE:** Pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with Companies Act, 2013 (including the applicable rules, regulations and other applicable provisions, subject to the amendment thereof, and on the basis of the recommendation Audit

## ANNEXURE-2 (CONTD.)

Committee, 2,50,00,000 fully convertible warrants of Rs. 2/- each were issued at a price of Rs. 270/- per warrant issue aggregating to Rs. 6,75,00,00,000/-, (Rs. Six Hundred Seventy-Five Crores only) against the receipt of 25% of the issue price (i.e., Rs. 67.50/- per warrant) on 2,50,00,000 Warrants of face value of Rs. 2/- each, aggregating to Rs. 168,75,00,000/-, (Rs. One Hundred Sixty Eight Crores Seventy-Five Lacs) which are convertible into equal number of equity shares having face value of Rs. 2/- each, pursuant to the Special Resolution already passed by the Shareholders of the Company through postal ballot concluded on January 18, 2024 and In-principal approval granted by BSE, NSE on January 18, 2024 & by MSEI on January 19, 2024 respectively to the persons belonging to Promoter and Non-Promoter/ Public Category.

I 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.

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

For S V Associates  
Company Secretaries

**Sahil Malhotra**

M. No. 38204

COP No. 14791

Dated: May 31, 2024

Place: Chandigarh

UDIN: A038204F000511567

Peer Review:2883/2023

# ANNEXURE-A

To,  
The Members,  
JTL Industries Limited  
(erstwhile JTL Infra Limited)  
  
SCO 18-19, Sector- 28C,  
Chandigarh-160002  
(CIN: L27106CH1991PLC011536)

## OUR SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR MARCH 31, 2024 IS TO BE READ ALONG WITH THIS LETTER

### MANAGEMENT'S RESPONSIBILITY

1. It is the responsibility of the management of the Company to maintain secretarial records, device proper system to ensure compliance with the maintenance of all applicable laws and regulations and to ensure that the system are adequate and operate effectively.

### AUDITOR'S RESPONSIBILITY

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Whenever required, we have obtained the management's representation about the compliance of laws, rules and regulation and happening of event etc.

### DISCLAIMER

5. The Secretarial Audit Report is neither assurance as to the further viability of the Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial and books of accounts of the Company.

For S V Associates  
Company Secretaries

### Sahil Malhotra

M. No. 38204  
COP No. 14791  
UDIN: A038204F000511567  
Peer Review:2883/2023

Dated: May 31, 2024  
Place: Chandigarh



## ANNEXURE-3

### STATEMENT OF DISCLOSURE 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

- Ratio of remuneration of each director to the median remuneration of the employees of the company for the Financial Year 2023-24 and percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year 2023-24

Sr. No.	Name	Designation	Ratio to Median remuneration of Employees	Percentage increase/ (decrease) in remuneration
1	Mr. Madan Mohan	Managing Director	13.19	NIL
2	Mr. Rakesh Garg	Executive Director	13.19	NIL
3	Mr. Dhruv Singla (Redesignated to Whole Time Director cum CFO w.e.f. April 17, 2023 and later on ceased to be CFO w.e.f. January 12, 2024)	Executive Director	10.55	NIL
4	Mr. Pranav Singla	Executive Director	10.55	NIL
5	Mr. Sukhdev Raj Sharma	Chairman-Independent Director	N.A	N.A
6	Ms. Preet Kamal Kaur Bhatia	Independent Director	N.A	N.A
7	Mr. Rakesh Mohan Garg (Appointed w.e.f. May 13, 2023)	Independent Director	NA	NA
8	Mr. Ashok Goyal (Appointed w.e.f. July 29, 2023)	Independent Director	NA	NA
9	Mr. Mithan Lal Singla	Non-Executive Director	N.A	N.A
10	Mr. Gurinder Makkar (Resigned w.e.f. October 25, 2023)	Company Secretary	5.54	NA
11	Mr. Amrender Kumar Yadav (Appointed w.e.f. November 20, 2023)	Company Secretary	5.28	NA
12	Mr. Atul Garg (Appointed w.e.f. January 12, 2024)	Chief Financial Officer	7.92	NA

\*For this purpose, sitting fees paid to the directors has not been considered as remuneration. Non-executive/ Independent Directors are entitled only to sitting fee. The details of remuneration/sitting fee paid are given in Corporate Governance Report.

- Percentage increase/(decrease) in the median remuneration of employees in the financial year: 14.85%
- The number of permanent employees on the rolls of Company as on March 31, 2024: 634
- Average percentile increase/decrease 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 any exceptional circumstances for increase in the managerial remuneration:

## ANNEXURE-3 (CONTD.)

The percentage increase in the salaries of employees other than Managerial Personnel in financial year 2023-24 was 9.50%. The increments given to employees are based on their potential, performance and contribution, which is benchmarked against applicable industry norms. Average increase in remuneration for employees other than Managerial Personnel is in line with the industry peers and is also outcome of market competitiveness.

5. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**For and on behalf of Board of Directors of JTL Industries Limited**

CIN : L27106CH1991PLC011536

Place : Chandigarh  
Date : August 14, 2024

**Madan Mohan Singla**

Managing Director

DIN: 00156668

**Pranav Singla**

Whole Time Director

DIN: 07898093

## ANNEXURE-4

### FORM AOC-1

To the Financial Statement for the year ended March 31, 2024

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

#### Part "A": Statement containing salient features of the financial statement of Subsidiary

Sl. No.	Particulars	Details
1.	Name of the subsidiary	JTL TUBES LIMITED
2.	The date since when subsidiary was acquired	January 05, 2022
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NIL/N.A.
5.	Share Capital	Rs. 5.00 Lacs
6.	Reserves & surplus	Rs. 45.07 Lacs
7.	Total assets	Rs. 59.07 Lacs
8.	Total Liabilities	Rs. 59.07 Lacs
9.	Investments	-
10.	Turnover	Rs. 60.33 Lacs
11.	Profit/ (Loss) before taxation	Rs. 59.72 Lacs
12.	Provision for taxation	Rs. 15.03 Lacs
13.	Profit / (Loss) after taxation	Rs. 44.69 Lacs
14.	Proposed Dividend	NIL
15.	Extent of shareholding (In percentage)	100%

#### Notes:

- Reporting period of the Subsidiary is the same as that of the Company. The Subsidiary Company's income reflects interest income earned on unsecured loan.
- Names of subsidiaries which are yet to commence operations: Nil
- Names of subsidiaries which have been liquidated or sold during the year: Nil
- Part B of the Annexure is not applicable as there are no Associate Companies/Joint ventures of the Company as on March 31, 2024.

**For and on behalf of the Board of Directors of JTL Industries Limited**  
(Formerly known as JTL Infra Limited)

Sd/-

	Madan Mohan	Dhruv Singla	Atul Garg	Amrender Kr. Yadav
Place: Chandigarh	Managing Director	Whole Time Director	Chief Financial Officer	Company Secretary
<b>Date</b> : 14.08.2024	DIN: 00156668	DIN: 07898093	PAN: ALZPG9915G	M. No. A41946

## ANNEXURE-5

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

#### [Pursuant to Section 134 (3) (o) of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

#### 1. A brief outline of the Company's CSR policy, including overview of projects or Programmes proposed to be undertaken.

- (a) The objective of the Company is to contribute to the education, social welfare, skill development and technical education, health related, economic development of the communities, animal welfare, sports, measures for reducing inequalities faced by socially and economically backward groups, so as to promote sustained growth for the society and community and in particulars take up the activities as included in Schedule VII of the Companies Act, 2013.
- (b) The CSR Committee facilitates the Annual CSR action plan containing the clear terms of reference outlining the key tasks, duration of assignment, allocation of budget for different projects, method of implementation and review. The CSR budget shall be according to Companies Act, 2013.
- (c) Any surplus arising out of the CSR projects or Programmes or activities shall not form part of the business profit of the Company. Any unspent amounts shall be dealt with in accordance with the provisions of Companies Act, 2013 as amended from time to time. Any unspent amount, other than unspent amount relating to an ongoing project, will be transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year
- (d) Project activities identified under CSR are to be directly handled by the Company or implemented by agencies, which would include Educational Institutes, Universities, Societies, Voluntary Organisations (VOs) formal or informal Elected local bodies such as Panchayats etc., Institutes/ Academics Institutions, Trusts, Hospitals, Self Help Groups, Govt./ Semi Govt./Autonomous Organisations or institutes, Mahila Mandals, Professional Consultancy Organisations etc.
- (e) The Corporate Social Responsibility activities undertaken by the Company will be monitored by the Corporate Social Responsibility Committee duly constituted by the Board. The committee will be responsible to institute a transparent monitoring mechanism for implementation of the CSR projects or Programmes or activities undertaken by the Company.

During the FY 2023-24, the Company had identified certain projects/activities on which the CSR expenditure for the financial year was made. The activities included promoting education, including special education and employment enhancing vocation skills, skill development and technical education, social welfare etc.

#### 2. Composition of the Corporate Social Responsibility (CSR) Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Preet Kamal Kaur Bhatia	Chairperson (Non-Executive and independent Director)	2	2
2	Mithan Lal Singla	Member (Non-Executive Director)	2	2
3	Rakesh Garg	Executive Director	2	2

3. Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: <https://www.jtl.one/wp-content/uploads/2023/04/csr-policy.pdf>
4. 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: Not Applicable

## ANNEXURE-5 (CONTD.)

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (Rs. In Lacs)	Amount required to be set-off for the financial year, if any (Rs. In Lacs)	Amount available for set off in succeeding financial years (Rs. In Lacs)
1	FY 2020-21	-	-	-
2	FY 2021-22	-	-	59.17
3	FY 2022-23	59.17	59.17	1.51
4	FY 2023-24	1.51	1.51	0.40
	<b>TOTAL</b>		<b>60.68</b>	

6. Average net profit of the Company as per section 135(5): Rs. 8030.20 Lacs

### 7. Net Profit and CSR Expenditure Obligation

- (a) Average net profit of the Company as per section 135(5): Rs. 8030.20 Lacs
- (b) Two percent of average net profit of the Company as per section 135(5): Rs. 160.60 Lacs
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: N.A.
- (d) Amount required to be set off for the financial year, if any: Rs. 1.51 Lacs (being excess amount spent in FY 2022-23) available for set off from previous year 2022-23.
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]:Rs. 159.09 Lacs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (Rs. In Lacs)	Amount Unspent (in Rs. In Lacs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 159.49 Lacs	N.A.	N.A.	N.A.	N.A.	N.A.

- (b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (Rs. In Lacs)	Amount spent in the current financial Year (Rs. In Lacs)	Amount transferred to Unspent CSR Account for the project as per section 135(6) (Rs. In Lacs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
NIL/Not Applicable												

## ANNEXURE-5 (CONTD.)

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (Rs. In Lacs)	Mode of implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1.	Promoting Rural Sports	Promoting Rural Sports	No	Himachal Pradesh	Una	5.49	No	Victory India National Organisation	CSR00006658
2.	Environmental sustainability	Environmental sustainability	No	Punjab	Faridkot	25.00	No	Kheti Virasat Mission	CSR00006470
3.	Education, Skill Development and Technical Education	Promoting Education	No	Delhi	Delhi	129.00	No	Sanskriti Society for Education Research & Development	CSR00010113
	<b>Total</b>					<b>159.49</b>			

(d) Amount spent in Administrative Overheads- Nil

(e) Amount spent on Impact Assessment, if applicable- Not Applicable

(f) Total amount spent for the Financial Year- Rs. 159.49 Lacs. (8b+8c+8d+8e)

(g) Excess amount for Set off, if any: Rs. 0.40 Lacs

Sr. No.	Particulars	Amount (Rs. In Lacs)
(i)	Two percent of average net profit of the Company as per section 135(5)	160.60
(ii)	Total amount spent for the Financial Year (Rs. 159.49 Lacs spent + Rs. 1.51 Lacs carried forward)	161.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.40
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any (Previous year's available set off)	Nil
(v)	Amount available for set off in succeeding financial years [(iii)+(iv)]	0.40

9. (a) Details of Unspent CSR amount for the preceding three financial years : Nil/ N.A.

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created acquired through CSR spent in the financial year **(asset-wise details)**. - **Not Applicable**

(a) Date of creation or acquisition of the capital asset(s). - **NA**

(b) Amount of CSR spent for creation or acquisition of capital Asset - **NA**

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. - **NA**

## ANNEXURE-5 (CONTD.)

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).- **NA**

**11.** 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 Board of Directors of JTL INDUSTRIES LIMITED**

**(Formerly known as JTL Infra Limited)**

CIN : L27106CH1991PLC011536

Place : Chandigarh  
Date : August 14, 2024

**Preet Kamal Kaur Bhatia**  
Chairperson of CSR Committee  
DIN: 07070977

**Madan Mohan**  
Managing Director  
DIN: 00156668

# CORPORATE GOVERNANCE REPORT

[In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 read with Schedule V to the said Regulations]

## 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company strongly believes that establishing good corporate governance practices in each and every function of the organisation leads to achieve sustainable growth and enhances long term value for all the stakeholdeRs. The Company always endeavors to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it imperative to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate behaviors. The Company always strives to improve performance at all levels by adhering to corporate governance practices, such as managing its affairs with diligence, transparency, responsibility and accountability. We have, therefore, designed our systems and action plans to enhance performance and stakeholder's value in the long run. To create a culture of good governance, your Company has adopted practices that comprise of performance accountability, effective management control, constitution of Board Committees as a part of the internal control system, fair representation of non-executive and independent Directors on the Board, adequate and timely compliance, disclosure of information on performance, ownership and governance of the Company and payment of statutory dues.

The Company recognises that corporate governance is not just a principle to be followed but a way of life embedded in its behaviour and culture. It endeavors to adopt the industry's best practices, focusing on transparency in its affairs, the functioning of the Management and Board, and accountability towards stakeholdeRs. The Company's philosophy ensures that it creates sustainable value for shareholders while fulfilling social obligations and complying with regulatory requirements.

In line with above, the Company has complied with norms of Corporate Governance as applicable under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company understands that compliances of applicable legislations and timely disclosures enhance the image of the Company as a good corporate citizen in the Country.

## 2. BOARD OF DIRECTORS AND GOVERNANCE FRAMEWORK

**(i) COMPOSITION:** The Board of Directors has a good mix of Executive and Non-Executive Directors with half of the Board of Directors of the Company comprising Independent Directors and Non-Executive Director. As on March 31, 2024, the Board consists of 10 Directors comprising 1 Managing Director, 4 Independent Directors including 1 Woman Director, 1 Non- Executive and 4 Executive Directors. The Board is headed by Non-Executive & Independent Chairman Shri Sukhdev Raj Sharma. The Company is in compliance with the provisions of Section 149 of the Act and Regulation 17 of the Listing Regulations with regard to the composition of the Board. As on the date of this report, all Directors of the Company meet the criteria of maximum number of directorships as laid down in section 165 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act.



## CORPORATE GOVERNANCE REPORT (CONTD.)

**(ii) BOARD MEETINGS:** During the financial year 2023-24, the Board met 11 (Eleven) times on April 17, 2023, April 26, 2023, May 13, 2023, July 03, 2023, July 29, 2023, September 11, 2023, October 12, 2023, November 20, 2023, December 18, 2023, January 12, 2024 and February 24, 2024. Following is the composition of the Board, attendance and the names and categories of the Directors on the Board along with their attendance at the Annual General Meeting, and the number of other Directorship and Chairmanship / Membership of Committees held by them as on March 31, 2024:

Name	Category	No. of Board Meetings attended	Attendance at last AGM	Number of directorship in other Public Limited Companies	Audit and SRC Committee Position held in other Indian Public Limited Companies(#)	
					Chairman	Member
Mr. Madan Mohan	Managing Director	10	Yes	1	Nil	Nil
Mr. Rakesh Garg	Executive Director	11	Yes	2	Nil	Nil
Mr. Dhruv Singla (Redesignated to Whole Time Director cum CFO w.e.f. 17.04.2023 and later on ceased to be CFO w.e.f. 12.01.2024)	Executive Director cum CFO	11	Yes.	2	Nil	Nil
Mr. Pranav Singla	Executive Director	11	Yes	1	Nil	Nil
Mr. Sukhdev Raj Sharma	Chairman-Independent Director	9	Yes	Nil	Nil	Nil
Ms. Preet Kamal Kaur Bhatia	Independent Director	11	Yes	3	Nil	3
Mr. Mithan Lal Singla	Non-Executive Director	11	Yes	1	Nil	Nil
Mr. Ashok Goyal	Independent Director	6	Yes	1	Nil	2
Mr. Rakesh Mohan Garg	Independent Director	6	No	1	1	1
Mr. Sanjeev Gupta	Executive Director	2	NA	Nil	Nil	Nil

The above is composition of Board of Directors as on March 31, 2024. During the year, Mr. Bhupinder Nayyar ceased to be a Director on Board w.e.f. May 16, 2023 on account of expiry of his term.

(#) Excludes Directorships in Associations, Private Limited Companies, Foreign Companies, Government Bodies and Companies registered under Section 8 of the Act. Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for Committee positions. Ms. Preet Kamal Kaur Bhatia is Independent Director in 3 other listed entities i.e. A B Cotspin India Limited, Pentagon Rubber Limited and Tulsi Extrusions Limited. Mr. Ashok Goyal is also the Independent Director in another listed entity i.e. Primo Chemicals Limited. Mr. Rakesh Mohan Garg is also the Independent Director in another listed entity i.e. BLS E-Services Limited.

There are no Nominees or institutional Directors on the Board of Directors of the Company as on date.

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits

## CORPORATE GOVERNANCE REPORT (CONTD.)

prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

**(iii) PRESENT BOARD OF DIRECTORS AND BRIEF PROFILE OF DIRECTORS**

The composition of present Board of Directors is as follows:

S. NO.	Name and DIN of Director	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1	Mr. Sukhdev Raj Sharma (02135083)	Independent Director (Chairperson)
2	Mr. Madan Mohan (00156668)	Managing Director
3	Mr. Rakesh Garg (00184081)	Executive Director
4	Ms. Preet Kamal Kaur Bhatia (07070977)	Independent Woman Director
5	Mr. Rakesh Mohan Garg (08970794)	Independent Director
6	Mr. Mithan Lal Singla (00156885)	Non-Executive Director
7	Mr. Dhruv Singla (02837754)	Executive Director
8	Mr. Pranav Singla (07898093)	Executive Director
9	Mr. Sanjeev Gupta (10396875)	Executive Director
10	Mr. Ashok Goyal (08930828)	Independent Director

## Brief Profile of Directors

Sr.	Name of the Director and Category	Brief Profile And Expertise	Inter-Se Relationship with other directors	Number of Shares held in the Company as at March 31, 2024
1	Mr. Sukhdev Raj Sharma (Independent Director) (Chairman)	Shri Sukhdev Raj Sharma is a B. Sc., MBA, CAIIB and he has 40+ years of experience working as a seasoned banker. He Previously worked as MD of PNB International Limited London (UK), a 100% subsidiary of PNB. He has also worked as Advisor to an Investment Banking Company in the recent past. He had also worked as Field General Manager of the Bank for Delhi & NCR. Besides working as MD of PNBIL in UK, he has served on the Board of two State Financial Corporations (PFC & DFC), a regional Technical Consultancy Organisation (NITCON) and two Public Limited. Cos., as Nominee of the Bank. He has to his credit vast experience in the fields of Banking, Finance, Funds, Corporate Credit and allied activities.	None	Nil

## CORPORATE GOVERNANCE REPORT (CONTD.)

Sr.	Name of the Director and Category	Brief Profile And Expertise	Inter-Se Relationship with other directors	Number of Shares held in the Company as at March 31, 2024
2	Mr. Rakesh Mohan Garg (Independent Director)	Shri Rakesh Mohan Garg joined the Indian Revenue Service (IRS) in 1983 and retired on December 31, 2018 as Principal Chief Commissioner of Income Tax, Delhi in the apex scale of Government of India. During his career spanning over 35 years, he handled various assignments at all levels in the Income Tax Department mainly at Delhi, Mumbai, Rajasthan and Punjab. He has long and varied experience in various areas like assessment of corporates, industrial houses and NGOs, investigation into the affairs of companies/other entities, International Taxation, Finance, Accounts, performing functions of quasi-judicial authority, coordination with various enforcement agencies of the Government and dealing with matters relating to administration and HR. Prior to joining IRS, Sh. Garg had about 4 years of experience as an Executive in the private and cooperative sector after completing his MBA from Panjab University, Chandigarh. He is a university gold-medallist at graduate level. While serving in the Government of India, he also attended several mid-career training Programmes at IIM, Ahmedabad and IIM, Bengaluru, Syracuse University, USA and Harvard Business School on various aspects of management. He also has experience of working as Independent Director on the Board of a listed company.	None	Nil
3	Ms. Preet Kamal Kaur Bhatia (Independent Woman Director)	Ms. Preet Kamal Kaur Bhatia is Chartered Accountant and having experience of 18 Years as a practicing Chartered Accountant. She has to her credit vast experience in the fields of taxations, corporate finance, accounts, audit, banking, project planning and allied matters. She is also Independent Director in 3 other listed entities.	None	Nil
4	Mr. Madan Mohan (Mg. Director)	Mr. Madan Mohan is a Graduate and he belongs to an industrialist family of Chandigarh and he has more than 35+ Years of rich experience in Steel Industry in setting up of Galvanised and ERW Steel Tubes & Pipes, Scaffolding Fittings and Systems, Hollow Sections, channels plants and units, productions, marketing, finance, funds management, cost reduction and he is known for experience in steel & pipe industry, proficiency in business finance and strategy. Under his leadership, the Company continues to grow exponentially towards becoming an organisation of repute. He has been the driving force for propelling the growth engine and yielding profitable results for the Company.	Mr. Madan Mohan is father of Mr. Dhruv Singla, Whole Time Director	26108934 (14.75%)

## CORPORATE GOVERNANCE REPORT (CONTD.)

Sr.	Name of the Director and Category	Brief Profile And Expertise	Inter-Se Relationship with other directors	Number of Shares held in the Company as at March 31, 2024
5	Mr. Mithan Lal Singla (Non-Executive Director)	Mr. Mithan Lal Singla, Non-Executive Director of the Company has more than 40 Years of experience in steel business. He has played a key role in setting up current manufacturing facilities and has been associated with various ventures in different capacities & conversant with latest industrial techniques.	Mr. Mithan Lal is father of Mr. Madan Mohan, Mg. Director and grandfather of Mr. Dhruv Singla and Pranav Singla.	4396714 (2.48%)
6	Mr. Rakesh Garg (Whole Time Director)	Mr. Rakesh Garg, Executive Director is a Graduate and has 30+ years of rich experience in steel industry, trade and commercial operations, liaising with various agencies and associates and he is having wide experience in industrial projects, engineering and management affairs	None	13139336 (7.42%)
7	Mr. Dhruv Singla (Whole Time Director)	Mr. Dhruv Singla is a B.Com(Honors Degree in Economics) from Punjab University and Masters Degree in International Management from King's College, United Kingdom. He has to his credit experience of around 10 years in Financial, accounting, taxation fund management, auditing and allied matters.	Mr. Dhruv Singla is son of Mr. Madan Mohan, Mg. Director and grandson of Mr. Mithan Lal Singla	4545000 (2.57%)
8	Mr. Pranav Singla (Whole Time Director)	Mr. Pranav Singla is a Bachelor in Economics and Accounting Honors from Cass Business School, London and Masters in Management from Kings College, London. He is well versed and having experience of around 4 years in the fields of Accounting, Finance, Production Management, Strategic Planning, Cost Management, Plants set up and expansions and He has inherited excellent entrepreneurship skills from his industrialist family.	Mr. Pranav Singla is nephew of Mr. Madan Mohan and grandson of Mr. Mithan Lal Singla	2194034 (1.24%)

## CORPORATE GOVERNANCE REPORT (CONTD.)

Sr.	Name of the Director and Category	Brief Profile And Expertise	Inter-Se Relationship with other directors	Number of Shares held in the Company as at March 31, 2024
9	Mr. Sanjeev Gupta (Whole Time Director)	Mr. Sanjeev Gupta has completed his Bachelor's in Technology and is having an experience of more than 25 years in the prominent Steel Companies naming Bhushan Power and Steels Limited. He also got exposure of overseas operations while working with Aarti Strips Private Limited, in Nepal. He is further having the specialisation in Cost and automations.	None	2 (0.001%)
10	Mr. Ashok Goyal (Independent Director)	Mr. Ashok Goyal is a practicing advocate with masters in economics having 28 years of experience in Educational Administration. He had been member of the Board of Finance, Senate and Syndicate of Punjab University, Chandigarh. He is also an Independent Director on the Board of Primo Chemicals Limited.	None	Nil

### (iv) INFORMATION AVAILABLE TO BOARD

The Board has complete access to all the relevant information within the Company, and to all our employees. The information regularly supplied to the Board specifically includes:

- Annual operating plans, budgets and any updates therein;
- Capital budgets and any updates therein;
- Quarterly results for the Company and its operating / business segments;
- Minutes of meetings of Audit Committee and other committees of the Board of the Company
- Information on recruitment/remuneration of senior officers just below board level;
- Material show cause, demand, prosecution notices and penalty notices, if any;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any;
- Any issue which involves possible public or product liability claims of substantial nature, if any;
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations like signing of wage agreement, implementation of Voluntary Retirement Scheme etc;
- Sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- Status of compliance of any regulatory, statutory nature or listing requirements and shareholders service;
- All proposals requiring strategic decisions;
- Regular business updates and other information as required under amendments.

The above information is generally provided as part of the agenda papers of the board meeting and/or is placed at the table during the course of the meeting.

## CORPORATE GOVERNANCE REPORT (CONTD.)

### (v) BOARD PROCEDURE

The annual calendar of Board Meetings is fixed in the beginning of the financial year. The Agenda is circulated in advance to the Board members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. The Board is also kept informed of major events/items and approvals taken wherever necessary.

### (vi) PERFORMANCE EVALUATION:

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees on the evaluation criteria defined by the Nomination and Remuneration Committee (NRC) for performance evaluation process of the Board, its Committees and Directors. The Board's functioning was evaluated on various aspects, including inter-alia the structure of the Board, meetings of the Board, functions of the Board, degree of fulfillment of key responsibilities, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning. The Committees of the Board were assessed on the degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of Meetings. The Directors were evaluated on aspects such as attendance, contribution at Board/ Committee Meetings and guidance/support to the Management outside Board/Committee Meetings.

The criteria for evaluation of Board include whether Board meetings were held in time, all items which were required as per law or SEBI (LODR) Regulations, 2015 to be placed before the Board, have been placed, the same have been discussed and appropriate decisions were taken, adherence to legally prescribed composition and procedures, timely induction of additional/ women Directors and replacement of Board members/Committee members, whenever required, whether the Board regularly reviews the investors grievance redressal mechanism and related issues, Board facilitates the independent directors to perform their role effectively etc. The criteria for

evaluation of committee include taking up roles and functions as per its terms of reference, independence of the committee, policies which are required to frame and properly monitored its implementation, whether the committee has sought necessary clarifications, information and explanations from management, internal and external auditors etc. Based on such criteria, the evaluation was done in a structured manner through peer consultation & discussion.

The performance assessment of Non-Independent Directors, Board as a whole and the Chairman were evaluated in a separate meeting of Independent Directors. The same was also discussed in the meetings of NRC and the Board. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

In compliance with the provisions of the Companies Act, 2013 (the Act) and applicable clauses of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Boards functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

## CORPORATE GOVERNANCE REPORT (CONTD.)

### (vii) INDEPENDENT DIRECTORS' MEETING:

In compliance with Section 149(8) of the Act read along with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors separately met on 29th March, 2024 inter alia, to discuss:

- a. Evaluation of the performance of non-Independent Directors and the Board as a whole;
- b. Evaluation of the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- c. Evaluation of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the then Independent Directors were present at the Meeting except Mr. Ashok Goyal.

### (viii) DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS AND DISCLOSURE

In terms of Regulation 25(8) of SEBI Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have completed the registration with the Independent Directors Databank well within stipulated time frame and hold valid certificate of registration.

### (ix) FAMILIARISATION PROGRAMME FOR DIRECTORS

Your company follows a structured familiarisation programme through various reports and internal policies for all the Directors with a view to update them on the Company's policies on a regular basis. Letter of

Appointment(s) are issued to Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a formal induction Programme including the presentation from the Managing Director on the Company's manufacturing, marketing, finance and other important aspects. All our Directors are aware and also updated, whenever required, of their role, responsibilities, liabilities and obligations under the provisions of the Companies Act, 2013 and Rules made there under an Agreement/ Regulation 25 of the Listing Regulations, 2015. The details of the Familiarisation Programmes for Independent Directors are made available on Company's website at the web link: <https://www.jtl.one/wp-content/uploads/2023/04/Familiarisation-Programme.pdf>. The evaluation process for the financial year 2023-24 has been completed.

### (x) CODE OF CONDUCT AND DECLARATION REGARDING COMPLIANCE THERETO

The Board of Directors of the Company have adopted Code of Business Conduct & Ethics. This Code is based on three fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary conduct and is applicable to all the Directors and senior management personnel.

In terms of the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Code of Business Conduct & Ethics, as approved by the Board of Directors, has been displayed at the website of the Company i.e. [www.jtl.one](http://www.jtl.one). All the members of the Board and senior management personnel have affirmed compliance with the Code for the year ended March 31, 2024 and a declaration to that effect signed by the CFO and Managing Director is attached and forms part of this report.

### (xi) CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Company has a Code of Conduct for Prevention of Insider Trading in the shares and securities of the Company as required under SEBI (Prohibition of

## CORPORATE GOVERNANCE REPORT (CONTD.)

Insider Trading) Regulations, 2015, the Company has adopted Code of Conduct to Regulate, Monitor and Report Trading By Insiders and Code of Practices and Procedures For Fair Disclosure of Unpublished Price Sensitive Information. All Directors, insiders and designated persons who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code.

**(xii) MATRIX OF SKILLS OF DIRECTORS**

As required under schedule V, Part C of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Matrix of skills of Directors is given hereunder. Present Directors of the Company are having skill and expertise in respective domain area viz. The Board is of the opinion that the skill or competence required for the Directors in relation to the present business of the Company includes finance, accounts, legal, operation, business development and compliance.

<b>Name of the Director and Designation</b>	<b>Core skills/expertise/competencies of the Directors</b>
Mr. Sukhdev Raj Sharma- Non Executive Independent Director (Chairman)	Banking, Finance, Corporate Credit, Regulatory, Accounting, Legal and Risk Management and Compliance, Industry Experience
Ms. Preet Kamal Kaur Bhatia-Non Executive Independent Director	Accounting, Taxation, Auditing, Finance, Legal and Risk Management and Compliance, Industry Experience
Mr. Rakesh Mohan Garg-Non Executive Independent Director	Taxation, corporates affairs, audit and investigation, International Taxation, Finance, Accounts, administration and HR.
Mr. Madan Mohan-Managing Director	Production and Industry Experience in Steel, Marketing, Finance, Funds Management, Corporate Affairs, Banking, Cost Reduction, Human Resources, Supply Chain

<b>Name of the Director and Designation</b>	<b>Core skills/expertise/competencies of the Directors</b>
Mr. Dhruv Singla- Executive Director	Finance, accounting, taxation, funds management, production and industry, auditing and allied matters
Mr. Mithan Lal Singla Non-Executive Director	Plants Set up, Production Management, Cost Management, Marketing, Finance, Funds Management
Mr. Pranav Singla Executive Director	Accounting, Finance, Funds Management, Strategic Planning, Cost Reduction, Manufacturing, Marketing, Liaison. Leadership, Business Development
Mr. Rakesh Garg- Executive Director	Plants Set up, Production Management, Cost Management, Marketing, Finance, Funds Management
Mr. Sanjeev Gupta- Executive Director	Setting up and Operating Plants, Cost Management and Automations
Mr. Ashok Goyal-Non- Executive Independent Director	Legal, Human Resources, Education, Academics, Strategic Planning and General Administration.

**(xiii) CONFIRMATION ON THE INDEPENDENCE OF THE INDEPENDENT DIRECTORS**

All the Independent Directors have furnished declarations stating that they meet the criteria of independence as laid down in the Companies Act, 2013 and Listing Regulations. The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfil the conditions specified in the Listing Regulations and are Independent of the Management.

The Company through familiarisation programmes has updated the Independent Directors with nature of Industry, business of the Company and their roles, responsibilities, rights in the Company etc. The detail of such familiarisation programme is available at the website of the Company at : <https://www.jtl>.



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one/wp-content/uploads/2023/04/Familiarisation-Programme.pdf

### (xiv) SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT

The Company has a robust system in place to ensure smooth transitions in leadership, including for our Directors, Executive Directors, Senior Management Team, and other critical talents and key roles. Additionally, the Company regularly reviews talents for senior management and other executive officers. This process provides a comprehensive overview of our leadership level talent inventory and capabilities, ensuring that we meet our critical talent needs in alignment with our business drivers.

Sr. No	Name of the Committee Member	Designation	Category
1.	Preet Kamal Kaur Bhatia	Chairperson	Independent Director
2.	Rakesh Garg	Member	Executive Director
3.	Sukhdev Raj Sharma	Member	Independent Director
4.	Rakesh Mohan Garg (Appointed w.e.f. May 13, 2023)	Member	Independent Director
5.	Ashok Goyal (Appointed w.e.f. July 29, 2023)	Member	Independent Director

The compositions of the Audit Committee conform to the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations

All the Members of the Committee have relevant experience in financial matters. The Company Secretary is Secretary to this Committee.

#### Terms of Reference

The terms of reference of the Audit Committee are wide enough to cover the role specified for Audit Committee under Section 177 of the Act and Regulation 18 of the Listing Regulations. The same are constantly reviewed and appropriate changes are made from time to time for greater effectiveness of the Committee. The terms of reference of the Committee are as follows:

- (a) oversight of financial reporting process and the disclosure of financial information relating the Company to ensure that the financial statements are correct, sufficient and credible;
- (b) recommendation for appointment, re-appointment, remuneration and terms of

### 3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulation; which concern the Company and need a closer review. The Board has established the following Committees:

#### A. Audit Committee

The Company has duly constituted Audit Committee, the scope of which is quite comprehensive and is in conformity with the provisions of the Companies Act, 2013 and Listing Regulations.

The Audit Committee is presently consist of 5 directors as under:

- appointment of auditors of the Company and the fixation of the audit fee;
- (c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (i) Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;

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- (iv) Significant adjustments made in the financial statements arising out of audit findings;
  - (v) Compliance with listing and other legal requirements relating to financial statements;
  - (vi) Disclosure of any related party transactions; and
  - (vii) Modified opinion(s) in the draft audit report.
- (e) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
  - (f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
  - (g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - (h) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, and review, atleast on a quarterly basis, the details of related party transactions, pursuant to each of the omnibus approvals given;
  - (i) scrutiny of inter-corporate loans and investments;
  - (j) valuation of undertakings or assets of the Company, wherever it is necessary;
  - (k) evaluation of internal financial controls and risk management systems;
  - (l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - (m) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - (n) discussion with internal auditors of any significant findings and follow up there on;
  - (o) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  - (p) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - (q) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - (r) recommending to the Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
  - (s) reviewing the functioning of the whistle blower mechanism;
  - (t) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimisation of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
  - (u) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  - (v) reviewing the utilisation of loans and/or advances from/ investment by the Holding Company in the subsidiary

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- (w) review of compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;
- (x) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and
- (y) carrying out any other functions required to be carried out by the Audit Committee as contained in the Companies Act, Listing Regulations or any other applicable law, as and when amended from time to time."

Additionally, the Audit Committee shall mandatorily review the following information:

- (a) management discussion and analysis of financial condition and results of operations;
- (b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (c) internal audit reports relating to internal control weaknesses;
- (d) the appointment, removal and terms of remuneration of the chief internal auditor; and
- (e) statement of deviations in terms of the Listing Regulations:
  - (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s); and
  - (ii) annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice.

The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

The Audit Committee met 10 (ten) times during the financial year 2023-24 on April 17, 2023, April 26, 2023, May 13, 2023, July 03, 2023, July 29, 2023, August 03,

2023, September 11, 2023, October 12, 2023, January 12, 2024 and February 13, 2024. During all these meetings, the requisite quorum was present. Mr. Bhupinder Nayyar ceased to be Director w.e.f. May 16, 2023.

### B. Stakeholders Relationship Committee

The Board has formed an investors grievance redressal Committee named as Stakeholders' Relationship Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and Rules made there under read with Listing Regulations, to specifically look into the redressal of investors complaints, transfer/transmission/demat of shares, IEPF Claims, Duplicate Share Certificates, Dividends and demat related complaints, non receipt of annual report etc. The Committee also approves issue of duplicate share certificate(s)/confirmation letters and other related matters and oversees and reviews all matters connected with the share transfer, transmission etc. At present, this Committee is consisting of following Directors:

Sr. No	Name of the Committee Member	Designation	Category
1.	Preet Kamal Kaur Bhatia	Chairperson	Independent Director
2.	Mithan Lal Singla	Member	Non-Executive Director
3.	Rakesh Garg	Member	Executive Director
4.	Rakesh Mohan Garg (Appointed w.e.f 13.05.2023)	Member	Independent Director

The composition of the Stakeholders Relationship Committee is in conformity with the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations.

The terms of reference of the SRC, inter-alia, includes the following:

1. Consider and resolve the grievances of security holders of the Company, including complaints related to transfer/ transmission of securities/

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Dematerialisation, non-receipt of annual report / declared dividends / notices / balance sheet, issue of new/ duplicate certificates, general meetings etc.

2. Monitor and Reviewing of investors complaints and take necessary steps for redressal thereof;
3. To perform all functions relating to the interest of the Stakeholders of the Company as may be required by the provisions of the Companies Act, 2013 and the rules made thereunder, Listing Agreements and the guidelines issued by SEBI or any other regulatory authority.

Mr. Amrender Kumar Yadav is Secretary of this Committee and is the Compliance Officer of the Company.

During the FY 2023-24, the Stakeholders Relationship Committee met two times on April 17, 2023 and July 14, 2023. Both the meetings were attended by all the respective members. Mr. Bhupinder Nayyar ceased to be Director w.e.f. May 16, 2023.

During the financial year 2023-24, the Company had not received any investor complaints and thus no complaints are pending at the end of the FY 2023-24. The Company's complaint redressal systems are in order. The Investor Complaints are processed in a centralised web based complaints redressal system on <https://scores.sebi.gov.in/>, a website maintained by SEBI (Securities and Exchange Board of India). The Company has designated Email Address exclusively for redressal of investors Complaints i.e. [secretarial@jtl.one](mailto:secretarial@jtl.one) and the same is also mentioned at the Company's Website.

### C. Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013 read with Listing Regulations, the Board has a duly constituted "Nomination and Remuneration Committee". The Nomination and Remuneration Committee presently consists of 4 Directors as under:

Sr. No	Name of the Committee Member	Designation	Category
1.	Preet Kamal Kaur Bhatia	Chairperson	Independent Director

Sr. No	Name of the Committee Member	Designation	Category
2.	Mithan Lal Singla	Member	Non-Executive Director
3.	Rakesh Mohan Garg (Appointed w.e.f 13.05.2023)	Member	Independent Director
4.	Ashok Goyal (Appointed w.e.f. 29.07.2023)	Member	Independent Director

The composition of the Nomination and Remuneration Committee is in conformity with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

The Company Secretary of the Company is Secretary of this Committee.

During the FY 2023-24, Five meetings Nomination and Remuneration Committee was held on April 17, 2023, May 13, 2023, July 29, 2023, November 20, 2023 and January 12, 2024. Mr. Bhupinder Nayyar and Mr. Rakesh Mohan Garg were unable to attend committee meetings dated May 13, 2023 and November 20, 2023 respectively. Mr. Bhupinder Nayyar (Ceased to be Director w.e.f. May 16, 2023).

Terms of reference: The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as well as section 178 of the Companies Act, 2013. The objectives of constituting and terms of reference of Nomination and Remuneration Committee are as follow:

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The terms of reference of the Nomination and Remuneration Committee are wide enough to cover the role specified under Section 178 of the Act and Regulation 19 of the Listing Regulations. The same are constantly reviewed and appropriate changes are made from time to time for greater effectiveness of the Committee. The terms of reference of the Committee are as follows:

1. The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
2. The Nomination and Remuneration Committee shall, while formulating the above policy shall ensure that—
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - (b) Relationship of remuneration to performance is clear and meets appropriate performance
  - (c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
3. Formulating framework and/or policy for remuneration, terms of employment including service contracts, policy for and scope of pension arrangements, etc for Executives and reviewing it on a periodic basis;
4. Formulating criteria for evaluation of Independent Directors and the Board.
5. Identifying persons who are qualified to become directors and who may be appointed as

Executives in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal and carry out their evaluation.

6. Formulating terms for cessation of employment and ensure that any payments made are fair to the individual and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;

### D. Corporate Social Responsibility Committee

In accordance with the provisions of Section 135 of the Companies Act, 2013 read with schedule VII of the said Act and further read with Companies (Corporate Social Responsibility) Rules, 2014, the Company has duly constituted "Corporate Social Responsibility Committee". Presently, this Committee is consisting of following Directors as Members/ Chairman:

Sr. No	Name of the Committee Member	Designation	Category
1.	Preet Kamal Kaur Bhatia	Chairperson	Independent Director
2.	Mithan Lal Singla	Member	Non-Executive Director
3.	Rakesh Garg	Member	Executive Director

The composition of the Corporate Social Responsibility Committee is in conformity with the requirements of Section 135 of the Companies Act, 2013.

During FY 2023-24, two Meetings of CSR Committee were held on July 29, 2023 and March 29, 2024. Which were attended by all the members of the CSR Committee viz Ms. Preet Kamal Kaur Bhatia, Mr. Mithan Lal Singla and Mr. Rakesh Garg.

#### Key Responsibilities of the CSR Committee:

- i. Formulate, monitor and recommend to the Board CSR Policy and the activities to be undertaken by the Company.
- ii. Recommend the amount of expenditure to be incurred on the activities undertaken.

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- iii. Review the Company's performance in the area of CSR.
- iv. Evaluate the social impact of the Company's CSR activities.
- v. Review the Company's disclosure of CSR matters, including any annual social responsibility report.
- vi. Review the CSR Report, with the Management, before submission to the Board for approval.
- vii. Establish a monitoring mechanism to ensure that the funds contributed by the Company are spent for the intended purpose only.

The CSR Policy of the Company is available at Website of the Company i.e. [www.jtl.one](http://www.jtl.one)

**E. Risk Management Committee**

Pursuant to the Regulation 21 of SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015, top 1000 listed entities, determined on the basis of market capitalisation as at the end of the immediate preceding financial year are required to constitute Risk Management Committee.

The Company has a duly constituted Risk Management Committee. Presently, this Committee is consisting of following Directors as Members/ Chairman :

Sr. No	Name of the Committee Member	Designation	Category
1.	Mithan Lal Singla	Chairperson	Non-Executive Director
2.	Rakesh Garg	Member	Executive Director
3.	Preet Kamal Kaur Bhatia	Member	Independent Director
4.	Sukhdev Raj Sharma	Member	Independent Director

The composition of the Risk Management Committee is in conformity with the requirements of Regulation 21 of the Listing Regulations.

The Company Secretary of the Company is Secretary of this Committee.

During the financial year 2023-24, two Meetings of Risk Management Committee were held on July 03, 2023

and December 26, 2023. Mr. Sukhdev Raj Sharma was not able to attend meeting dated July 03, 2023.

**The Risk Management Committee has the following terms of Reference:**

- i. To formulate a detailed risk management policy which shall include:
  - (i) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (ii) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (iii) Business continuity plan.
- ii. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- iii. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- iv. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- v. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- vi. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- vii. Review the Company's risk governance structure, risk assessment and risk management practices and guidelines, policies and procedures for the same;

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- viii. Review the Enterprise Risk Management framework;
- ix. Review the Company's risk appetite and strategy relating to key risks, including market risk, product risk, reputational risk and cyber security risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks;
- x. Oversee Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels;
- xi. Review compliance with risk policies, monitor breach/ trigger trips of risk tolerance limits and direct action;
- xii. Approve major decisions affecting the risk profile or exposure and give appropriate directions;
- xiii. Generally assist the Board in the execution of its responsibility for the governance of risk;
- xiv. Attend to such other matters and functions as may be prescribed from time to time.

### F. Other Committees

Besides, the Board of Directors have constituted following Committees for specific purposes:

#### a. Sub Committee of Directors

Sub Committee of Directors looks into Legal, Banking, Finance and other miscellaneous matters. Following is the Composition of Sub Committee of Directors:

Sr. No	Name of the Committee Member	Designation	Category
1.	Mithan Lal Singla	Chairperson	Non-Executive Director
2.	Preet Kamal Kaur Bhatia	Member	Independent Director
3.	Rakesh Garg	Member	Executive Director

During the Financial Year 2023-24, Seven (7) Sub-Committee meetings were held on December 26, 2023,

January 15, 2024, February 03, 2024, February 12, 2024, February 14, 2024, February 29th, 2024 and March 28, 2024. All of the meetings were attended by all the respective members of the Sub-Committee.

#### b. Preferential Issue Committee/Securities Issuance and Allotment Committee

The Board of Directors of the Company had, in its Meeting held on January 20, 2023, constituted "Preferential Issue Committee", which was later on re-named as "Securities Issuance and Allotment Committee" to look into the matters of allotment of warrants upon completion of legal procedures and allotment of Equity shares upon conversion of warrants and also to look into the matters related with other corporate actions and listing arising therefrom.

The Committee consists of following persons as the Chairperson/Members:

Sr. No	Name of the Committee Member	Designation	Category
1.	Mithan Lal Singla	Chairperson	Non-Executive Director
2.	Rakesh Garg	Member	Executive Director
3.	Preet Kamal Kaur Bhatia	Member	Independent Director
4.	Sukhdev Raj Sharma	Member	Independent Director

During the Financial Year 2023-24, the Committee met eight (8) times on May 01, 2023, July 14, 2023, August 16, 2023, September 19, 2023, October 24, 2023, November 11, 2023, December 20, 2023 and February 28, 2024. Out of total, 7 Meetings were attended by all the Members except the meeting dated December 20, 2023 in which Mr. Sukhdev Raj Sharma was absent.

Further, till March 31, 2023 the Board had one more Committee viz Committee of Independent Directors consisting of all the then Independent

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Directors viz. Ms. Preet Kamal Kaur Bhatia, Chairperson, Mr. Bhupinder Nayyar and Mr. Sukhdev Raj Sharma as members. The said Committee was dissolved w.e.f. April 01, 2023.

**c. Fund Raising Committee**

The Board of Directors through a resolution by circulation dated February 14, 2024 constituted the Fund Raising Committee for undertaking the necessary actions in relation to Qualified Institutional Placement ("QIP") of the Company as approved by the Shareholders. The Committee consists of following persons as the Chairperson/ Members:

Sr. No	Name of the Committee Member	Designation	Category
1.	Preet Kamal Kaur Bhatia	Chairperson	Independent Director
2.	Sukhdev Raj Sharma	Member	Independent Director
3.	Dhruv Singla	Member	Executive Director
4.	Pranav Singla	Member	Executive Director

During the FY 2023-24, the Committee met two (2) times on February 14, 2024 and February 24, 2024. All of the meetings were attended by all the respective members of the Fund Raising Committee.

**5. RECOMMENDATIONS OF THE COMMITTEES**

All the recommendations made by the all the Committees were accepted by the Board.

**6. POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

**I. POLICY**

**A. NON EXECUTIVE DIRECTORS – CRITERIA OF SELECTION**

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, banking, law, governance and general management.
- b. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - i. Qualification, expertise and experience of the Directors in their respective fields;
  - ii. Personal, Professional or business standing;
  - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**THE GUIDING PRINCIPLES FOR PERFORMANCE EVALUATION OF NON-EXECUTIVE DIRECTORS:**

1. Fair and Consistent performance: Increase transparency and ensured consistency in performance;
2. Insight and Engagement: Engagement of the Director in Company operations and level of participation thereon
3. Innovation: Continuously innovations based on insight, analytics and Directors' expertise;
4. Simplicity, Speed and Accuracy: Accuracy in delivering the performance and efficiency in performance



## CORPORATE GOVERNANCE REPORT (CONTD.)

5. Business Results: The reward to the Company and its business results achieved through performance of directors are considered as a performance evaluation criteria for NED.

### REMUNERATION OF NON EXECUTIVE DIRECTORS:

The Non Executive Independent Directors shall be entitled to receive remuneration by way of sitting fees, and Non Executive Directors shall be entitled to reimbursement of expenses for participation in the Board / Committee meetings as detailed hereunder:

- i. A Non Executive Independent Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, provided however that they can voluntarily agree to payment nil sitting fee for Board and/or any Committee Meetings.
- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

The amount of the sitting fees and/or commission will not exceed the ceiling / limit under the Act. An Independent Director will not be eligible to any stock option of the Company. The Board of Directors will from time-to-time fix the sitting fees for attending the meetings of the Board and its Committees.

In addition to the sitting fees and commission, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/ her role as a director of the Company. This could include reasonable expenditure incurred by the director for attending Board/ Board committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organised by the Company for directors) and in

obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

### B. MANAGING DIRECTOR-CRITERIA FOR SELECTION / APPOINTMENT

For the purpose of selection of the MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

### REMUNERATION FOR MANAGING DIRECTOR

- i. At the time of appointment or re-appointment, Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and Managing Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:
  - a. the relationship of remuneration and performance benchmarks is clear;
  - b. balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
  - c. responsibility required to be shouldered by Managing Director, the industry benchmarks and the current trends;
  - d. the Company's performance vis-à-vis the annual budget achievement and individual performance.

## CORPORATE GOVERNANCE REPORT (CONTD.)

**REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES**

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure / consider the following:

- i. the relationship of remuneration and performance benchmark is clear;
- ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- iii. the remuneration including annual increment is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance.

**OTHER DISCLOSURES ABOUT REMUNERATION AND NOTICE PERIOD /SEVERANCE FEES**

The Managing Director and Whole Time Director are entitled only to consolidated salary. The Managing Director/ Whole-Time Director(s) are not paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. Presently, the Company does not have a scheme for grant of stock options either to the Managing Director/Whole-time Director(s) or employees. The employment terms does not contain any provisions for payment of any severance fees in case of cessation of employment of the Managing Director/Whole Time Director.

The Nomination and Remuneration Policy adopted by the Company is available on the Company's Website at [www.jtl.one](http://www.jtl.one).

**II. REMUNERATION OF DIRECTORS****A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTOR AND / OR MANAGER:**

(Rs. In Lacs)

Sr. No.	Particulars of Remuneration	Name of Managing Director / Whole - Time Director					TOTAL
		Mr. Madan Mohan (Mg. Director)	Mr. Rakesh Garg (Whole Time Director)	Mr. Dhruv Singla (Whole Time Director)*	Mr. Pranav Singla (Whole Time Director)	Mr. Sanjeev Gupta (Whole Time Director)**	
1.	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30.00	30.00	24.00	24.00	3.34	111.34
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-	-	-
2.	Stock Option	-	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-	-
4.	Commission - as % of profit	-	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-	-
	<b>Total (A)</b>	<b>30.00</b>	<b>30.00</b>	<b>24.00</b>	<b>24.00</b>	<b>3.34</b>	<b>111.34</b>

\*Ceased to be CFO w.e.f. January 12, 2024

\*\*Remuneration paid in the capacity of Director (Operations)

## CORPORATE GOVERNANCE REPORT (CONTD.)

### B. REMUNERATION TO OTHER DIRECTORS\*:

(Rs. In Lacs)

Particulars of Remuneration	Mr. Sukhdev Raj Sharma	Mr. Bhupinder Nayyar*	Ms. Preet Kamal Kaur Bhatia	Mr. Ashok Goyal	Mr. Rakesh Mohan Garg	Mr. Mithan Lal Singla	Rs. In Lacs
Category of Director	Independent	Independent	Independent	Independent	Independent	Non-Executive	
Independent Directors							
1. Fee for attending board/ committee meetings	2.00	0.90	2.00	1.33	1.75	1.50	7.98
2. Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3. Others, please specify*	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total (1)</b>	<b>2.00</b>	<b>0.90</b>	<b>2.00</b>	<b>1.33</b>	<b>1.75</b>	<b>1.50</b>	<b>7.98</b>
Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
1. Fee for attending board/ committee meetings	NIL	NIL	NIL	NIL	NIL	1.50	NIL
2. Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3. Others, please specify*	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total Remuneration of Director (Including Sitting Fee)</b>	<b>2.00</b>	<b>0.90</b>	<b>2.00</b>	<b>1.33</b>	<b>1.75</b>	<b>1.50</b>	<b>7.98</b>

\*ceased to be Director w.e.f. May 16, 2023

Mr. Rakesh Mohan Garg and Mr. Ashok Goyal were appointed on the Board of the Company w.e.f. May 13, 2023 and July 29, 2023 respectively.

Apart from Sitting Fee, the Independent Directors/Non Executive Directors have not been paid any commission or any sort of other remuneration.

### 7. DISCLOSURES AND COMPLIANCES

#### a. Related Party Transactions

All related party transactions entered into during the financial year 2023-24 were on an arm's length basis and in the ordinary course of the business of the Company and do not attract provisions of Section 188 of the Companies Act, 2013. There were no significant transactions with the related parties during the financial year which were in conflict with the interest of Company. Necessary disclosures as required under the Accounting Standards have been made in the Financial Statements. All Related Party Transactions are placed before the Audit Committee of the Board of Directors for prior approval, as required under applicable law. The

Audit Committee as well as all the Directors who were Independent Directors approved the same. Prior omnibus approval of the Audit Committee of the Board of Directors is also obtained for the transactions, which are of foreseen and repetitive nature. A statement giving details of all related party transactions, entered pursuant to the omnibus approval so granted, is placed before the Audit Committee of the Board of Directors for their review on a quarterly basis. A policy on Related Party Transactions as amended and approved by the Board of Directors on time-to-time basis to incorporate the new requirements introduced under the SEBI Listing Regulations is uploaded on the Company's weblink: <https://www.jtl.one/wp-content/uploads/2023/04/relatedparty-transactions-policy.pdf>

## CORPORATE GOVERNANCE REPORT (CONTD.)

**Disclosures**

- i. During the financial year ended March 31, 2024 there were no significant related party transactions that may have potential conflict with the interests of the Company at large.
- ii. There were no penalties imposed, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any capital market related matters during the last three years.
- iii. The Company has announced Whistle Blower Policy. All the personnel of the Company have the access to the Audit Committee.
- iv. The Company has complied with the mandatory requirements of the Listing Regulation.
- v. The Company has adopted various non-mandatory requirements as well, as discussed under relevant headings.
- vi. As at the close of Financial year 2023-24, the Company has a subsidiary. The Company does not have a Material Subsidiary but it has also framed a Material Subsidiary Policy and

the same is placed on the Company's website and the web link for the same is <https://www.jtl.one/wp-content/uploads/2023/04/Policy-for-determining-Material-Subsidiaries.pdf>. The Company's Audit Committee reviews the Consolidated Financial Statements of the Company as well as the Financial Statements of the Subsidiaries, including the investments made by the Subsidiary, if any. The Minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries of the Company are placed before the Board of Directors of the Company.

- vii. The Company has framed Related Party Transaction Policy and is placed on the Company's website and the web link for the same is <https://www.jtl.one/wpcontent/uploads/2023/04/related-partytransactions-policy.pdf>
- viii. During the financial year ended March 31, 2024 the company did not engage in commodity hedging activities.
- ix. Particulars of senior management including the changes therein since the close of the previous financial year are as follows:-

Sr. No.	Name of Senior Manager	Designation	Particulars of change since the closure of previous financial year
1.	Mr. Gurinder Makkar	Company Secretary & Compliance Officer	Resigned w.e.f. October 25, 2023
2.	Mr. Amrender Kumar Yadav	Company Secretary & Compliance Officer	Appointed w.e.f. November 20, 2023
3.	Mr. Dhruv Singla	Whole Time Director cum CFO	Ceased to be CFO w.e.f. January 12, 2024 and re-designated as Whole Time Director
4.	Mr. Atul Garg	Vice President-Finance & Accounts	Appointed as Chief Financial Officer w.e.f. January 12, 2024
5.	Mr. Sanjeev Gupta	Plant Head- Derabassi	Appointed as Whole Time Director w.e.f. November 20, 2023
6.	Mr. Narender Singh	Plant Head-Raipur	NA
7.	Mr. Ali Mohammad Khan	Plant Head – Mangaon	Resigned w.e.f. August 31, 2023
8.	Mr. Soman K G	Plant Head- Mangaon	Appointed w.e.f. May 03, 2023
9.	Mr. Ashutosh Sharma	President-Exports	NA
10.	Mr. Ved Prakash Royal	Head- Sales & Marketing	Appointed w.e.f. December 01, 2023
11.	Mr. Ramesh Kumar Kalia	Head- Human Resources and Administration	Appointed w.e.f. December 01, 2023

## CORPORATE GOVERNANCE REPORT (CONTD.)

- x. Disclosure of certain types of agreements binding listed entities

There are no such agreements of contracts binding listed companies as detailed in SEBI LODR which directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity. Hence Information required to be disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations is Nil.

### b. Compliance

- i. There has been no instance of non-compliance of any requirement of Corporate Governance Report. So, the Company has fully complied with the applicable requirement specified in Reg. 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46.
- ii. The Company has followed accounting treatment as prescribed in Accounting Standards applicable to the Company. The financial statements have been prepared in accordance with the applicable Accounting Standards and relevant provisions of the Companies Act, 2013 and related rules, as amended from time to time.

### c. Adoption of Non-Mandatory Requirements

#### I. The Board

The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director or CEO.

#### II. Shareholder Rights

Quarterly/Half yearly/yearly financial results are forwarded to the Stock Exchanges and also uploaded on the website of the Company The same are also published in required newspapers.

#### III. Audit Qualifications

There was no audit qualification in the Auditors Report on the Company's financial statements for the FY 2023-24.

### IV. Reporting of Internal Auditor

The Internal Auditor of the Company reports to and presents his internal audit observations to the Audit Committee.

### d. Disclosure of shares / convertible instruments held by non-executive directors as on March 31, 2024

a. SHARES		
i. Independent Directors		
1	Mr. Sukhdev Raj Sharma	Nil
2	Ms. Preet Kamal Bhatia	Nil
3.	Mr. Ashok Goyal	Nil
4.	Mr. Rakesh Mohan Garg	Nil
ii. Non-Executive Director		
1.	Mr. Mithan Lal Singla	43,96,714 (2.48%)
b. CONVERTIBLE INSTRUMENTS		
	There are no outstanding convertible Instruments allotted to Non-Executive Directors as at March 31, 2024	Nil

### 8. DISCLOSURE ON DETAILS OF UTILISATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT AS SPECIFIED UNDER REGULATION 32 (7A). UNDER REGULATION 32 (7A) OF SEBI (LODR) REGULATIONS 2018

The Board of Directors in their meeting held on March 03, 2023 came with a Preferential Issue and allotted 1,28,08,350 fully convertible warrants to Non-Promoter Public Category at an issue price of Rs. 300/- per warrant on receipt of 25% of the Issue Price as application money. CARE Ratings Limited was appointed as Monitoring Agency to monitor the utilisation of the funds raised through this preferential issue, in accordance with the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

During the FY 2023-24, out of 1,28,08,350 total 41,63,323 warrants were converted into Equity Shares on receipt of balance 75% of the Issue Price as per the following details: -

## CORPORATE GOVERNANCE REPORT (CONTD.)

Sr. No.	Allotment Date	No. of Allotees	No. of Equity Shares
1.	May 01, 2023	1	1,00,000
2.	July 14, 2023	1	15,000
3.	August 16, 2023	9	3,95,000
4.	September 19, 2023*	4	2,25,000
5.	October 24, 2023*	3	76,700
6.	November 11, 2023*	2	1,62,768
7.	December 20, 2023*	7	2,40,300
8.	February 28, 2024*	9	29,48,555
		<b>Total</b>	<b>41,63,323</b>

The funds so raised on allotment of convertible warrants and further on their conversion into equity were fully utilised for Modernisation, acquisitions and Expansion of Manufacturing Units, Working Capital Requirements, General Corporate Purposes and meeting issue related expenses thus for the purpose for which these were raised and in accordance with the objectives of the said preferential issue stated in the explanatory statement to the notice of Extra Ordinary General Meeting dated January 20, 2023 and there had been no deviation or variation in the use of the proceeds/ funds so raised. As on March 31, 2024 total 86,45,027 warrants were outstanding for conversion.

\*The members of the Company in its Annual General Meeting held on August 30, 2023 approved a Bonus Issue in the ratio of 1:1 and Relevant Date for the same was decided as September 07, 2023. For all the outstanding warrants as on Relevant Date specified sum of reserves were set aside to issue Bonus Shares upon the conversion of such outstanding Warrants. Accordingly for all the conversion made after September 07, 2023 Bonus Shares were also issued upon them in the ratio of 1:1.

The Company also came with a fresh Preferential Allotment on February 02, 2024 and allotted 2,50,00,000 fully convertible warrants to Promoter/Promoter Group and Non-Promoter/Public Category at an issue price of Rs. 270/- per warrant on receipt of 25% of the Issue Price as application money. CARE Ratings Limited was appointed as Monitoring Agency to monitor the utilisation of the funds raised through preferential issue, in accordance with the provisions of Regulation 162A

of the SEBI ICDR Regulations, 2018. The funds raised from the allotment of warrants were fully utilised for the purpose for which these were raised and in accordance with the objectives of the said preferential issue stated in the explanatory statement to the notice of Postal Ballot and there had been no deviation or variation in the use of the proceeds/ funds so raised.

#### 9. DISCLOSURE AS TO PUBLIC/RIGHTS/PREFERENTIAL ISSUES/BONUS ISSUE / SUBDIVISION ETC.

During the financial year 2023-24, the Company has allotted 41,63,323 Equity shares of face value of Rs. 2/- each on account of conversion of warrants allotted on preferential basis, into Equity shares of the Company. Also, the members of the Company in its Annual General Meeting held on August 30, 2023 approved a Bonus Issue in the ratio of 1:1 and Relevant Date for the same was decided as September 07, 2023. Accordingly, on September 11, 2023 Bonus Shares were allotted to all the shareholders on the Relevant Date and as a result, the paid up share capital of the Company increased from Rs. 169704184 divided into 84852092 equity shares of Face Value of Rs. 2/- each to Rs. 339408368 divided into 16,97,04,184 equity shares of Face Value of Rs. 2/- each.

The Company also came with a fresh Preferential Allotment on February 02, 2024 and allotted 2,50,00,000 fully convertible warrants to Promoter/Promoter Group and Non-Promoter/Public Category at an issue price of Rs. 270/- per warrant. All the 2,50,00,000 fully convertible warrants were pending for conversion into equity as on March 31, 2024.

Apart from above, there was no change in the Share Capital during the year under review. The Company has neither issued any shares with differential voting rights or granted stock options or issued sweat equity or purchased its own shares nor the Company has made any Public/ Rights/ QIP/Bonus/Buy back of Equity Shares of the Company.

#### 10. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS:

The Company has not issued GDRs or ADRs. During the financial year 2022-23, the Company had allotted

## CORPORATE GOVERNANCE REPORT (CONTD.)

1,28,08,350 warrants on preferential basis to persons of public category which were convertible into equal number of shares. As on March 31, 2024, out of 1,28,08,350, 41,63,323 Warrants were converted into equity shares and balance 86,45,027 warrants were outstanding and pending to be converted into equity shares. The Company also came with a fresh Preferential Allotment on February 02, 2024 and allotted 2,50,00,000 fully convertible warrants to Promoter/Promoter Group and Non-Promoter/Public Category at an issue price of Rs. 270/- per warrant. All the 2,50,00,000 fully convertible warrants were outstanding for conversion into equity as on March 31, 2024.

### 11. INDEPENDENT DIRECTORS:

It is confirmed that in the opinion of the Board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

### 12. DETAILS OF INVESTORS COMPLAINTS / QUERIES RECEIVED AND REDRESSED:

Sr. No.	Nature of Queries/ Compliant	Received during the year	Redressed during the year	Pending as on March 31, 2024
1	Transfer/ Transmission of Duplicate Share Certificate	NIL	NIL	NIL
2	Dematerialisation / Remat. of Shares	NIL	NIL	NIL
3	Complaints received from:			
	SEBI/BSE/NSE/ NSDL/CDSL	NIL	NIL	NIL
	ROC/MCA/Others	NIL	NIL	NIL
4	Others	NIL	NIL	NIL
	Grand Total	NIL	NIL	NIL

### 13. RECONCILIATION OF SHARE CAPITAL AUDIT

As required under the Securities & Exchange Board of India (SEBI) (Depositories and Participants) Regulations, 2018, quarterly audit of the Company's

share capital is carried out by an independent auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate/Report in regard to the same is submitted to BSE Limited, NSE Limited and Metropolitan Stock Exchange of India Limited is also placed before Stakeholders' Relationship Committee and the Board of Directors. As on March 31, 2024, 96.54% of the Equity Shares were in dematerialised form.

### 14. SECRETARIAL AUDIT AND SECRETARIAL COMPLIANCE REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s S.V. Associates, Company Secretaries, a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company for FY 2023-24. Secretarial Audit Report as per Section 204 of Companies Act, 2013 is given in this Annual Report. No adverse comments have been made in the said report by the Practicing Company Secretary.

Regulation 24A of SEBI (LODR) Regulations read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019 mandated all listed entities to obtain annual secretarial compliance Reports on compliance with SEBI Regulations and circulars/guidelines issued thereunder from a company secretary in practice. Accordingly, the Company has obtained a Secretarial Compliance Report for FY 2023-24 from S.V. Associates, Practicing Company Secretaries and filed the same with BSE, NSE and MSEI.

### 15. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 and the Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Vigil Mechanism for directors and employees to report genuine concerns

## CORPORATE GOVERNANCE REPORT (CONTD.)

about any instance of any irregularity, unethical practice and/or misconduct. The Mechanism also provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.jtl.one](http://www.jtl.one). We affirm that during the financial year 2023-24, no employee was denied access to the Audit Committee.

**16. COMPLIANCE WITH CODE OF CONDUCT**

The Company has adopted a "Code of Conduct for Directors and Senior Management Personnel". The Directors and Senior Management Personnel have given an Annual Affirmation during the FY 2023-24, to this Code. The said Code has also been placed by the Company on its website i.e. [www.jtl.one](http://www.jtl.one)

**17. FUND RAISING BY ISSUANCE OF DEBT SECURITIES, IF ANY**

Pursuant to SEBI Circular No. SEBI/HO/DDRS/CIR/P/2018/144 dated November 26, 2018, the Company is not identified as a "Large Corporate" during the year ended March 31, 2024 as per the framework provided in the said Circular. Moreover, the Company has not raised any fund by issuance of debt securities.

**18. GENERAL BODY MEETINGS**

- a. Details of Annual General Meetings (AGM) and Extra-ordinary General Meetings (EGM) of the Company held during the last three Financial Years are as follows:

Meeting	Day	Date	Time	Venue	No. of Special Resolutions Passed
32 <sup>nd</sup> AGM	Wednesday	August 30, 2023	11:30 A.M.	Through Video Conferencing (VC) or other Audio Visual Means (OVM).	6
EGM	Friday	February 17, 2023	1:00 P.M.	Through Video Conferencing (VC) or other Audio Visual Means (OVM).	1
31 <sup>st</sup> AGM	Friday	September 30, 2022	9.00 A.M.	Through Video Conferencing (VC) or other Audio Visual Means (OVM).	1
30 <sup>th</sup> AGM	Wednesday	September 22, 2021	10:30 A.M.	Through Video Conferencing (VC) or other Audio Visual Means (OVM).	3

- b. No Extra Ordinary General Meeting of the shareholders was held during the financial year ended March 31, 2024.
- c. At the ensuing Annual General Meeting, there is no resolution which is proposed to be passed by postal ballot.



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- d. During the financial year 2023-24, following 5 resolutions were passed through Postal Ballot by utilising a remote e-voting process only:-

Sr. No.	Resolution	Postal Ballot Conclusion Date
1.	Appointment of Mr. Rakesh Mohan Garg (DIN: 08970794) as an Independent Director of the Company	August 05, 2023
2.	Preferential allotment of upto 3,00,00,000 fully convertible warrants to the persons belonging to promoter, promoter group and non-promoter, public category	January 18, 2024
3.	To raise capital by way of Qualified Institutions Placement to eligible investors through an issuance of equity shares and/or other eligible securities including "green shoe" option	
4.	Appointment and regularisation of Mr. Sanjeev Gupta (DIN: 10396875 ) as an Executive Director acting in the capacity of Director(Operations) of the Company	
5.	Increase in authorised share capital of the Company and consequent amendment in capital clause of the Memorandum of Association of the Company	

The aforementioned Postal Ballot was conducted solely through the remote e-voting process in accordance with provisions of Sections 108 and 110, as well as other applicable provisions of the Act and its corresponding Rules.

All the above resolutions were passed with the necessary majority, and the outcomes were declared within the statutory time limits.

### 19. CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer (CFO) have certified to the Board, inter-alia, the accuracy of Financial Statements and adequacy of Internal Controls for the financial reporting purpose as required under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended March 31, 2024.

### 20. MEANS OF COMMUNICATION

The Company communicates with the shareholders through its Annual Reports, Publication of quarterly Results, Earning calls, Investor presentations, Press Releases, Announcements, reports and returns filed with Stock Exchanges (BSE, NSE and MSEI) and Registrar of Companies etc. The financial results are normally published in The Financial Express/ Jansatta etc. All information including business updates, product, process, financials such as Annual Reports, Quarterly results, Shareholding Pattern, Press Releases, Earning Call and its Transcripts, different

codes are also available on the Company's Website i.e. [www.jtl.one](http://www.jtl.one) and information about it is also given in the Annual Reports and publications made by the Company. The Investor Complaints are processed in a centralised web based complaints redressal system on <https://scores.sebi.gov.in>, a website maintained by SEBI (Securities and Exchange Board of India). The main feature of this system is central database of all complaints, online upload of action taken reports (ATRs) by the concerned companies and online view by investors of action taken on complaints and its current status.

### 21. GENERAL SHAREHOLDERS INFORMATION:

#### I. 33<sup>RD</sup> ANNUAL GENERAL MEETING

DATE	September 14, 2024
TIME	11:30 A.M.
DAY	Saturday
VENUE	THROUGH VIDEO-CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM"),

<b>1. RECORD DATE FOR DIVIDEND</b>	August 30, 2024
<b>2. CUT-OFF DATE FOR VOTING</b>	September 7, 2024

## CORPORATE GOVERNANCE REPORT (CONTD.)

## II. FINANCIAL CALENDAR 2024-25 (TENTATIVE)

<b>First Quarter Results</b>	10th July, 2024
<b>Second Quarter Results</b>	Middle of November, 2024
<b>Third Quarter Results</b>	Middle of February, 2025
<b>Fourth Quarter Results and Yearly</b>	Middle/End of May, 2025
<b>Notice/Directors Report</b>	August, 2025

## III. FINANCIAL YEAR : April 01 to March 31.

## IV. LISTING

## 1. BSE Limited (BSE)

1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001

## 2. Metropolitan Stock Exchange of India Limited (MSEI)

Building A, Unit 205A, 2nd Floor, Piramal Agastya Corporate Park,  
L.B.S Road, Kurla West,  
Mumbai - 400070 India Limited

## VI. STOCK MARKET DATA

BSE SCRIP CODE	534600
MSEI SCRIP CODE	JTLIND
NSE SCRIP CODE (Listed w.e.f. June 12, 2023)	JTLIND
ISIN	INE391J01024
FACE VALUE	Rs. 2/- Per Share

The month wise highest, lowest and closing stock prices vis a vis BSE Sensex and Nifty\* during the financial year 2023-24 are given below:

Month	JTL AT BSE FOR THE FY 2023-24				JTL AT NSE FOR THE FY 2023-24			
	High Price	Low Price	Close Price	No. of Shares	High Price	Low Price	Close Price	No. of Shares
Apr-2023	355	315.35	329.6	2,14,975	354.50	315.50	329.15	37,20,636
May-2023	338.75	300.5	330.5	3,66,307	338.70	303.35	329.05	57,43,485
Jun-2023	367.3	317.1	357.75	6,45,572	367.40	317	358.25	77,51,280
Jul-2023	388.95	338.2	376.1	5,58,430	387.20	337.95	376.75	75,24,681
Aug-2023	416.75	375.65	407.65	7,40,867	418.70	375.95	407.75	1,36,32,155
Sep-2023*	436	195	230.4	8,13,313	436.90	195	230.40	1,71,27,851
Oct-2023	251.65	208.55	216	10,17,016	251.60	208.55	215.60	1,79,36,748
Nov-2023	231.15	205.5	217	4,39,245	230.90	205.05	217.45	92,04,024
Dec-2023	252.75	195.5	238.55	89,02,090	252.70	195	237.95	10,80,74,988
Jan-2024	272.9	234.2	270.2	33,44,044	273	234.30	269.90	5,37,26,293
Feb-2024	276.6	241.2	259.8	19,22,267	278	241.40	259.60	2,72,84,106
Mar-2024	270.95	167.1	183.85	35,22,983	270.80	166.90	183.25	4,92,50,739

## 3. National Stock Exchange of India Limited (NSE)\*

Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051

\*The Securities of the Company were earlier under permitted to trade category at NSE, have been got listed at Main Board of NSE w.e.f. June 12, 2023 with the designated security code 'JTLIND'.

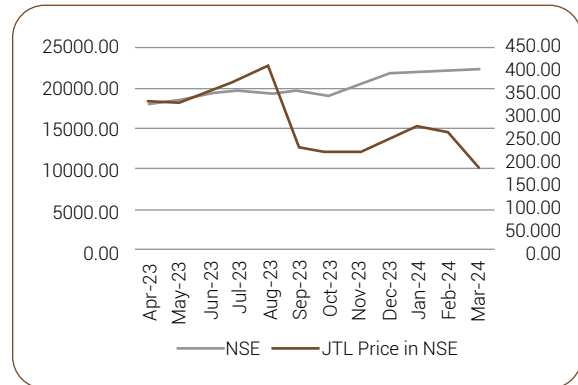
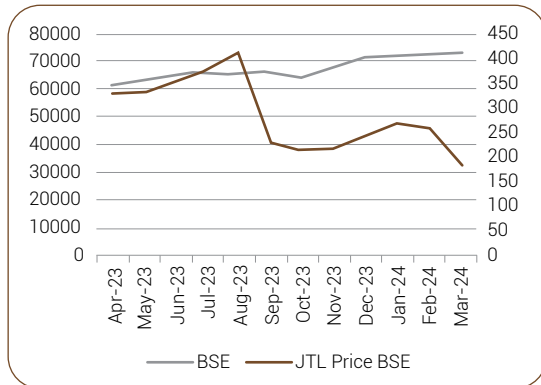
The annual listing fees payable to these stock exchanges have been paid in full for the financial year 2024-25.

## V. FINAL DIVIDEND PAYMENT DATE

The Board of Directors in its meeting held on May 10, 2024 has recommend a final dividend of Rs. 0.25/- per Equity Share ( on the face value of Rs. 2/- each) i.e. @12.50%, for the Financial Year 2023-24, subject to approval of Shareholders in ensuing AGM. Dividend, if any, declared in the ensuing AGM will be paid on or after September 14, 2024, but before the statutory time limit of 30 days from the date of declaration.

## CORPORATE GOVERNANCE REPORT (CONTD.)

### Performance of the Company in comparison to broad-based indices:



\*During the FY 2023-24, on 11.09.2023 the Company had made the allotment of 8,48,52,092 Bonus equity shares to the existing members holding shares on the record date i.e., September 07, 2023 in the ratio of 1:1 and further reserved the bonus shares for the outstanding securities in the same ratio. Consequently, on September 12, 2023 the stock price got adjusted due to this corporate action.

\*\*The Company's securities got listed on the NSE platform with effect from June 12, 2023. However, the said securities were already under the permitted-to-trade category.

### VII. REGISTRAR AND SHARE TRANSFER AGENT (RTA) AND SHARE TRANSFER SYSTEMS

The Company has appointed Beetal Financial & Computer Services (P) Limited as its share transfer agent and accordingly, processing of share transfer/transmission/dematerialisation/ re-materialisation/ issue of duplicate shares/confirmation letters and allied activities are handled by Beetal Financial & Computer Services (P) Limited, New Delhi. The Company has participation as an issuer with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). All the fees to both Depositories stands paid till date. The shareholders may operate through any depository. As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form.

#### Share Transfer System

The Registrar and Share Transfer Agent have put in place an appropriate share transfer system to ensure timely share transfers and related activities.

SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from

Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website: [www.jtl.one](http://www.jtl.one). Any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company, for assistance in this regard.

The Company obtains yearly certificate from M/s SV Associates, Practicing Company Secretary confirming the compliance by the Company of the timelines specified under Regulation 40(9) of the Listing Regulations for registering transmission/ consolidation etc. and files the same with the stock exchanges in the prescribed timeline.

## CORPORATE GOVERNANCE REPORT (CONTD.)

**Address of RTAs**

Beetal Financial & Computer Services (P) Limited. Address: Beetal House, 99, Madangir,  
Behind Local Shopping Centre, New Delhi  
Tel: (91) -11-29961281-83  
Fax: (91) -11-29961284  
Email: beetal@rediffmail.com

**Address of the Company**

JTL Industries Limited  
SCO 18-19, Sector 28C, Chandigarh – 160002  
Tel: (91) 172 4668000  
E-mail: secretarial@jtl.one

The Company has a duly constituted Stakeholders Relationship Committee to look into the matters related with transfer, transmission, demat, remat, issue of duplicate share certificates, investors complaints and other related matters.

**VIII. CREDIT RATING OBTAINED BY THE COMPANY**

During the year under consideration, the credit rating obtained from CARE Ratings Limited for short term and long term exposures was surrendered by the Company. The Rating issued by CARE for the Bank Facilities was as under:

Long Term facilities Care A- ; Stable

Short Term facilities CARE A2+

Now, Company is in process of obtaining ratings from other Credit Ratings agencies.

**IX. DISTRIBUTION OF SHAREHOLDING AS ON March 31, 2024**

Sr. No.	Shares Range			Number of shareholders/folios	Percentage of total shareholders	Total shares for the range	Percentage of issued capital
1.	1	to	5000	69763	96.277	14,71,1031	8.3108
2.	5001	to	10000	1329	1.834	48,22,812	2.7246
3.	10001	to	20000	650	0.897	47,63,644	2.6912
4.	20001	to	30000	214	0.295	26,86,336	1.5176
5.	30001	to	40000	110	0.152	19,65,190	1.1102
6.	40001	to	50000	65	0.090	14,45,048	0.8164
7.	50001	to	100000	161	0.222	59,33,919	3.3523
8.	100001	to	above	169	0.233	14,06,82,850	79.4770
<b>Total</b>				<b>72,461</b>	<b>100.00</b>	<b>17,70,10,830</b>	<b>100.00</b>

**X. COMPLIANCE WITH MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

The Company has fully complied with the applicable requirements as laid down in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of ensuring Corporate Governance.

## CORPORATE GOVERNANCE REPORT (CONTD.)

### XI. DISCLOSURE BY THE COMPANY AND ITS SUBSIDIARIES OF "LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

Sr. No.	Name of Lendor	Name of Borrower	Interested Director*	Opening Balance as on April 01, 2023	Outstanding as 31 March, 2024
1.	JTL Industries Limited	JTL Tubes Limited	Rakesh Garg Dhruv Singla Pranav Singla	32.82	0.00
2.	JTL Industries Limited	JTL Green Energy Limited	Rakesh Garg Dhruv Singla Mithan Lal Singla	7.00	0.00
3.	JTL Industries Limited	Mirage Infra Limited	Madan Mohan	1326.50	1054.73

\*Transactions with the Company(ies) in which Directors of the Company are interested have been included.

### XII. SHAREHOLDING PATTERN OF THE COMPANY AS ON 31.03.2024

CATEGORY	No. of Shares of Face value of Rs. 2/- each.	% of shareholding
Promoters/Promoters Group	9,61,18,918	54.30
Mutual funds/ Alternate Investment funds	1,15,818	0.07
Banks, FIs, Insurance Companies etc.	0	0
Foreign Portfolio Investors	24,06,600	1.36
Foreign Institutional Investors	55,20,000	3.12
Private Corporate Bodies	1,07,26,161	6.06
Non-Resident Indians	28,36,342	1.60
Central/State Govt.	0	0
Indian Public	5,60,61,497	31.67
Clearing Members	32,25,494	1.82
<b>GRAND TOTAL</b>	<b>17,70,10,830</b>	<b>100.00</b>

### XIII. SHAREHOLDING OF DIRECTORS AS ON 31.03.2024

Sr.	Name of the Director and Category	Number of Shares held in the Company as at March 31, 2024
1	Mr. Sukhdev Raj Sharma (Independent Director) (Chairman)	Nil
2	Mr. Rakesh Mohan Garg (Independent Director)	Nil
3	Ms. Preet Kamal Kaur Bhatia (Independent Woman Director)	Nil
4	Mr. Ashok Goyal ((Independent Director)	Nil
5	Mr. Madan Mohan (Managing. Director)	2,61,08,934 (14.75%)

## CORPORATE GOVERNANCE REPORT (CONTD.)

Sr.	Name of the Director and Category	Number of Shares held in the Company as at March 31, 2024
6	Mr. Mithan Lal Singla (Non-Executive Director)	43,96,714 (2.48%)
7	Mr. Rakesh Garg (Whole Time Director)	1,31,39,336 (7.42%)
8	Mr. Dhruv Singla (Whole Time Director)	45,45,000 (2.57%)
9	Mr. Pranav Singla (Whole Time Director)	21,94,034 (1.24%)
10	Mr. Sanjeev Gupta (Whole Time Director)	2 (0.01%)

**XIV. DEMATERIALISATION OF SHARES:**

As on March 31, 2024 approx. 99.87% shares comprising 17,67,89,130 equity shares (including allotted in dematerialised form in respect of which Corporate Action was pending) were dematerialised.

**XV. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

As per regulation 34(3) read with Schedule V of the Listing Regulations, as on March 31, 2024 2,21,800 shares of the Company are lying in the unclaimed/ suspense/escrow account.

**XVI. SUSPENSION OF SECURITIES, IF ANY**

The securities of the Company have not been suspended from trading during FY 2023-24.

**XVII. COMPLIANCE OFFICER**

Mr. Amrender Kumar Yadav, Company Secretary  
SCO 18-19, Sector 28C, Chandigarh – 160002  
Tel: (91) 172 4668000  
E-mail: secretarial@jtl.one

**XVIII. CEO/ MG. DIRECTOR**

MANAGING DIRECTOR: Mr. Madan Mohan  
SCO 18-19, Sector 28C, Chandigarh – 160002  
Tel: (91) 172 4668000  
E-mail: finance@jtl.one

**XIX. CHIEF FINANCIAL OFFICER (CFO)**

Mr. Atul Garg  
SCO 18-19, Sector 28C, Chandigarh – 160002  
Tel: (91) 172 4668000  
E-mail: corp@jtl.one

**XX. DESIGNATED EMAIL ID FOR INVESTORS**

info@jtl.one, secretarial@jtl.one

**XXI. GREEN INITIATIVE**

The Ministry of Corporate Affairs has taken the Green Initiative in Corporate Governance by allowing paperless compliances by Companies through electronic mode. Your Company supports the Green Initiative. Your Company appeals to you, its shareholders, who are yet to register your E-mail addresses that you take necessary steps for registering the same so that you can also become a part of the initiative and contribute towards a greener environment.

**XXII. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES.**

Risks are associated with various forex exposures like translation, transaction, economic etc. The Company would have on risk on net import side. Import Exposure includes Acceptance, Trade Payables, Trade Buyer's Credit, Interest Payable, CAPEX Buyer's Credit etc. and export exposure includes trade receivables etc.

There are various financial instruments for hedging available to mitigate these risks like Forward Cover, Options and Derivative etc. Based on the risks involved in the hedging instrument, the Company generally uses Forward Cover as measure for mitigating the Forex Volatility.

Disclosure of commodity price risks and commodity hedging activities: The Company has price review mechanism to protect against material movement in price of raw materials.

As per the SEBI Circular dated November 15, 2018, disclosure regarding exposure of the Company to various commodities for the financial year ended on March 31, 2024, is as under:

## CORPORATE GOVERNANCE REPORT (CONTD.)

Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:

- Total exposure of the listed entity to commodities in Rs. : NIL/NA
- Exposure of the listed entity to various commodities:

Commodity Name	Exposure in Rs. towards the particular commodity	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives				
			DOMESTIC		INTERNATIONAL		TOTAL
			OTC	Exchange	OTC	Exchange	
NIL/NA			NIL	NIL	NIL	NIL	NIL

- Commodity risks faced by the listed entity during the year and how they have been managed:

Senior management monitors commodity price risk and foreign exchange risk and based on the expert advice taken necessary step for its coverage. The Company has a very robust and well proven policies for commodities and inputs sourcing and prices are generally on the lower side. The Company has adequate working capital arrangements in place to adhere to the above policy procurement every year.

Audit Fees paid	Rs. 10.00 Lacs
Out of Pocket Expenses	-
Total Rs.	10.00 Lacs

### XXIII. DETAILS OF FEES PAID BY THE COMPANY AND ITS SUBSIDIARIES, ON CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR AND TO ALL ENTITIES IN THE NETWORK FIRM/NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART IS AS UNDER:

Fee disclosures as required by Clause 10(k), Part C, Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The total fees for all services paid by the Company and its Subsidiary (Audit of subsidiary done by other Auditor) on a consolidated basis, to M/s N. Kumar Chhabra & Co., Statutory Auditors and other firms in the network entity of which the statutory auditor is a part (Not Applicable), as included in the consolidated financial statements of the Company for the year ended March 31, 2024, is as follows:

### XXIV. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has an Internal Complaints Committee (ICC Committee) which meets regularly to discuss and monitor if there is any sexual harassment in the work place and resolves the issues if any. During the financial year under consideration, the ICC committee did not receive any complaints related to the sexual harassment of women and no complaint was pending as on end of the year 2023-24.

### XXV. DETAILS OF MATERIAL SUBSIDIARIES OF THE COMPANY, INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF THE STATUTORY AUDITORS OF SUCH SUBSIDIARIES :

The Company does not have material subsidiary Companies as on reporting date. Hence, the said disclosure is not applicable.

### XXVI. TRANSFER OF UNCLAIMED/UNPAID DIVIDENDS/ SHARES TO IEPF

Pursuant to provision of the Section 125 and other applicable provisions of the Act, dividends that remain unpaid / Unclaimed for a period of consecutive 7 years, are required to be transferred to the account

## CORPORATE GOVERNANCE REPORT (CONTD.)

administered by the Central Government viz. Investor Education and Protection Fund ("IEPF"). Further, according to the said Rules, the shares on which Dividend has not been encashed or claimed by the Members for 7 consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 / Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, there were no amounts or shares requiring transfer to Investor Education and Protection Fund during the FY 2023-24.

The Company has appointed Mr. Pranav Singla, Whole Time Director as a Nodal Officer for the purpose of coordination with Investor Education and Protection Fund Authority as and when required. Details of the Nodal Officer are available on the website of the Company at [www.jtl.one](http://www.jtl.one).

### XXVII. PLANT LOCATIONS

Unit I: Vill. Gholu Mazra (Derabassi, Punjab)

Unit II: Mangaon (Maharashtra)

Unit III: Mandi Gobindgarh (Punjab)

Unit IV: Raipur (Chhattisgarh)

### XXVII. ADDRESS FOR CORRESPONDENCE:

Regd. Office:

JTL Industries Limited

SCO 18-19, Sector 28C, Chandigarh – 160002

Tel: (91) 172 4668000

E-mail: [secretarial@jtl.one](mailto:secretarial@jtl.one)

### XXIX. CORPORATE IDENTITY NUMBER (CIN):

The Corporate Identity Number (CIN) of the Company, allotted by Ministry of Corporate Affairs, Government of India is CIN: L27106CH1991PLC011536

**NOTE: The shareholders in respect of dematerialised shares should address correspondence to their respective Depository Participants (DPs)**



CORPORATE GOVERNANCE REPORT (CONTD.)

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS BY PRACTICING COMPANY SECRETARY**

**(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**

**JTL Industries Limited,**

**(erstwhile JTL Infra Limited)**

**S.C.O. 18-19, Sector-28C,**

**Chandigarh-160002**

We S V Associates, Practicing Company Secretaries, Chandigarh, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of JTL Industries Limited (erstwhile JTL Infra Limited) having CIN L27106CH1991PLC011536 and having registered office at S.C.O. 18-19, Sector-28C, Chandigarh-160002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

<b>Sr. No.</b>	<b>DIN</b>	<b>Name of the Director</b>	<b>Date of appointment in the Company*</b>
1.	00156668	Madan Mohan	July 29, 1991
2.	00156885	Mithan Lal Singla	July 29, 1991
3.	00184081	Rakesh Garg	July 29, 1991
4.	02837754	Dhruv Singla	August 18, 2021
5.	07898093	Pranav Singla	August 18, 2021
6.	07070977	Preet Bhatia	February 13, 2015
7.	02135083	Sukhdev Raj Sharma	June 30, 2020
8.	08970794	Rakesh Mohan Garg	May 13, 2023
9.	08930828	Ashok Goyal	July 29, 2023
10.	10396875	Sanjeev Gupta	November 20, 2023

\*Date of appointment is as per MCA Portal.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. 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 S.V. Associates**

**Sahil Malhotra**

Company Secretary

CP No.14791

M. No. 38204

Date: May 23, 2024

Place: Chandigarh

UDIN: A038204F000432257

PR Number: -2522/2022

## CORPORATE GOVERNANCE REPORT (CONTD.)

**CHIEF EXECUTIVE OFFICER (CEO) /CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

**{In terms of regulation 17(8) of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015}**

**To**

**The Board of Directors,**

**JTL INDUSTRIES LIMITED**

**(Formerly known as JTL INFRA LIMITED)**

As required under the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the Listing Regulations] read with Schedule II part B of the Listing Regulations, we hereby certify that:

- A. We have reviewed Audited Financial Statements and Cash Flow Statements for Financial Year ended March 31, 2024 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) 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 Financial Year ended March 31, 2024 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, wherever applicable:
- (1) significant changes (if any) in internal control over financial reporting during the Financial Year ended March 31, 2024;
  - (2) significant changes (if any) in accounting policies during the Financial Year ended March 31, 2024 and that the same have been disclosed in the notes to the Financial Statements; and
  - (3) instances of significant fraud (if any) 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.

**For JTL Industries Limited  
(Formerly known as JTL INFRA LIMITED)**

Date: May 10, 2024

Place: Chandigarh

**Madan Mohan**

(Managing Director)

(DIN: 00156668)

**Atul Garg**

(Chief Financial Officer)

(PAN: ALZPG9915G)

## CORPORATE GOVERNANCE REPORT (CONTD.)

### DECLARATION REGARDING CODE OF CONDUCT

I/We hereby confirm that the Company has obtained from all the members of the Board and Senior Management team, an affirmation of compliance with the Code of Conduct for Directors and Senior Management in respect of financial year ended March 31, 2024.

**FOR JTL INDUSTRIES LIMITED**  
**(Formerly known as JTL INFRA LIMITED)**

**Madan Mohan**  
(Managing Director)  
(DIN: 00156668)

Place: Chandigarh  
Date: May 10, 2024

### PRACTICING COMPANY SECRETARIES CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

#### The Members of JTL Industries Limited

We have examined relevant records of M/s JTL Industries Limited (the Company) for the purpose of certifying compliance of the conditions of Corporate Governance for the financial year ended March 31, 2024 as per the provisions of Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of procedure and implementation thereof. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied with the conditions of Corporate Governance for the financial year ended March 31, 2024 as stipulated in the Listing Regulations.

This Certificate is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company

**For S.V. Associates**  
**Company Secretaries**

**Sahil Malhotra**  
Company Secretary  
CP No.14791  
M. No. 38204  
UDIN: A038204F000511842

Date: May 31, 2024  
Place: Chandigarh

# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Securities and Exchange Board of India (SEBI) vide circular SEBI/HO/CFD/CMD-2/P/ CIR/2021/562, has mandated from the Financial Year 2022-2023 filing of Business Responsibility and Sustainability Report (BRSR) for the top 1000 listed companies (by market capitalization) and to comply with the same Company published its first Business Responsibility and Sustainability Report in its Annual Report for the FY 2022-23.

JTL Industries Limited proudly unveils its second Business Responsibility and Sustainability Report (BRSR), embodying our steadfast commitment to aligning with the National Voluntary Guidelines (NVGs) on Social, Environmental, and Economic Responsibilities of Business. This report stands as a testament to our dedication to transparency, accountability, and sustainable practices.

At JTL Industries, we recognize the pivotal role that businesses play in shaping a better world, and we are deeply committed to upholding our responsibilities towards society, the environment, and the economy. Our adherence to the guidelines issued by the Ministry of Corporate Affairs (MCA), Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023 underscores our unwavering commitment to ethical conduct and sustainable development.

This report encapsulates our journey towards sustainability, highlighting our efforts to integrate environmental, social, and governance (ESG) factors into our business operations. From fostering a culture of diversity and inclusion within our workforce to implementing eco-friendly manufacturing processes, every initiative detailed in this report reflects our dedication to create long-term value for all our stakeholders.

We believe that sustainable business practices are not just a moral imperative but also a strategic imperative for long-term success. Through continuous innovation, stakeholder engagement, and responsible corporate citizenship, we are striving to build a future where economic prosperity goes hand in hand with social equity and environmental stewardship.

As we navigate the challenges and opportunities of a rapidly evolving global landscape, we remain committed to advancing the principles of sustainability in all aspects of our business. This report serves as a roadmap for our ongoing journey towards a more sustainable and inclusive future, and we invite our stakeholders to join us in this transformative endeavor.

Together, let us forge a path towards a world where businesses thrive, communities prosper and the planet flourishes for generations to come.

***JTL stands tall as a leading manufacturer of a diverse range of steel products, catering to the evolving needs of industries, consumers, communities and society at large. From galvanized and welded black steel pipes to a variety of structural sections and scaffolding fittings, we take pride in our role as a responsible producer and marketer of quality pipes and related products. At JTL, we understand that our success is intricately linked to our ability to operate with integrity, uphold the highest standards of corporate governance and demonstrate unwavering responsibility to our people, the planet and society as a whole.***

***Our commitment to sustainability extends beyond mere rhetoric; it is deeply embedded in every aspect of our business operations. From the sourcing of raw materials to the manufacturing process and beyond, we prioritise environmental stewardship, striving to minimise our ecological footprint and promote resource efficiency. Moreover, our dedication to corporate social responsibility is reflected in our engagement with local communities, our support for educational initiatives and our efforts to foster a safe and inclusive workplace for all employees.***

***As we continue to innovate and expand our product offerings, we remain steadfast in our commitment to sustainability, ethical conduct and social responsibility. We recognise that our actions today will shape the world of tomorrow and we are fully committed to playing our part in building a brighter, more sustainable future for all.***

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING FORMAT

#### SECTION A : GENERAL DISCLOSURES

#### I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L27106CH1991PLC011536
2	Name of the Listed Entity	JTL INDUSTRIES LIMITED
3	Year of incorporation	29/07/1991
4	Registered office address	SCF 18-19 FIRST FLOOR SECTOR 28-C CHANDIGARH 160002 INDIA
5	Corporate address	SCF 18-19 FIRST FLOOR SECTOR 28-C CHANDIGARH 160002 INDIA
6	E-mail	secretarial@jtl.one
7	Telephone	+911724668000
8	Website	www.jtl.one
9	Financial year for which reporting is being done:	FY 2023-24
10	Name of the Stock Exchange(s) where shares are listed	1. BSE Limited 2. NSE Limited 3. Metropolitan Stock Exchange of India Limited
11	Paid-up Capital (in Rs)	35,40,21,660/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Pranav Singla Director, Contact : +91 172 4668000, Email: secretarial@jtl.one, ps@jtl.one
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which forms part of its consolidated financial statements, taken together)	Disclosures made in this report are on a Standalone basis and pertain only to JTL Industries Limited.
14	Name of assurance provider	NA
15	Type of assurance obtained	NA

#### II. Products/services

#### 16. Details of business activities (accounting for 90% of the turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Manufacturing	Iron/Metal and Steel products and by-products	100%

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	IRON AND STEEL PRODUCTS/PIPES AND BY-PRODUCTS	24311	100

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

## III. Operations

## 18. Number of locations where plants and/or operations/office of the entity are situated:

Location	Number of plants	Number of offices	Total
National	4	4	8
International	0	0	0

## 19. Markets served by the entity:

## a. Number of locations

Locations	Number
National (No. of States)	25
International (No. of Countries)	20

## b. What is the contribution of exports as a percentage of the total turnover of the entity? – 6.20%

c. **A brief on types of customers** – Our extensive expertise in manufacturing Electric Resistance Welded (ERW) steel pipes places us firmly at the forefront of the industry. As one of India's premier producers, we boast an expansive range of pipes and tubes, serving a diverse clientele that spans government entities, urban development agencies, and infrastructure contractors. Our footprint extends far beyond national borders, with a global presence catering to vital sectors such as oil and gas, automotive, construction, water and sewage treatment, agriculture, irrigation, and power generation. Our products are the backbone of essential infrastructure projects, enabling the seamless flow of resources and energy across borders. Our unwavering commitment to quality and innovation has cemented our reputation as a trusted partner in progress, driving advancements in both traditional and emerging industries.

## IV. Employees

## 20. Details as at the end of Financial Year:

## a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (H)	%(H/A)
<b>EMPLOYEES</b>								
1.	Permanent (D)	152	149	98.03	3	1.97	0	0
2.	Other than Permanent (E)	0	0	0	0	0	0	0
3.	<b>Total employees (D + E)</b>	<b>152</b>	<b>149</b>	<b>98.03</b>	<b>3</b>	<b>1.97</b>	<b>0</b>	<b>0</b>
<b>WORKERS</b>								
4.	Permanent (F)	482	482	100%	0	0	0	0
5.	Other than Permanent (G)	0	0	0%	0	0	0	0
6.	<b>Total workers (F + G)</b>	<b>482</b>	<b>482</b>	<b>0%</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### b. Differently abled Employees and Workers :

Sr. No	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (H)	%(H/A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>								
1.	Permanent (D)	0	0	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0	0	0
3.	Total differently abled	0	0	0	0	0	0	0
<b>DIFFERENTLY ABLED WORKERS</b>								
4.	Permanent (F)	0	0	0	0	0	0	0
5.	Other than permanent (G)	0	0	0	0	0	0	0
6.	Total differently abled workers (F + G)	0	0	0	0	0	0	0

### 21. Participation/Inclusion/Representation of Women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	10	1	10.00%
Key Management Personnel	7	0	0.00%

### 22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	Turnover rate in current FY (2023-24)				Turnover rate in previous FY (2022-23)				Turnover rate in the year prior to the previous FY (2021-22)			
	Male	Female	Other	Total	Male	Female	Other	Total	Male	Female	Other	Total
Permanent Employees	5.00%	0.00%	0.00%	5.00%	1.75%	0.20%	0.00%	1.95%	2.06%	0.00%	0.00%	2.06%
Permanent Workers	3.13%	0.00%	0.00%	3.13%	3.24%	0.00%	0.00%	3.24%	2.71%	0.00%	0.00%	2.71%

## V. Holding, Subsidiary and Associate Companies (including joint ventures)

### 23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held	Does the entity indicated at column A, participate in the Business by listed entity Responsibility initiatives of the listed entity? (Yes/No)
1.	JTL TUBES LIMITED	SUBSIDIARY	100%	NO

## VI. CSR Details

### 24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) – YES

(ii) Turnover (in Rs.) : 20,48,29,46,000

(iii) Net worth (in Rs.) : 7,74,30,73,000

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

## VII. Transparency and Disclosures Compliances

## 25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines of Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	(If Yes, then provide web-link for grievance redress policy)	FY (2023-24)			PY (2022-23)		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Re marks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Re marks
Communities	YES	<a href="https://www.jtl.one/key-policies/">https://www.jtl.one/key-policies/</a>	0	0	NA	0	0	NA
Investors (other than shareholders)	YES	<a href="https://www.jtl.one/key-policies/">https://www.jtl.one/key-policies/</a>	0	0	NA	0	0	NA
Shareholders	YES	<a href="https://www.jtl.one/key-policies/">https://www.jtl.one/key-policies/</a>	0	0	NA	0	0	NA
Employees and workers	YES	<a href="https://www.jtl.one/key-policies/">https://www.jtl.one/key-policies/</a>	0	0	NA	0	0	NA
Customers	YES	<a href="https://www.jtl.one/key-policies/">https://www.jtl.one/key-policies/</a>	0	0	NA	0	0	NA
Value Chain Partners	YES	<a href="https://www.jtl.one/key-policies/">https://www.jtl.one/key-policies/</a>	0	0	NA	0	0	NA
Other (please specify)			NA					



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate Positive or negative implication)
1.	Product innovation, safety and quality	0	The growing indian economy and emphasis on import substitution through "Atmanirbhar Bharat" and "Make in India" presents significant opportunity for us to meet the requirements, leveraging on our product portfolio and innovation.	NA	Positive Implications. Development of the right strategy on product innovation and improvement in quality may impact our business in a positive manner,
2.	Social Responsibility	0	JTL's business objectives and principles have been aligned in tune with its various social responsibilities, which ultimately leads to growth and participation of every corner of the society.	NA	Positive Implications
3.	Climate Change	0	JTL Industries Limited continues to invest in upgrading existing technologies to minimise its environmental footprint. We closely monitor air quality, effluent discharge and other environmental parameters to ensure that they comply with all existing regulations.	NA	Positive Implications

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)**

<b>S. No.</b>	<b>Material issue identified</b>	<b>Indicate whether risk or opportunity (R/O)</b>	<b>Rationale for identifying the risk/ opportunity</b>	<b>In case of risk, approach to adapt or mitigate</b>	<b>Financial implications of the risk or opportunity (Indicate Positive or negative implication)</b>
4.	Occupational health & Safety	R	Steelmaking operations are subject to various risks associated with the inherently hazardous steel production including accidents involving moving machinery, on-site transport, forklifts and overhead cranes; explosions and resulting fires. These hazards may cause severe damage to and destruction of property and equipment, environmental damage and personal injury or even fatalities among our employees, which may result in temporary or lengthy interruptions of operations	<p>Our health and safety guidelines ensure compliance with local and international laws, regulations and standards. The primary focus is protecting the employees and communities from harm and operations from business interruptions.</p> <p>Periodic safety training, mandatory usage of safety gadgets such as safety shoes, helmets, hand gloves, masks on shop floor/plants.</p> <p>Strong security arrangements like security check-post, entry pass / identity cards, access control system, CCTVs at critical locations.</p>	Negative Implications, however, the benefits of uninterrupted operations will outweigh, the cost of investments made in maintaining safety procedures.
5.	Regulatory and Compliance	R	Compliance of Environmental Regulations, Trade Regulations, Labor Laws, Data Protection and Cybersecurity, Financial and Corporate Governance among other applicable laws has become very stringent act. Industries are always under threat of non-compliance of such regulations.	<p>Comprehensive compliance management framework to track compliances, understand changes to regulatory standards in a timely manner and integrate these changes to the business strategy.</p> <p>Investing in systems and tools to facilitate better compliance to regulatory norms.</p>	Negative Implications

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)**

<b>S. No.</b>	<b>Material issue identified</b>	<b>Indicate whether risk or opportunity (R/O)</b>	<b>Rationale for identifying the risk/ opportunity</b>	<b>In case of risk, approach to adapt or mitigate</b>	<b>Financial implications of the risk or opportunity (Indicate Positive or negative implication)</b>
6.	Ethics, Integrity & Governance	0	Committed to developing an excellent working culture, good governance helps to attract and retain talent, improve brand value among stakeholders and smooth business operations.	<p>JTL has zero tolerance for the statutory non-compliance. Ethical standards are demonstrated without any delay to ensure rigor and communication.</p> <p>Stakeholders are an important part of our business and also partners in our business processes. Hence, a productive and proactive approach to stakeholder engagement is a priority of the Company.</p>	Positive Implications
7.	Cyclical nature of the steel industry including operating margins, demand and supply impacting profitability	R	The steel industry, like most capital-intensive commodity industries, is cyclical in nature. The operating margins are affected by the sales realisation of steel products and fluctuations in demand and supply of steel products.	<p>The Company carries out a due diligence review and market research before dealing with new or unfamiliar markets.</p> <p>All business decisions are backed by market intelligence with inputs from marketing team.</p>	Negative Implications
8.	Customer Satisfaction	0	Elevating customer satisfaction serves as a strategic avenue for driving market development, enhancing market penetration and delivering superior value propositions to our clientele. Furthermore, it plays a pivotal role in strengthening the reliability of our brand, thereby facilitating sustained growth and profitability.		Positive Implications

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)**

<b>Disclosure Questions</b>	<b>P 1</b>	<b>P 2</b>	<b>P 3</b>	<b>P 4</b>	<b>P 5</b>	<b>P 6</b>	<b>P 7</b>	<b>P 8</b>	<b>P 9</b>
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
a. Web Link of the Policies, if available	<a href="https://www.jtl.one/key-policies/">https://www.jtl.one/key-policies/</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/ certifications/labels/ standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001:2015  All policies conform to the applicable laws of the country, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and National Guidance on Responsible Business Conduct. In addition, the policies have been formulated in accordance with the ISO 9001: 2015.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The commitments and goals wherever required are set by the Company and have been mentioned in Annual Report wherever applicable.  The Company endeavours to become a frontrunner in the Iron and steel pipes business with the least environmental footprint. JTL's mission serves as guiding pillar on the road to provide sustainable solutions to its customers and become a socially responsible citizen. The Company's approach to sustainable development is incorporated into its business strategy. An integral part of its sustainable journey and its continuous endeavour to protect the environment through conservation of water and energy, minimisation of waste and environmentally sound disposal.  With a clear roadmap in mind and focus, the performance of these goals and material topics have been identified and will be reviewed in the internal review meetings.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	N.A								
Governance, leadership and oversight									

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

<p>7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)</p>	<p>In line with our steadfast dedication to minimising our environmental footprint, we've instituted a robust risk assessment protocol within our Business Risk Management framework. This method involves a comprehensive evaluation of every aspect of our operations, from processes to raw materials, products, and services. We meticulously identify and quantify the significance of Environmental Aspects and Associated Impacts to ensure transparency and accountability in our sustainability efforts.</p> <p>Regular reviews by the Board of the Company further underscore our commitment to ESG (Environmental, Social, and Governance) principles and business responsibility. These ongoing assessments allow us to continually refine our practices and uphold our commitment to sustainable business practices.</p>
<p>8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).</p>	<p>Mr. Madan Mohan, Managing Director</p>
<p>9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No).  If yes, provide details.</p>	<p>Yes, Mr. Madan Mohan, Managing Director of the Company oversees and periodically review Business Responsibility and Sustainability Initiatives of the Company.</p> <p>The Corporate Social Responsibility (CSR) Committee also (formed under Section 135 of the Companies Act, 2013) reviews the performance of Corporate Social Responsibility programmes and initiatives of the Company. Also the risk management Committee evaluates the the sustainability related issues from time to time.</p>

### 10. Details of Review of NGRBC's by the Company:

Subject For Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
<p>Performance against Above policies and follow up action</p>	<p>All the policies are reviewed periodically or on a need basis by department heads, business heads, senior management personnel/ respective committees and placed before the BODs as and when required. In the assessment, the efficacy of these policies is also reviewed and necessary changes to policies and procedures are implemented.</p>									<p>Periodically/ Need basis</p>								
<p>Compliance with statutory requirements of relevance to the principles, and, rectification of any non- compliances</p>	<p>Departmental heads/ Director/ Committee of the Board.</p> <p>The Company complies with the extant regulations as applicable. In case of any non-compliances, the Company investigates and rectifies the issues.</p>									<p>Ongoing basis</p>								

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency?(Yes/No).  If yes, provide name of the agency.	<p>No.</p> <p>The assessment/ evaluation of the working of its policies is being done internally.</p> <p>From the best practices perspective as well as from a risk perspective, policies are periodically evaluated and updated by Senior Leadership Teams and approved by the Board.</p>								

## 12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	All Principles are covered by the policies.								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

## PRINCIPLE 1 BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

## Essential Indicators

## 1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	The Company hosts familiarisation programs for its Board of Directors periodically, covering a wide range of topics crucial for effective governance and compliance. These sessions delve into important areas such as Corporate Governance, the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as well as discussions on Environmental and Safety protocols. Additionally, the program encompasses Corporate Social Responsibility initiatives, strategies for Business Growth, and addresses concerns related to Anti-bribery, Anti-corruption, and sustainability practices. Moreover, it ensures that board members stay abreast of various regulatory updates, thereby equipping them with the knowledge necessary to navigate the dynamic business landscape effectively.	100.00%

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Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Key Managerial Personnel	4	The Company hosts familiarisation programs for its Key Managerial Personnel periodically, covering a wide range of topics crucial for effective governance and compliance. These sessions delve into important areas such as Corporate Governance, the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as well as discussions on Environmental and Safety protocols. Additionally, the program encompasses Corporate Social Responsibility initiatives, strategies for Business Growth, and addresses concerns related to Anti-bribery, Anti-corruption, and sustainability practices.	100.00%
Employees other than BoD and KMPs	5	Mandatory remote and physical sessions are conducted throughout the year for employees across all levels on various topics such as: <ol style="list-style-type: none"> <li>1. Code of Conduct</li> <li>2. Health &amp; Safety,</li> <li>3. Skill Development Programme,</li> <li>4. Information on cyber security awareness,</li> <li>5. Programmes on mental and physical well being.</li> <li>6. Time Management and Critical thinking.</li> <li>7. Prevention of Insider Trading</li> <li>8. Prevention of Sexual Harassment</li> </ol>	90.00%
Workers	7	<ol style="list-style-type: none"> <li>1. <b>First Aid Safety Awareness &amp; Identification of Hazards Jobs</b>- Basic training was provided for First Aid assistance along with identification of Hazardous jobs to prevent Accidents at the workplaces</li> <li>2. Basic training on Waste Management</li> <li>3. Advanced training on Fire Fighting</li> </ol>	100.00%

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

MONETARY					
	NGRBC Principle	Name of regulatory/ enforcement agencies/ judicial institutions	Amount (in Rs.)	Brief of the case	Has an appeal preferred? (Yes/No)
Penalty/Fine	Nil	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil	Nil
Compounding fee	Nil	Nil	Nil	Nil	Nil

MONETARY					
	NGRBC Principle	Name of regulatory/ enforcement agencies/ judicial institutions	Amount (in Rs.)	Brief of the case	Has an appeal preferred? (Yes/No)
Imprisonment	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil

The Company had no monetary and non-monetary fines/ penalties/ punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors/ KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year ended 31.03.2024.

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed

Details of the Appeal or Revision Preferred in cases where Monetary or Non-Monetary action has been Appealed		
Sr.	Case Details	Name of the regulatory/ enforcement agencies/judicial institutions
NA		

4. Does the entity have an anti-corruption or anti-bribery policy? : YES

If yes, provide details in brief Provide a web-link to the policy, if available	Yes, we do have a Vigil Mechanism framed under Section 177 of Companies Act, 2013, and Anti-bribery policy to deal with any instances of corruption or bribery.  The purpose of the Policy is to ensure that the Company conducts its operations and business activities in consonance with applicable laws and with the highest ethical standards. It aims to prevent the Company involvement in any activity relating to bribery, facilitation payments, or corruption, even unintentional.
Web link anticorruption or anti-bribery policy is place	<a href="https://www.jtl.one/wp-content/uploads/2023/06/Jtl-Anti-Bribery-Anti-Corruption-Policy.pdf">https://www.jtl.one/wp-content/uploads/2023/06/Jtl-Anti-Bribery-Anti-Corruption-Policy.pdf</a>



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY (2023-24)	PY (2022-23)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

### 6. Details of complaints with regard to conflict of interest:

	FY (2023-24)		PY (2022-23)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	NA	0	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	NA	0	NA

### 7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.: NA

### 8. Number of days of accounts payables [(Accounts payable \*365) / Cost of goods/services procured] in the following format:

	FY 2023-24	PY 2022-23
Number of days of accounts payables*	5.02	7.52

### 9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	PY 2022-23
Concentration of Purchases	a. Purchases from trading houses as a % of total purchases	5.89%	0
	b. Number of trading houses where purchases are made from	8	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	5.89%	0
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	100%	100%
	b. Number of dealers/distributors to whom sales are made	820	851
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	42.47%	40.57%
Share of RPTs in	a. Purchases (Purchases with related parties/ Total purchases)	3.09%	1.99%
	b. Sales (Sales to related parties/Total Sales)	3.86%	0.64%

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

Parameter	Metrics	FY 2023-24	PY 2022-23
	c. Loans & advances (Loans & advances given to related parties/ Total Loans & advances)	25.35%	0
	d. Investments (Investments in related parties/ Total Investments made)	0.86%	0.31%

## Leadership Indicators

## 1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year

Sr. No.	Total number of awareness programmes held	Topics / principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
1.	2	<ul style="list-style-type: none"> <li>• Anti-Corruption &amp; Anti-Bribery</li> <li>• Conflict of Interest</li> <li>• Prevention of sexual harassment</li> <li>• Whistle blower policy</li> </ul>	Approx 54%

## 2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board?

**Ans:** JTL Industries Limited demonstrates a steadfast commitment to ethical governance by implementing robust processes to manage conflicts of interest within its Board. From the onset, directors are required to transparently disclose their interests, a practice diligently maintained throughout the fiscal year. This proactive approach ensures accountability and transparency, essential pillars of effective governance.

Moreover, the Company has instituted a comprehensive policy to identify and scrutinize Material Related Party Transactions, mitigating potential conflicts arising from directors' external engagements. Under the vigilant eye of the Audit Committee, these transactions undergo thorough examination to ensure adherence to established principles and industry norms.

In adherence to statutory regulations, Independent Directors assert their autonomy through declarations of independence, a practice reinforced through annual evaluations as mandated by Section 149(7) of the Companies act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. These assessments reaffirm their capacity to act objectively and independently, aligning seamlessly with legal mandates and bolstering stakeholder confidence in the Company's ethical conduct.

By upholding these stringent standards and promoting stakeholder trust, JTL Industries Limited exemplifies a commitment to ethical excellence and responsible governance practices.

## PRINCIPLE 2 BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

## Essential Indicators

## 1. Percentage of R&amp;D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&amp;D and capex investments made by the entity, respectively.

	FY(2023-24)	PY(2022-23)	Details of improvements in environmental and social impacts
R&D	0.00%	0.00%	NA
Capex	0.00%	0.00%	NA

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

**2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) :**

**Ans:** Yes, the Company strives to implant sustainability throughout its supply chain system. Our sustainability policy emphasises the optimal use of resources such as energy, water and raw materials for all products and ensures that the manufacturing process is in harmony with the environment and fulfils our social responsibilities.

**b. If yes, what percentage of inputs were sourced sustainably?**

Company has established procedures to ensure sustainable sourcing within its' operations, which clearly articulate our expectations regarding social, ethical, and environmental considerations. In the financial year 2023-24, 91% of the inputs were sourced sustainably, demonstrating Company's commitment to sustainable sourcing practices.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**

- (a) Plastics (including packaging): Plastic waste is collected and disposed to authorised vendors
- (b) E-waste: Disposed to authorised vendors
- (c) Hazardous waste: N.A.
- (d) other waste: Other waste is collected and disposed to authorised vendors

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same**

**Ans:** Extended Producer Responsibility is not applicable to JTL Industries Limited. However, Waste management plan of the Company considers the evolving regulations both, from a waste minimisation and recycling/re-use perspective.

### Leadership Indicators

**1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format.**

NIC code	Name of product or service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted:	Whether conducted by independent external agency (Yes/No):	Results communicated in public domain (Yes/No) If yes, provide the web-link.
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N.A

**2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product/ Service	Description of the risk/ concern	Action taken
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N.A.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate Input material	Recycled or re-used input material to total material	
	FY (2023-24)	PY (2022-23)
	Nil	

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY (2023-24)			PY (2022-23)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	0	0	0.38	0	0	0.575
E waste	0	0	0.05	0	0	0.15
Hazardous waste	0	0	654	0	0	740
Other Waste	0	0	1.78	0	0	3.73

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category

Indicate Product category	Reclaimed products and their packaging materials as % of total products sold in respective category
	N.A.

**PRINCIPLE 3 : BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS**

**Essential Indicators**

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent employees</b>											
Male	149	0	0.00%	149	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	3	0	0.00%	3	100.00%	0	0.00%	0	0.00%	0	0.00%
Total	152	0	0.00%	152	100.00%	0	0.00%	0	0.00%	0	0.00%
<b>Other than permanent employees</b>											
Male	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent employees</b>											
Male	482	0	0.00%	482	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	482	0	0.00%	482	100.00%	0	0.00%	0	0.00%	0	0.00%
<b>Other than permanent employees</b>											
Male	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Female	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Total	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00

### c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format-

	FY (2023-24)	PY (2022-23)
Cost incurred on wellbeing measures as a % of total revenue of the company	0.03%	0.02%

### 2. Details of retirement benefits

Benefits	FY (2023-24)			PY (2022-23)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	27.00%	81.13%	Yes	3.07%	80.81%	Yes
Gratuity	100.00%	100.00%	Yes	100.00%	100.00%	Yes
ESI	33.78%	64.31%	Yes	22.00%	41.75%	Yes
Others – please specify	NA					

### 3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?	Yes, at our Company, we deeply value the myriad advantages that stem from a diverse workforce. We stand firm in our pledge to offer all employees equal employment opportunities and to cultivate an inclusive workplace culture where every individual is honored with the highest regard for their dignity and worth.
If not, whether any steps are being taken by the entity in this regard.	NA

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?

Yes, we strongly believe in respecting the individuality of our employees and are committed to create a healthy, safe and secure work environment that enables employees to work without fear of prejudice, gender bias and sexual harassment.

If so, provide a web-link to the policy.

The Company does not have differently abled person

### 5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0	0	0	0
Female	0	0	0	0
Other	0	0	0	0
Total	0	0	0	0

### 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent and other than Permanent Employees	<p>Our company is dedicated to ensuring a safe and supportive work environment for all employees and associates. Transparency and openness are core values that permeate every level of our organisation.</p> <p>All Employees/ Workers are free to lodge their grievances with their respective Sectional Head at the first stage. If not resolved, then, they are free to Contact the HR Department at the Plant/office level as well as to the concerned Plant Head/Departmental Head. Finally, if not resolved, then it can be brought into the notice of Senior Management.</p> <p>Additionally, our Whistleblower Policy empowers any employee or worker to raise concerns or grievances with confidence.</p>
Permanent and Other than Permanent Workers	<p>For Permanent workers, our grievance redressal mechanism extends to encompass a process for workers to express their concerns or grievances through their respective supervisors. The grievances are further communicated to the Company for necessary action and resolution of the grievances. Company offers timely feedback on the status of each grievance.</p> <p>For workers who are not permanent, to ensure that the concerns of workers employed through contractors are acknowledged and resolved, Company has implemented a dedicated grievance redressal mechanism tailored for them. Within this framework, contractors can raise grievances on behalf of their employees.</p>

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY (2023-24)			PY (2022-23)		
	Total employees/ workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
<b>Total Permanent Employees</b>	152	0	0.00%	172	0	0.00%
-Male	149	0	0.00%	169	0	0.00%
-Female	3	0	0.00%	3	0	0.00%
<b>Total Permanent Workers</b>	482	0	0.00%	333	0	0.00%
-Male	482	0	0.00%	333	0	0.00%
-Female	0	0	0.00%	0	0	0.00%

### 8. Details of training given to employees and workers:

Category	FY (2023-24)					PY (2022-23)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
Male	149	149	100.00%	149	100.00%	169	169	100.00%	169	100.00%
Female	3	3	100.00%	3	100.00%	3	3	100.00%	3	100.00%
<b>Total</b>	<b>152</b>	<b>152</b>	<b>100.00%</b>	<b>152</b>	<b>100.00%</b>	<b>172</b>	<b>172</b>	<b>100.00%</b>	<b>172</b>	<b>100.00%</b>
<b>Workers</b>										
Male	482	482	100.00%	482	100.00%	333	333	100.00%	333	100.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
<b>Total</b>	<b>482</b>	<b>482</b>	<b>100.00%</b>	<b>482</b>	<b>100.00%</b>	<b>333</b>	<b>333</b>	<b>100.00%</b>	<b>333</b>	<b>100.00%</b>

### 9. Details of performance and career development reviews of employees and worker:

Category	FY (2023-24)			PY (2022-23)		
	Total (A)	No. (B)	% (B / A)	Total (D)	No. (E)	% (E / D)
<b>Employees</b>						
Male	149	149	100.00%	169	169	100.00%
Female	3	3	100.00%	3	3	0.00%
Total	152	152	100.00%	172	172	100.00%
<b>Workers</b>						
Male	482	482	100.00%	333	333	100.00%
Female	0	0	0.00%	0	0	0.00%
Total	482	482	100.00%	333	333	100.00%

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 10. Health and safety management system:

<p>a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?</p>	<p>Yes, the Company has implemented robust Health and Safety management systems aimed at effectively minimising risks within our workplace. These systems offer a structured management approach to mitigate safety and environmental hazards, ensuring the well-being of all our employees and associates. This coverage includes all offices and plants located in various states.</p>
<p>b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?</p>	<p>We've instituted a systematic process for identifying work-related hazards through Hazard Identification and Risk Assessment (HIRA) conducted daily. Additionally, workplace hazards are identified through various channels including:</p> <ol style="list-style-type: none"> <li>1. Daily safety inspections by plant teams, safety personnel, and night duty officers.</li> <li>2. Senior officials conduct weekly safety inspections, while</li> <li>3. Routine identification of unsafe conditions and acts is performed regularly.</li> <li>4. Our plant and safety personnel remain vigilant in ensuring workplace safety.</li> </ol>
<p>c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks?</p>	<p>Yes, we have well defined systems and processes for workers to report work-related hazards and remove themselves from such risks. Proactive reporting is a fundamental component of our health and safety management system, and we maintain entry records that meticulously document Unsafe Acts, Unsafe Conditions, Safe Acts, and Near Miss cases, which are promptly addressed to prevent incidents. Furthermore, workers are empowered to remove themselves from situations where they perceive imminent risk to their health and safety, supported by clear protocols outlining the steps to take in such scenarios, such as notifying supervisors or safety personnel and relocating to a safe area. Through these measures, we aim to foster a culture of safety and maintain a secure work environment for all employees.</p>
<p>d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?</p>	<p>The employees/worker who are covered under the ESIC has got free access to visit their dispensaries at designated locations for their own treatment and can avail medical facilities and health care services.</p> <p>Besides this, the Company has tied up with a local doctor/hospital at different plant locations to provide emergency aid facility to the sick employees or to provide medical facilities to the injured worker.</p>



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY (2023-24)	PY (2022-23)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

\*including in the contract workforce

### 12. Describe the measures taken by the entity to ensure a safe and healthy work place.

Creating a safe and healthy workplace environment has been a top priority for us. Our Company's plants, facilities, and manufacturing equipment are designed with meticulous attention to statutory requirements to ensure a physically safe workplace. We provide various measures for health and safety, such as first aid training, Behavior-Based Safety programs, and regular fire drills, to cultivate a culture of health and safety among our workforce.

Furthermore, our Company remains proactive in addressing health and safety concerns by implementing several initiatives, including:

- Development of an on-site emergency plan detailing emergency exits, procedures for handling emergencies, emergency contact numbers, and mitigation measures for various emergency scenarios.
- Installation of firefighting equipment on-site, which undergo regular monitoring to ensure functionality.
- Organising annual health check-up camps to promote employee well-being and early detection of health issues.

### 13. Number of Complaints on the following made by employees and workers:

	FY (2023-24)			PY (2022-23)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NA	0	0	NA
Health & Safety	0	0	NA	0	0	NA

### 14. Assessments for the year.

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100.00%
Working Conditions	100.00%

### 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

We've implemented a range of safety protocols and a hierarchy of controls to effectively mitigate hazards and uphold the safety of our workplace and team members. Regular reviews of working conditions and other risks ensure that any issues are promptly identified and rectified.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

## Leadership Indicators

## 1. Does the entity extend any life insurance or any compensatory package in the event of death of

(A) Employees (Y/N)	Employees and Workers wellbeing is a priority for the management of the Company. In the unfortunate case of death of an employee or a worker, the Company supports the next of kin and the family to claim their dues that are legally available to them and as per their entitlement as defined by Company policy from time to time.
(B) Workers (Y/N).	

## 2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company is committed to abide by applicable legislations and rules. The Company gives the confirmation and necessary information to value chain partners for deduction of statutory dues. Further, Company takes necessary efforts to ensure that statutory dues applicable to all the transactions are deducted and deposited as per regulations.

## 3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY (2023-24)	PY (2022-23)	FY (2023-24)	PY (2022-23)
Employees	0	0	0	0
Workers	0	0	0	0

## 4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No

## 5. Details on assessment of value chain partners:

Your Company is committed to continuously raise awareness to comply with applicable laws and regulations related to labour and employment. including gender diversity, human rights, child labour, wages, working hours, bribery & corruption.

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	NIL
Working Conditions	NIL

## 6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

No corrective action plan has been necessitated

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

#### Essential Indicators

#### 1. Describe the processes for identifying key stakeholder groups of the entity.

At our Company, we hold all stakeholders in high regard and nurture long-term, harmonious relationships with them. We prioritise key stakeholders and make it a priority to comprehend their expectations and concerns. Through consistent engagement across diverse channels, we've fortified our relationships and enriched our organisational strategy. Key Stakeholders are identified based on the magnitude of their impact on our business, guiding our efforts to maintain meaningful connections and mutual understanding.

#### 2. List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Sr.	Stakeholder Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Employees & Workers	No	<ul style="list-style-type: none"> <li>In-house newsletters</li> <li>Performance appraisals</li> <li>Reward &amp; Recognition</li> </ul>	Continuous	<ul style="list-style-type: none"> <li>Enhance efficiency,</li> <li>Training &amp; continuous learning</li> <li>Capacity building &amp; career progression.</li> <li>Human Rights aspects related to employees wellbeing.</li> </ul>
2	Shareholders & Investors	No	<ul style="list-style-type: none"> <li>Newspapers</li> <li>SMS</li> <li>Email,</li> <li>AGM,</li> <li>Annual Reports,</li> <li>Company's Website,</li> <li>Investor Meets, Press Release &amp;</li> <li>Communication to Stock Exchange &amp; SEBI</li> </ul>	Continuous	<ul style="list-style-type: none"> <li>Business Updates and performance details on finance.</li> <li>Keeping communications channels open with analysts and investor community and helps to connect them with management.</li> <li>Shareholder support and feedback on operations provides continuous guidance for the management and governance</li> </ul>
3.	Customers	No	<ul style="list-style-type: none"> <li>Emails</li> <li>Engagement through website, social media</li> <li>Advertisements</li> <li>Phone calls</li> </ul>	Frequent and as an when required.	<ul style="list-style-type: none"> <li>Consistent quality at competitive prices;</li> <li>New and innovative products, as per latest market requirements;</li> <li>Easy access to products and services</li> <li>Timely deliveries</li> </ul>

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

Sr.	Stakeholder Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
4.	Regulators	No	<ul style="list-style-type: none"> <li>• Mandatory regulatory filings.</li> <li>• Periodical submission of business performance.</li> <li>• Written communications.</li> </ul>	Continuous	<ul style="list-style-type: none"> <li>• Compliance with rules and regulations.</li> <li>• Timely reporting through various compliance-based forms.</li> </ul>
5.	Suppliers/ Vendors/ third-party manufacturers	No	<ul style="list-style-type: none"> <li>• Vendor Meets</li> <li>• E-mails</li> <li>• Websites</li> </ul>	Continuous	<ul style="list-style-type: none"> <li>• Fair and ethical procurement &amp; engagement practices</li> <li>• Pricing and favorable terms of payment</li> <li>• Timely clearance</li> </ul>

**Leadership Indicators****1. Provide the processes for consultation between stakeholders and the Board on economic, environmental and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

Our communication with stakeholders primarily occurs through channels such as the annual report, websites and the Annual General Meeting (AGM). Additionally, we've established a Stakeholder Relationship Committee dedicated to gathering essential feedback from stakeholders.

Maintaining a consistent and proactive engagement with our key stakeholders has always been a priority. This engagement allows us to effectively communicate our strategies and performance to the stakeholders. Continuous dialogue helps in aligning expectations, thus enabling us to better serve our stakeholders.

The Board remains updated on various developments and feedback is actively sought from the Directors to ensure that our actions are aligned with stakeholder interests.

**2. Whether stakeholder consultation is used to support identifying and managing environmental and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.**

Yes, the Company operates on the belief that collaboration with all stakeholders is fundamental, recognising their integral role in our business. We actively engage with stakeholders on a regular basis, seeking their constructive contributions on significant matters pertaining to social impact, environmental sustainability, and human rights. This collaborative approach underscores our commitment to responsible and ethical business practices, driving positive change in our communities and beyond.

**3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.**

Our CSR Policy enables us to effectively address the concerns of marginalised and vulnerable sections of society. To ensure the sustainability of our community initiatives, we align our strategies around societal responsibilities and support to key communities with our business competencies and growth agenda. The CSR strategy is approved and periodically reviewed by the CSR Committee of the Board, emphasising our commitment to optimising impact on communities and beneficiaries.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### PRINCIPLE 5 BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

#### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY (2023-24)			PY (2022-23)		
	Total (A)	No. of employees/ workers covered (B)	%(B/ A)	Total (C)	No. of employees/ workers covered (D)	%(D / C)
<b>Employees</b>						
Permanent	152	152	100.00%	172	172	100.00%
Other than permanent	0	0	0.00%	0	0	0.00%
Total Employees	152	152	100.00%	172	172	100.00%
<b>Workers</b>						
Permanent	482	482	100.00%	333	333	100.00%
Other than permanent	0	0	0.00%	0	0	0.00%
Total Workers	482	482	100.00%	333	333	100.00%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY (2023-24)					PY (2022-23)				
	Total (A)	Equal to Mini- mum Wage		More than Mini- mum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No.(E)	% (E /D)	No.(F)	% (F /D)
<b>Employees</b>										
Permanent	152	0	0.00%	152	100.00%	172	0	0.00%	172	100.00%
Male	149	0	0.00%	149	100.00%	169	0	0.00%	169	100.00%
Female	3	0	0.00%	3	100.00%	3	0	0.00%	3	100.00%
Other than Permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
<b>Workers</b>										
Permanent	482	0	0.00%	482	100.00%	333	0	0.00%	333	100%
Male	482	0	0.00%	482	100.00%	333	0	0.00%	333	100%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other than Permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

**3. Details of remuneration/salary/wages, in the following format****a. Median remuneration/wages:**

*Category	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BOD) **	4	Rs. 24.00 Lacs	0	NIL
Key Managerial Personnel	3	Rs. 18.00 Lacs	0	NIL
Employees other than BOD and KMP	142	Rs. 4.50 Lacs	3	Rs. 5.40 Lacs
Workers	482	Rs. 1.92 Lacs	0	NIL

\*\*Only Mg. Director/Whole Time Directors, KMP, Employees and Workers have been considered. Sitting Fee paid to Non-Executive-Independent Directors is not included in above.

\*\*In Board of Directors, Whole Time/Executive Directors have been included whereas Mg. Director, CFO and CS have been considered in KMPs

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY (2023-24)	PY (2022-23)
Gross wages paid to females as % of total wages	0.00	0.00

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**

Yes, the Human Resource team plays a crucial role in recording and addressing any human rights issues that may arise within the Company. However, our approach emphasises proactive prevention. For instance, we provide training to employees to enhance their understanding of human rights, including its manifestations, and educate them on approaches to report any concerns. By empowering our employees with knowledge and awareness, we strive to create a culture where human rights violations are actively prevented and addressed.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The Company is committed to maintain a safe and harmonious business environment and workplace for everyone, irrespective of the ethnicity, region, sexual orientation, race, caste, gender, religion, disability, work, designation and such other parameters. The Company believes that every workplace shall be free from violence, harassment, intimidation and/ or any other unsafe or disruptive conditions, either due to external or internal threats. Accordingly, the Company has aimed to provide reasonable safeguards for the benefit of employees at the workplace, while having due regard for their privacy and dignity.

And further, the Employees are encouraged to approach their Reporting Manager, Head of Department or personnel from Human Resource Department for any grievances.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 6. Number of Complaints on the following made by employees and workers:

	FY (2023-24)			PY (2022-23)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	N.A.	0	0	N.A.
Discrimination at workplace	0	0	N.A.	0	0	N.A.
Child Labour	0	0	N.A.	0	0	N.A.
Forced Labour/ Involuntary Labour	0	0	N.A.	0	0	N.A.
Wages	0	0	N.A.	0	0	N.A.
Other human rights related issues	0	0	N.A.	0	0	N.A.

### 7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY (2023-24)	PY (2022-23)
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0	0
Complaints on POSH upheld	0	0

### 8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases. :

The Company fosters a culture of transparent communication, firmly rejecting all forms of bullying or harassment. Through its Whistleblower Policy, it establishes clear guidelines and protective measures for individuals who raise concerns. Investigations are conducted discreetly to shield whistleblowers from potential backlash, with utmost care taken to preserve their anonymity. The Company pledges comprehensive support to whistleblowers, enabling them to make protected disclosures across various domains outlined in the Code of Conduct.

In addressing Sexual Harassment, the Company's stance is anchored in the principles of Prohibition, Prevention, and Redressal, as mandated by the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 (POSH) and its accompanying Rules. Confidentiality is rigorously upheld throughout the investigation process and the identity of the complainant is safeguarded without compromise. The Company's POSH committee is meticulously constituted to adhere to the letter and spirit of the act, comprising esteemed professionals adept in both legal intricacies and investigative methodologies, ensuring comprehensive support to those in need.

### 9. Do human rights requirements form part of your business agreements and contracts? (Yes/No) : No

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

**10. Assessments for the year:**

	<b>% of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b>
Child labour	100% The Company is in compliance with the applicable laws.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above:**

There were no corrective actions taken since there were Nil concerns arising from the assessments.

**Leadership Indicators****1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

No complaints have been received during the Financial Year under review. Accordingly, no business processes have been modified or introduced for addressing human rights grievances/complaints.

**2. Details of the scope and coverage of any Human rights due-diligence conducted**

The Company has implemented robust measures to actively discourage not only violations of human rights but also any other behaviors that may run counter to the Company's Ethics policy and Code of Conduct.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, the Company firmly embraces the principle of providing equal opportunities to all its employees. In alignment with this principle, the Company is dedicated to ensuring that its premises are accessible for employees and workers with disabilities as well.

**4. Details on assessment of value chain partners:**

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Sexual harassment	0.00%
Discrimination at workplace	0.00%
Child Labour	0.00%
Forced Labour/Involuntary Labour	0.00%
Wages	0.00%
Others – please specify	NA

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

NA



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

#### Essential Indicators

#### 1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY (2023-24) (Current Financial Year)	FY (2022-23) (Previous Financial Year)
<b>From renewable sources</b>		
Total electricity consumption (A)	95,733,551	6,49,99,047
Total fuel consumption (B)	118900020	12,38,95,213
Energy consumption through other sources (C)	1296000	0
Total energy consumed from renewable sources (A+B+C)	215929571	18,88,94,260
<b>From Non-renewable sources</b>		
Total electricity consumption (D)	12126942	3,02,67,997
Total fuel consumption (E)	20493200	2,54,44,701
Energy consumption through other sources (F)	418000	7,55,261
Total energy consumed from non-renewable sources (D+E+F)	3,30,38,142	5,64,67,959
Energy intensity per rupee of turnover (Total energy consumption /Revenue from Operations)	0.012	0.016
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/ Revenue from operations adjusted for PPP)	NA	NA
Energy intensity in terms of physical output	NA	NA
Energy intensity (optional)- the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N).  
No If yes, name of the external agency. Not applicable

#### 2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N)? No If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any :

Not Applicable

#### 3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY (2023-24)	PY (2022-23)
Water withdrawal by source (in kiloliters)		
(i) Surface water	0	0
(ii) Groundwater	6190	6090
(iii) Third party water	6355	975
(iv) Seawater / desalinated water	0	0
(v) Others	624	300
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	13169	7,365
Total volume of water consumption (in kiloliters)	13169	7,365

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

Parameter	FY (2023-24)	PY (2022-23)
Water intensity per rupee of turnover (Total Water consumption / Revenue from Operations)	0.00000645	0.000000474
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP)	-	-
Water intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Note : Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)-  
No If yes, name of the external agency? Not Applicable

## 4. Provide the following details related to water discharged

Parameter	FY (2023-24)	PY (2022-23)
<b>Water discharge by destination and level of treatment (in kiloliters)</b>		
(i) To Surface water		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(ii) To Groundwater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iii) To Seawater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties		
No treatment	580	1800
With treatment – please specify level of treatment	0	0
(v) Others		
No treatment	0	0
With treatment – please specify level of treatment	0	0
Total water discharged (in kiloliters)	580	1800

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
No. If yes, name of the external agency. Not applicable

## 5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation:

Yes, the Company's Plant situated at Mangaon has achieved Zero Liquid Discharge (ZLD) mechanism during the financial year 2023-24 with 10 KLD of STP, 3 KLH of ETP and 3KLH of ZLD.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY (2023-2024)	PY (2022-2023)
NOx	Mg/NM3	Within statutory limits	Within statutory limits
SOx	Mg/NM3	Within statutory limits	Within statutory limits
Particulate matter (PM)	Mg/NM3	<60	<60
Persistent organic pollutants (POP)	Mg/NM3	Within statutory limits	Within statutory limits
Volatile organic compounds (VOC)	Mg/NM3	Within statutory limits	Within statutory limits
Hazardous air pollutants (HAP)	Mg/NM3	Within statutory limits	Within statutory limits
Others please specify	Mg/NM3	Within statutory limits	Within statutory limits

Note : Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
: Yes If yes, name of the external agency? (Y/N) : Not applicable

### 7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY (2023-2024)	PY (2022-2023)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)		-	-
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)		-	-
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total scope 1 and scope 2 GHG emissions/ Revenue from Operations)		-	-
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing power parity (PPP) Total scope 1 and scope 2 GHG emissions/ Revenue from Operations adjusted for PPP)		-	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output		-	-
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

"Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)"  
: **No**

If yes, name of the external agency.: **Not Applicable**

### 8. Does the entity have any project related to reducing Green House Gas emission? If yes, name of the external agency.: **NA**

### 9. Provide details related to waste management by the entity, in the following format:

Parameter	FY (2023-2024)	PY (2022-2023)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	0.380	0.575
E-waste (B)	0.050	0.15

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

Parameter	FY (2023-2024)	PY (2022-2023)
Bio-medical waste (C)	0.00	Nil
Construction and demolition waste (D)	1.7	3.5
Battery waste (E)	0.08	0.23
Radioactive waste (F)	0.00	NA
Other Hazardous waste. Please specify, if any. (G)	630	740
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	0.00	NA
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>632.21</b>	<b>744.455</b>
Waste intensity per rupee of turnover (Total waste generated / Revenue from Operations)	0.003	0.003
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from Operations adjusted for PPP)	-	-
Waste intensity in terms of physical output	-	-
Waste intensity (optional)- the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	NIL	NIL
(ii) Re-used	NIL	NIL
(iii) Other recovery operations	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)" : **NO**

If yes, name of the external agency.: **Not Applicable**

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Company complies with all regulations concerning the safe and responsible management of waste materials. The waste is disposed off to authorised vendors/agencies. We have implemented waste management practices across all our establishments to increase waste efficiency. Hazardous and non-hazardous waste are segregated and managed through a robust waste management system. Hazardous waste is sent to registered recyclers or CPCB authorised TSDF for disposal, while e-waste is sent to registered recyclers.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format.

S. No.	Locations of operations/offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
NA			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
NA					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).

S. No.	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines/ penalties/ action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1.	The Company is compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection Act and rules thereunder.			

## LEADERSHIP INDICATORS

1. **Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area: Vill. Koste Budruk, Tal Mangaon Dist Raigad -402120
- (ii) Nature of operations: ERW PIPE / GI PIPE & SOLAR SECTION
- (iii) Water withdrawal, consumption and discharge in the following format

Parameter	FY (2023-24)	PY (2022-23)
Water withdrawal by source (in kilolitres)		
(i) Surface water	Nil	Nil
(ii) Groundwater	Nil	Nil
(iii) Third party water	6240	Nil
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kilolitres)	6240	Nil
Total volume of water consumption (in kilolitres)	6240	Nil
Water intensity per rupee of turnover (Water consumed / turnover)	0.00000030	Nil

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

Parameter	FY (2023-24)	PY (2022-23)
Water intensity (optional) – the relevant metric may be selected by the entity	Nil	Nil
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment	Nil	Nil
- With treatment-please specify the level of treatment	Nil	Nil
(ii) Into Groundwater		
- No treatment	Nil	Nil
- With treatment-please specify the level of treatment	Nil	Nil
(iii) Into Seawater		
- No treatment	Nil	Nil
- With treatment-please specify the level of treatment	Nil	Nil
(iv) Sent to third-parties		
- No treatment	Nil	Nil
- With treatment-please specify the level of treatment	Nil	Nil
(v) Others		
- No treatment	Nil	Nil
- With treatment-please specify the level of treatment	Nil	Nil
Total water discharged (in kilolitres)	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N): No If yes, name of the external agency- Not applicable

**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY (2023-2024)	PY (2022-2023)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	NA	NA
Total Scope 3 emissions per rupee of turnover	NA	NA	NA
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	NA	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N): No If yes, name of the external agency. Not applicable

**3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities:** Not Applicable

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr No.	Initiative undertaken	Details of the initiative (Web- link, if any, may be provided along-with summary)	Outcome of the initiative
1	ZLD Plant	During FY 2023-24, Company has implemented Zero Liquid Discharge Mechanism in its Mangaon Unit, located at Maharashtra.	Low waste volume, cost efficiency in waste management, Improved environmental performance etc.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web-link.

We have implemented a comprehensive Disaster Management Plan to address sudden calamities or sequences of events that disrupt normal operations within the factory area and could potentially lead to serious injuries. Our Emergency Response and Preparedness plan encompasses various operational and natural emergencies such as fire, gas leakage, oil spillage, Zinc dust exposure, hot metal spillage, earthquakes, floods, cyclones, and tsunamis. The primary goal of our Disaster Management Plan is to ensure the safety of life and the protection of the environment, installations, and production facilities. This plan is extensively disseminated across our organisation, and our personnel are regularly trained through rehearsals and drills conducted by both internal and external agencies. By preparing our team to effectively respond to major emergencies within or near our plant, our objective is to minimise human and property losses, as well as mitigate environmental impact.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

No significant adverse impact has been observed from the value chain pertaining to the environment.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

56%

### PRINCIPLE 7 BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

#### Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

2

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/International)
1.	Entrepreneurs' Organisation (Punjab)	State
2.	Derabassi Industries Association	State

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Sr.	Name of authority	Brief of the case	Corrective action taken
NA			

## Leadership Indicators

1. Details of public policy positions advocated by the entity

Sr. no.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board	Web Link, if available
NA					

## PRINCIPLE 8 BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

## Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Sr.	Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency	Results communicated in public domain	Relevant Web link
N.A. As there were no projects which require SIA as per the applicable laws.						

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In Rs.)
N.A.						

3. Describe the mechanisms to receive and redress grievances of the community.

The Company is dedicated to harmonising the diverse needs of our stakeholders while proactively addressing concerns related to the environment, society and the community. Our commitment to societal well-being is evident through our carefully selected Corporate Social Responsibility (CSR) initiatives.

To ensure a supportive and inclusive workplace culture, we have established the Stakeholder's Relationship and Sexual Harassment Committee, serving as avenues for addressing grievances. Employees and workers are encouraged to reach out to the Human Resource Department for any concerns, underscoring our commitment to their well-being and professional development.

Furthermore, we prioritise accessibility and transparency by prominently displaying contact details and email inquiries on our website, facilitating seamless communication for service and sales queries. By integrating these practices into our operations, we reaffirm our dedication to ethical conduct and sustainable growth, thereby enriching both our business and the communities we serve.



## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 4. Percentage of input material (inputs to total inputs by value) sourced from suppliers

	FY (2023-24)	PY (2022-23)
Directly sourced from MSMEs/ small producers	0	0.5%
Sourced directly from within the district and neighbouring districts	31.85%	32%

### 5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost.

Location	FY (2023-24)	PY (2022-23)
Rural	0.00%	0.00%
Semi-urban	20.12%	20.04%
Urban	57.17%	53.59%
Metropolitan	22.70%	26.37%

(Place to be categorised as per RBI Classification System- rural/semi-urban/ urban/ metropolitan)

### Essential Indicators

#### 1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Sr. No.	Details of negative social impact identified	Corrective action taken
NA		

#### 2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sr. No.	State	Aspirational District	Amount spent (In Rs.)
NA			

#### 3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)

No

#### (b) From which marginalised /vulnerable groups do you procure?

NA

#### (c) What percentage of total procurement (by value) does it constitute?

NA

#### 4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge

Sr.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/ No)	Benefit shared (Yes / No)	Basis of calculating benefit share
NA				

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Sr.	Name of authority	Brief of the Case	Corrective action taken
		NA	

### 6. Details of beneficiaries of CSR Projects

Sr.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
		NA	

## PRINCIPLE 9 BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

### Essential Indicators

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Our consumers are at the heart of everything we do, and their feedback is invaluable to our continuous improvement efforts. To ensure seamless communication and resolution of any issues they may encounter, we have implemented several customer-centric initiatives.

Firstly, each of our products prominently displays an email address dedicated to consumer feedback. Customers can reach out to us directly, detailing any concerns they may have. Our dedicated team promptly responds to these emails, prioritising swift resolution.

Moreover, our marketing coordinators are readily available to address any product-related queries, offering personalised assistance to our valued customers.

In addition to email correspondence, consumers can conveniently register their complaints through our website's query section. We commit to addressing these complaints promptly, either by resolving them within a stipulated timeframe or providing updates on the steps taken to address them. For more complex issues, our escalation process ensures timely resolution tailored to the nature of the complaint.

By providing multiple channels for consumers to voice their concerns and actively engaging with their feedback, we demonstrate our unwavering commitment to customer satisfaction and continuous improvement.

#### 2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	0
Safe and responsible usage	0
Recycling and/or safe disposal	0

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

### 3. Number of consumer complaints in respect of the following

	FY (2023-24)		Re- mark	PY (2022-23)		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	NA	0	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of essential services	0	0	NA	0	0	NA
Restrictive Trade Practices	0	0	NA	0	0	NA
Unfair Trade Practices	0	0	NA	0	0	NA
Other	0	0	NA	0	0	NA

### 4. Details of instances of product recalls on account of safety issues

	Number	Reasons for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

### 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? Yes

If available, provide a web-link of the policy	<a href="https://www.jtl.one/wp-content/uploads/2023/06/Policy-on-Cyber-Security-and-Risks-Related-to-Data-Privacy.pdf">https://www.jtl.one/wp-content/uploads/2023/06/Policy-on-Cyber-Security-and-Risks-Related-to-Data-Privacy.pdf</a>
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### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services. NA

### 7. Provide the following information relating to data breaches: NIL

- Number of Instances of data breaches
- Percentage of data breaches involving personally identifiable information of customers
- Impact, if any, of the data breaches

### Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).	Product details are available on the Company's web- site at <a href="http://www.jtl.one">www.jtl.one</a>
2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services	This is done one to one with customers. In our case we educate consumers on correct jointing and commissioning process of pipes.
3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.	Any delays in delivery are immediately informed to the consumer as soon as they come to our knowledge.

**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)**

<p>4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable)</p>	<p>Yes.</p>
<p>If yes, provide details in brief</p>	<p>All products manufactured by us are compliant with the mandatory codes, specifications, industry regulations, and statutory safety norms of the country. Additionally, we label our products with all necessary product information and detailed specifications in the information manuals and documents.</p>
<p>Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole?</p>	<p>As part of our customer engagement policy, we carry out a customer satisfaction survey every year. The results of the survey are shared internally with the concerned departments, and improvements are made based on the corrective actions proposed as an outcome of the survey.</p>

# INDEPENDENT AUDITOR'S REPORT

## To the members of

### JTL Industries Limited

(formerly known as JTL Infra Limited)

## REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

### OPINION

We have audited the accompanying standalone financial statements of JTL Industries Limited (formerly known as JTL Infra Limited) ("the Company"), which comprise the Standalone Balance Sheet as at 31st March, 2024, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, its profit including other comprehensive income, its cash flow and changes in equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial

statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### EMPHASIS OF MATTER

We draw attention to Note 51 of the accompanying statement which states that "The Company has carried out exercise of balances confirmation of trade receivable, trade payable, advances given, and other financial and non-financial assets and liabilities and has received confirmations in most of the cases. In few cases, such balances are subject to confirmation/ reconciliation and their balances are stated as per books of accounts. Adjustments, if any will be accounted for on confirmation/ reconciliation of the same, which in the opinion of the management will not have a material impact.

Our opinion is not qualified in respect of the matter as stated in the Emphasis of Matter paragraph.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. 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.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

### INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's 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.

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

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 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.

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

### OTHER MATTER

The standalone financial statements of the Company for the year ended 31st March, 2023, were audited by another auditor who expressed an unmodified opinion on those statements on 26th April, 2023.

Our opinion above on the standalone financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with

respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 197(16) of the Act, based on our audit and to the best of our information and according to explanations given to us, we report that the Company has paid remuneration to its Directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
2. 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.
3. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in paragraph 3(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
  - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the cash flow statement and the statement of changes in equity dealt with by this report are in agreement with the relevant books of account.
  - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph 3(i)(vi) below on reporting under Rule 11(g).
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements as at 31st March 2024. Refer note 40 to the standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in note 49(i) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other 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, as disclosed in note 49(j) to the standalone financial statements, 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.
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year ended 31st March, 2024 is in accordance with section 123 of the Act, as applicable.

As stated in note 45 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31st March,



## INDEPENDENT AUDITOR'S REPORT (CONTD.)

2024 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of accounts which has a features of recording Audit Trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature is not enabled at the database level and certain master fields (Asset Master, Customer Master and Vendor Master) for users with certain privileged access rights as it related to the accounting software. Further, during the course of our Audit we did not come

across any instance of the Audit Trail feature being tampered with. (Refer note 50 to the financial statements).

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 01, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

for **N. Kumar Chhabra and Co.**

Chartered Accountants  
ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA, Partner

Place of Signature: Chandigarh

Date: 10th May, 2024

Membership Number 507083

UDIN: 24507083BKBLVW5822

## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

**Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of JTL Industries Limited (formerly known as JTL Infra Limited) ("the Company") on the standalone financial statements for the year ended 31st March, 2024. We report that:**

- (i) (a) (A) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) According to the information and explanations given to us and the records of the Company examined by us, the Company has no intangible assets.
- (b) As explained to us, property plant and equipment have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the property plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the company, except the following:

Description of Property	Gross carrying value (Rs. in Lakhs)	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for no being held in name of Company
Land at Mangaon, Maharashtra, India	192.29	Mr. Vijay Singla	Relative of director	Purchased in 2019	As explained to us, the Company authorised Mr. Vijay Singla to purchase the land on behalf of the Company to overcome some legal complications involved in the transaction. Further as explained, the Company has secured ownership through long term lease in its name.
Land at Mangaon, Maharashtra, India	116.74	Mr. Vijay Singla	Relative of director	Purchased in 2024	

- (d) The Company has not revalued its property, plant and equipment (including Right of use assets) during the year ended 31st March, 2024.
- (e) According to the information and explanation given to us and the records of the Company examined by us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us and as disclosed in the note 49, the Company has been sanctioned working capital limit in excess of Rs. 5 Crores on the basis of security of current assets, in aggregate, during the year from banks and financial institutions and the quarterly returns or statements filed by the company with such banks or financial institutions

## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT (CONTD.)

are in agreement with the books of account of the Company.

(iii) The Company has granted unsecured loan to two companies. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans are as per the table given below:

(a) During the year, the Company has provided loans, the details of the loans outstanding at the year-end are as follows:

(Rs. in Lakhs)	
Particulars	Loan
Aggregate amount of loan granted/ provided during the year	
- Others	3,100.20
Balance outstanding as at Balance Sheet date	
- Others	4,154.73

The Company, however, has not stood as a guarantor or provided any security to any entity.

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the investments made and loans extended, are, prima facie, not prejudicial to the interest of the company.
- (c) The Company has granted loans to others where the schedule of repayment of principal and payment of interest has been stipulated (except for one loan) and the repayment or receipts are generally regular.
- (d) There are no amounts of loans granted to others which are overdue for more than ninety days.
- (e) There was no loan granted to others which had fallen due during the year, that has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) The Company has granted a loan to a Company, a related party as defined in clause (76) of section 2 of the Companies Act, 2013, without specifying any terms or period of repayment. The outstanding amount of such loan as at the year-end is Rs. 1054.73 Lakhs. In terms of percentage, it stands at 25.39% of the total loans outstanding as at the year-end.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investment made.

(v) In our opinion and according to the information and explanations given to us, the Company has accepted a sum of Rs. 21.61 Lakhs as advance for supply of goods which are outstanding for more than 365 days from the date of acceptance of such advance. The same is in violation of the provisions of section 73 to 76 and the Rules framed there under.

As per the information and explanation given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or other tribunal against the Company in respect of the deposits.

(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 Act 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 records with a view to determining whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income tax, sales tax, custom duty, duty of excise, value added tax, cess and other statutory dues during the year with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable, except for professional tax of Rs. 1.14 Lakhs.

(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of statutory dues referred to in sub-clause (a) as at 31st March, 2024 which have not been deposited on account of a dispute, are as follows:

## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT (CONTD.)

Sr. No.	Name of the Statute	Nature of dues	Period to which amount relates	Forum where dispute is pending	Amount demanded (In Rs. Lakhs)	Amount deposited (In Rs. Lakhs)	Amount unpaid (In Rs. Lakhs)
1.	The Central Excise Act, 1944	Duty of excise	April 2016 to June 2017	Commissioner of Central Excise (Appeals)	4.56	-	4.56
2.	Income-tax Act, 1961	Income-tax	F. Y. 2008-09	Commissioner of Income-tax (Appeals)	109.31	-	109.31
3.	Income-tax Act, 1961	Income-tax	F. Y. 2009-10	Commissioner of Income-tax (Appeals)	164.71	-	164.71

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company and as disclosed in the note 49, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) and hence reporting under clause 3(viii) of the order is not applicable to the Company.

(ix) (a) Based on our audit procedures and on the basis of information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of loans or other borrowings or in the repayment of interest thereon to the lender and hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

(b) On the basis of information and explanations given to us and as disclosed in the note 49, the Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

(c) 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 availed term loans from banks and financial institutions during the financial year and hence reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us and on the basis of our examination

of the records, short term funds raised during the year by the Company have not been utilized for long term purposes.

(e) Based on our audit procedures and on the basis of information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates and joint venture and hence reporting under clause 3(ix)(e) of the Order is not applicable to the Company.

(f) Based on our audit procedures and on the basis of information and explanations given to us, during the year the Company has not raised any funds on the pledge of securities held in its subsidiaries, joint venture or associate companies and hence reporting under clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money by way of Initial public offer or further public offer (including debt instrument) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has made preferential allotment of shares during the year. For such allotment of shares, the Company has complied with the requirements of the section 42 and section 62 of the Act have been complied with and the funds raised have been, prime facie, applied by the company during the year for the purposes for which the funds were raised. The Company has not made any preferential allotment of (fully

## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT (CONTD.)

- or partly or optionally) convertible debentures during the year.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under subsection 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 for the period covered by our audit.
- (c) Based on our audit procedure performed and according to the information and explanations given to us, no whistle blower complaints were received by the Company during the year and hence reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- (xii) The Company is not a Nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit issued to the Company during the year and till date, in determining nature, timing and extent of our audit procedure.
- (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 prescribed under Section 192 of the Act with directors or persons connected with them during the year.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi) (a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Company does not have any CICs, which are part of any Group. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and hence reporting under clause 3(xviii) of the Order is not applicable to the company.
- (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

## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT (CONTD.)

has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) According to the information and explanations given to us and based on our examination of the records of the Company, in respect of CSR Expenditure other than ongoing CSR projects, there were no amount remaining unspent u/s 135 (5) of the Act, hence no amount was required to be transferred to a Fund specified in Schedule VII to the Companies Act.

- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there was no amount remaining unspent which requires to be transferred by the Company to the special account in compliance with the provision of subsection 6 of section 135 of the said Act.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

for **N. Kumar Chhabra and Co.**

Chartered Accountants

ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA, Partner

Place of Signature: Chandigarh

Date: 10th May, 2024

Membership Number 507083

UDIN: 24507083BKBLVW5822

## ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

### REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

We have audited the internal financial controls over financial reporting of JTL Industries Limited (formerly known as JTL Infra Limited) ("the Company") as of 31st March, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

### AUDITORS' RESPONSIBILITY

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

Our audit involves performing procedures to obtain audit

evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the 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,

**ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT (CONTD.)**

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

**OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024,

based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

for **N. Kumar Chhabra and Co.**

Chartered Accountants

ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA, Partner

Place of Signature: Chandigarh

Date: 10th May, 2024

Membership Number 507083

UDIN: 24507083BKBLVW5822



# STANDALONE BALANCE SHEET

AS AT MARCH 31, 2024

(Rs. in Lacs)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	4	10,577.20	6,536.20
Capital work-in-progress	5	584.72	425.48
<b>Financial assets</b>			
Investments	6	584.53	1,621.88
Other non-current assets	7	6,093.08	424.64
<b>Total Non-current Assets</b>		<b>17,839.53</b>	<b>9,008.20</b>
<b>Current Assets</b>			
Inventories	8	15,043.15	16,773.80
<b>Financial Assets</b>			
Trade receivables	9	19,266.12	13,946.01
Cash and cash equivalents	10	10,661.80	5,003.36
Bank balances other than cash and cash equivalents	11	477.77	305.59
Loans	12	4,160.39	2,992.49
Other current assets	13	16,846.33	8,135.55
<b>Total Current Assets</b>		<b>66,455.55</b>	<b>47,156.80</b>
<b>Total Assets</b>		<b>84,295.08</b>	<b>56,165.00</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	14	3,540.22	1,686.84
Other equity	15	73,890.52	39,024.05
<b>Total Equity</b>		<b>77,430.73</b>	<b>40,710.90</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	16	-	912.57
Other financial liabilities	17	19.61	7.42
Provisions	18	190.60	168.94
Deferred tax liabilities	19	185.85	416.45
<b>Total Non-current Liabilities</b>		<b>396.06</b>	<b>1,505.38</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	20	2,000.53	9,593.21
Trade payables	21	-	-
Total outstanding dues of micro and small enterprises		1.07	-
Total outstanding dues of creditors other than micro and small enterprises		2,448.79	2,853.51
Other financial liabilities	22	265.36	159.20
Other current liabilities	23	1,301.57	496.32
Provisions	24	31.23	42.47
Current tax liabilities (net)	25	419.72	804.02
<b>Total Current Liabilities</b>		<b>6,468.28</b>	<b>13,948.73</b>
<b>Total Equity and Liabilities</b>		<b>84,295.08</b>	<b>56,165.00</b>

The notes referred to above form an integral part of the standalone financial statements. 1 to 53

This is the standalone balance sheet referred to in our report of even date.

for **N. Kumar Chhabra and Co.**  
Chartered Accountants  
ICAI Firm Registration Number 00837N

for and on behalf of the Board of Directors  
of **J T L Industries Limited**  
(Formerly Known as JTL Infra Limited)

**CA. Ashish Chhabra**  
FCA., Partner  
Membership Number 507083  
UDIN: 24507083BKBLVW5822

**Pranav Singla**  
Whole Time Director  
DIN: 07898093

**Madan Mohan**  
Managing Director  
DIN: 00156668

Place : Chandigarh  
Date : May 10, 2024

**Amrendra Kumar Yadav**  
Company Secretary  
Membership Number: A41946

**Atul Garg**  
Chief Financial Officer  
PAN: ALZPG9915G

# STANDALONE STATEMENT OF PROFIT AND LOSS

## FOR YEAR ENDED MARCH 31, 2024

(Rs. in Lacs)

Particulars	Note	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Revenue from operations	26	2,04,022.89	1,54,840.26
Other income	27	806.57	493.75
<b>Total Income (I)</b>		<b>2,04,829.46</b>	<b>1,55,334.01</b>
<b>EXPENSES</b>			
Cost of materials consumed	28	1,69,489.56	1,34,414.07
Purchases of stock-in-trade	29	9,912.82	-
Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	424.57	(552.53)
Employee benefits expense	31	2,116.94	1,981.72
Finance costs	32	509.36	634.91
Depreciation and amortisation expense	33	555.75	425.50
Other expenses	34	6,859.36	6,061.01
<b>Total Expenses (II)</b>		<b>1,89,868.37</b>	<b>1,42,964.69</b>
Profit before exceptional items and tax (I-II)		14,961.09	12,369.32
Exceptional items			
Profit/(loss) on sale of investments		-	(108.21)
<b>Profit before tax</b>		<b>14,961.09</b>	<b>12,261.11</b>
<b>Tax Expenses</b>	35		
Current tax		3,695.47	3,050.87
Income tax of earlier years		75.94	70.46
Deferred tax		(66.77)	127.38
<b>Total Tax Expense</b>		<b>3,704.64</b>	<b>3,248.71</b>
<b>Profit for the years</b>		<b>11,256.45</b>	<b>9,012.41</b>
<b>Other Comprehensive Income :</b>			
<b>Items that will be reclassified to Profit and Loss</b>			
Re-measurement gains/ (losses) on defined benefit obligations		10.10	3.78
Income tax related to item that will be reclassified to profit and loss		(2.54)	(0.95)
<b>Items that will not be reclassified to Profit and Loss</b>			
Fair valuation of financial instruments through OCI		(782.56)	397.53
Income tax related to item that will not be reclassified to profit and loss		166.36	(100.06)
<b>Total Other Comprehensive Income</b>		<b>(608.65)</b>	<b>300.30</b>
<b>Total Comprehensive Income</b>		<b>10,647.80</b>	<b>9,312.71</b>
<b>Earnings per Equity Share of Rs. 2 each</b>	37		
Basic		6.60	5.35
Diluted		6.49	4.64

The notes referred to above form an integral part of the standalone financial statements. 1 to 53

This is the standalone statement of profit and loss referred to in our report of even date.

for **N. Kumar Chhabra and Co.**  
Chartered Accountants  
ICAI Firm Registration Number 00837N

for and on behalf of the Board of Directors  
of **J T L Industries Limited**  
(Formerly Known as JTL Infra Limited)

**CA. Ashish Chhabra**  
FCA., Partner  
Membership Number 507083  
UDIN: 24507083BKBLVW5822

**Pranav Singla**  
Whole Time Director  
DIN: 07898093

**Madan Mohan**  
Managing Director  
DIN: 00156668

Place : Chandigarh  
Date : May 10, 2024

**Amrendra Kumar Yadav**  
Company Secretary  
Membership Number: A41946

**Atul Garg**  
Chief Financial Officer  
PAN: ALZPG9915G

## STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in Lacs)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Cash Flow from Operating Activities</b>		
Profit before tax	14,961.09	12,261.11
<b>Adjustment for :</b>		
Depreciation and amortisation Expense	555.75	425.50
Interest income	(439.95)	(98.33)
Proceeds from sale of current investments	(182.41)	-
Finance costs	509.36	634.91
Dividend income	(0.01)	(3.94)
Net unrealised foreign exchange (gain)	(54.57)	(13.96)
(Gain) / Loss on sale of property, plant and equipment (net)	-	(5.50)
<b>Operating Profit before working Capital Changes :</b>	<b>15,349.27</b>	<b>13,199.79</b>
<b>Movements in Working Capital :</b>		
(Increase)/decrease in trade receivables	(5,265.54)	(2,920.86)
(Increase)/decrease in inventories	1,730.65	(4,846.82)
Increase/(decrease) in trade payables	(403.64)	698.85
Increase/(decrease) in other liabilities and provisions	944.11	3,982.48
(Increase)/decrease in other financial assets and other assets	(10,557.14)	(6,781.54)
<b>Cash generated from Operations :</b>	<b>1,797.71</b>	<b>3,331.89</b>
Direct taxes paid	(4,155.71)	(2,607.67)
<b>Net Cash flow from/(used in) Operating Activities</b>	<b>(2,358.00)</b>	<b>724.22</b>
<b>Cash Flow from Investing Activities</b>		
Purchase of property, plant and equipment including capital work-in-progress and capital advances	(9,746.16)	(1,877.09)
Proceeds from sale of property, plant and equipment	-	5.50
Proceeds from sale of investments valued through profit and loss	254.79	(389.38)
Movement bank deposit not considered as cash and cash equivalent	(172.19)	(150.93)
Dividend Received	0.01	3.94
Proceeds from sale of current investments valued through other comprehensive income	182.41	-
Interest received	440.14	98.33
<b>Net Cash flow from/(used in) Investing Activities</b>	<b>(9,041.00)</b>	<b>(2,309.63)</b>
<b>Cash Flow from Financing Activities</b>		
Proceeds from/ (repayment of) long-term borrowings	(1,124.21)	(189.52)
Proceeds from issue of equity share capital	83.27	127.00
Proceeds from securities premium received	12,406.70	2,159.00
Money received/(refund) against share warrants	13,750.98	9,033.28
Proceeds from/ (repayment of) in short-term borrowings	(7,381.04)	(3,926.94)
Dividend paid	(168.91)	-
Finance costs paid	(509.36)	(634.91)
<b>Net Cash flow from/(used) in Financing Activities</b>	<b>17,057.43</b>	<b>6,567.91</b>
<b>Net Increase/Decrease in Cash and Cash Equivalents</b>	<b>5,658.42</b>	<b>4,982.51</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>5,003.36</b>	<b>20.85</b>
<b>Cash and Cash equivalents at the end of the year</b>	<b>10,661.80</b>	<b>5,003.36</b>

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

### Notes:

- (i) Components of Cash and Cash Equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand (including imprest)	23.90	35.84
Balance with Scheduled Banks :		
- in current accounts	401.90	3.41
- in cash credit accounts	2,791.28	-
Unpaid Dividend Accounts *		-
Investment in commercial papers	-	4,964.11
Cheques in hand	5,157.94	-
Deposit with remaining maturity for less than 3 months	2,286.78	-
<b>Cash and Cash Equivalents</b>	<b>10,661.80</b>	<b>5,003.36</b>

- (ii) Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under Section 133 of the Companies Act, 2013.
- (iii) Purchase of property, plant and equipment includes movements of capital work-in-progress (including capital advances and liability for capital goods) during the year
- (iv) Figures in brackets indicate cash outflows.
- (v) Disclosure of changes in liabilities arising from financing activities, including both changes arising from cash flows and noncash changes under Para 44A as set out in Ind AS 7 "Statement of Cash Flows" under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is as under:

Particulars	Rs.in Lacs		
	Non-current borrowings	Current borrowings	Total
As at April 01, 2022	1,336.81	8,094.51	9,431.32
Proceeds from non-current borrowings	-	-	-
Repayment of non-current borrowings (including current maturities) (net)	(212.61)	-	(212.61)
Proceeds/ (Repayment) of current borrowings (net)	-	1,287.06	1,287.06
<b>As at March 31, 2023</b>	<b>1,124.20</b>	<b>9,381.57</b>	<b>10,505.77</b>
Proceeds from non-current borrowings	-	-	-
Repayment of non-current borrowings (including current maturities) (net)	(1,124.20)	-	(1,124.20)
Proceeds/ (Repayment) of current borrowings (net)	-	(7,381.04)	(7,381.04)
<b>As at March 31, 2024</b>	<b>-</b>	<b>2,000.53</b>	<b>2,000.53</b>

- (vi) Figures for the Previous year have been reclassified/regrouped wherever necessary to confirm to current year's classification.

This is the standalone cash flow statement referred to in our report of even date.

for **N. Kumar Chhabra and Co.**  
Chartered Accountants  
ICAI Firm Registration Number 00837N

for and on behalf of the Board of Directors  
of **J T L Industries Limited**  
(Formerly Known as JTL Infra Limited)

**CA. Ashish Chhabra**  
FCA., Partner  
Membership Number 507083  
UDIN: 24507083BKBLVW5822

**Pranav Singla**  
Whole Time Director  
DIN: 07898093

**Madan Mohan**  
Managing Director  
DIN: 00156668

Place : Chandigarh  
Date : May 10, 2024

**Amrendra Kumar Yadav**  
Company Secretary  
Membership Number: A41946

**Atul Garg**  
Chief Financial Officer  
PAN: ALZPG9915G

## STANDALONE STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

### A. EQUITY SHARE CAPITAL

Particulars	Rs. in Lacs
<b>Balance as at March 31, 2022</b>	<b>1,183.74</b>
Share capital of transferor company	160.73
<b>Balance as at April 01, 2022</b>	<b>1,344.47</b>
Increase/(decrease) during the year	503.10
Share capital of transferor company	(160.73)
<b>Balance as at March 31, 2023</b>	<b>1,686.84</b>
Increase/(decrease) during the year	83.27
Issue of bonus share	1,770.11
<b>Balance as at March 31, 2024</b>	<b>3,540.22</b>

Share capital of transferor company (i.e., M/s Chetan Industries Limited) of Rs. 160.73 Lacs (Face value of Rs. 1 per share) and shares issued by the transferee company of Rs. 376.10 Lacs (face value of Rs. 2 per Share) to the shareholders of the transferor company (i.e., Chetan Industries Limited).

### B. OTHER EQUITY

Particulars	Reserve and Surplus					Equity Instruments through OCI	Fair valuation of Equity Instruments through OCI	Money received against share warrants	Total other equity
	Capital Reserve	Merger Capital Reserve	General Reserve	Securities Premium	Retained Earnings				
<b>Balance as at April 01, 2022</b>	<b>300.11</b>	-	<b>200.60</b>	<b>3,922.13</b>	<b>13,381.48</b>	<b>9.19</b>	<b>34.78</b>	<b>574.50</b>	<b>18,422.79</b>
Money received against share warrants	-	-	-	-	-	-	-	9,607.79	9,607.79
Reserve received from transferor company	-	-	-	-	311.64	-	-	-	311.64
Share capital of transferor company less share capital issued by transfer company*	-	(215.37)	-	-	-	-	-	-	(215.37)
Issued of shares by conversion of warrants	-	-	-	2,159.00	-	-	-	(574.50)	1,584.50
Profit for the year	-	-	-	-	9,012.41	-	297.47	-	9,309.88
Other comprehensive income	-	-	-	-	2.83	-	-	-	2.83
Dividend paid	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2023</b>	<b>300.11</b>	<b>(215.37)</b>	<b>200.60</b>	<b>6,081.13</b>	<b>22,708.36</b>	<b>9.19</b>	<b>332.25</b>	<b>9,607.79</b>	<b>39,024.05</b>
Money received against share warrants	-	-	-	-	-	-	-	26,242.48	26,242.48
Conversion of Share warrant into Capital	-	-	-	-	-	-	-	(12,489.97)	(12,489.97)
Money Refund against warrant	-	-	-	-	-	-	-	(1.52)	(1.52)
Issued of shares by conversion of warrants	-	-	-	12,406.70	-	-	-	-	12,406.70

## STANDALONE STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs.in Lacs

Particulars	Reserve and Surplus					Equity Instruments through OCI	Fair valuation of Equity Instruments through OCI	Money received against share warrants	Total other equity
	Capital Reserve	Merger Capital Reserve	General Reserve	Securities Premium	Retained Earnings				
Bonus share issued	-	-	-	(1,770.11)	-	-	-	-	(1,770.11)
Profit for the year	-	-	-	-	11,256.45	-	-	-	11,256.45
Other comprehensive income	-	-	-	-	7.55	-	(616.20)	-	(608.65)
Dividend paid	-	-	-	-	(168.91)	-	-	-	(168.91)
<b>Balance as at March 31, 2024</b>	<b>300.11</b>	<b>(215.37)</b>	<b>200.60</b>	<b>16,717.73</b>	<b>33,803.45</b>	<b>9.19</b>	<b>(283.95)</b>	<b>23,358.77</b>	<b>73,890.52</b>

\* In addition to above share capital of transferor company (i.e., Chetan Industries Limited) of Rs. 160.73 Lacs (face value of Rs. 1 per share) and shares issued by the transferee company of Rs. 376.10 Lacs (face value of Rs. 2 per Share) to the shareholders of the transferor company (i.e., Chetan Industries Limited) have resulted into debit balance of Merged Capital Reserve.

The notes referred to above form an integral part of the standalone financial statements. 1 to 53

This is the standalone statement of changes in equity referred to in our report of even date.

for **N. Kumar Chhabra and Co.**

Chartered Accountants

ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA., Partner

Membership Number 507083

UDIN: 24507083BKBLW5822

Place : Chandigarh

Date : May 10, 2024

**for and on behalf of the Board of Directors  
of J T L Industries Limited**

(Formerly Known as JTL Infra Limited)

**Pranav Singla**

Whole Time Director

DIN: 07898093

**Amrender Kumar Yadav**

Company Secretary

Membership Number: A41946

**Madan Mohan**

Managing Director

DIN: 00156668

**Atul Garg**

Chief Financial Officer

PAN: ALZPG9915G

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

### 1. CORPORATE INFORMATION

JTL Industries Limited ("the Company") formally known as JTL Infra Limited is a public limited company incorporated in India on July 07, 1991, under the Companies Act with Corporate Identification Number L27106CH1991PLC011536 and listed on the National Stock Exchange (NSE), Bombay Stock Exchange ('BSE'), and Metropolitan Stock Exchange. The registered office of the Company is situated at SCF 18-19, First Floor, Sector 28 C, Chandigarh – 160 002, India.

The Company is primarily engaged in the business of manufacture and sale of Iron and Steel products. The Company is an integrated manufacturer and supplier of steel tubes, pipes and allied products having manufacturing facilities in India. The Company has four manufacturing facilities viz. Derabassi and Mandi Gobindgarh, Punjab and Raipur, Chhattisgarh and Mangaon, Maharashtra.

### 2. BASIS OF PREPARATION AND MEASUREMENT

#### I Basis of preparation:

##### (i) Compliance with Ind AS

These standalone financial statements ('financial statements') have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI).

Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). the financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company as well.

The accounting policies are applied consistently to all the periods presented in the financial statements.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements

##### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

1. Certain financial assets and liabilities that are measured at fair value;
2. Defined benefit plans - plan assets measured at fair value;

##### (iii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013.

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months;
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as noncurrent.

A liability is current when:

- It is expected to be settled in normal operating cycle;

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current and non-current classification of assets and liabilities.

#### (iv) Key accounting estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses.

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

Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment, useful lives of property and plant and equipment, provisions, valuation of deferred tax liabilities, contingent liabilities and fair value measurements of financial instruments as discussed below.

Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in the respective policies.

Continuous evaluation is done on the estimation. Actual results may differ from these estimates.

### 3. MATERIAL ACCOUNTING POLICIES FOLLOWED BY THE COMPANY

#### (a) Property, Plant and Equipment (PPE) (including Capital Work-in-Progress)

Free hold land is stated at historical cost. Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises:

- Purchase price, including import duties and non-refundable taxes on purchase (goods and service tax, value added tax), after deducting trade discounts and rebates.
- Any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located.
- The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Costs in nature of repairs and maintenance are recognised in the Statement of Profit and Loss as and when incurred.

#### Capital work in progress

Property, plant and equipment which are not ready for intended use as on the date of balance sheet are disclosed as "Capital work-in-progress".

#### Capital Advances

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets".

Depreciation and amortisation methods, estimated useful lives and residual value

Depreciation is provided on straight line basis on the original cost/ acquisition cost of assets



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

or other amounts substituted for cost of fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act, read with notification dated August 29, 2014 of the Ministry of Corporate Affairs.

The useful life is as follows:

Sr. No.	Nature of Asset	Useful Life (Years)
1.	Buildings	30
2.	Plant and Machinery	15
3.	Other Equipment	3 to 5
4.	Vehicles	8
5.	Furniture/ Fittings	10

The residual value for all the above assets are retained at 5% of the cost.

Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use. The provision for depreciation for multiple shifts has been made in respect of eligible assets on the basis of operation of respective units.

### De-recognition

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the Statement of Profit and Loss when the item is derecognised.

### (b) Intangibles

Intangible Assets are recognised, if the future economic benefits attributable to the assets are expected to flow to the Company and cost of the asset can be measured reliably. All other expenditure is expensed as incurred. The same are amortised over the expected duration of benefits. Such intangible assets are measured at cost less any accumulated amortisation and impairment losses, if any.

Intangible Assets are amortised on a Straight Line basis over the estimated useful economic

life. The estimated useful lives of intangible assets are assessed as 10 years.

### (c) Financial assets designated at fair value through OCI (equity instruments)

In the case of equity instruments which are not held for trading and where the Company has taken irrevocable election to present the subsequent changes in fair value in other comprehensive income, these elected investments are initially measured at fair value plus transaction costs and subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Equity instruments through other comprehensive income' under the head 'Other Equity'.

#### A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit taking.

Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI.

### (d) Investments in Subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and carrying amounts are recognised in statement of profit and loss.

### (e) Inventories

Inventories are valued at lower of cost and net realisable value including necessary provision

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for obsolescence. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses. The cost of raw materials, components, consumable stores and spare parts are determined using the weighted average method and includes freight, taxes and duties, net of duty credits wherever applicable. Finished goods, including stock in trade and work-in-progress are valued at lower of cost and net realisable value. Cost includes all direct costs and applicable manufacturing overheads incurred in bringing them to their present location and condition.

### Raw materials

Raw materials are valued at cost of purchase net of duties and includes all expenses incurred in bringing such materials to the location of its use.

### Work-in-progress and finished goods

Work-in-progress and finished goods include conversion costs in addition to the landed cost of raw materials.

### Stores, spares and tools

Stores, spares and tools cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

## (f) Financial instruments

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

### Financial Assets

#### - Initial Recognition and measurement

All financial assets are recognised at fair value.

#### - Cash and cash equivalents

- Cash and cash equivalent comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of

changes in value. These balances with banks are unrestricted for withdrawal and usage.

- Other bank balances include balances and deposits with banks that are restricted for withdrawal and usage.

#### - Recoverability of trade receivable

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the worth of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

#### - Derivative financial instruments and Hedge Accounting

The Company uses various derivative financial instruments such as forwards contracts to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

#### - Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### Financial Liabilities

#### - Initial Recognition and measurement

All financial liabilities are recognised at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

#### - Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

#### - Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expire.

### (g) Impairment of non-financial assets

At each balance sheet date, the carrying amount of fixed assets is reviewed by the management to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (recoverable amount is the higher of an asset's net selling price or value in use). In assessing the value in use, the estimated future cash flows expected from the continuing use of the assets and from their disposal are discounted to their present value using a pre discounted rate that reflects the current market assessment of time value of money and risks specific to the asset.

Reversal of impairment loss is recognised immediately as income in the statement of profit and loss.

### (h) Taxes on income

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the provisions of Income-tax Act. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

### (i) Provision and contingent liabilities

A provision is recognised when the Company has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent liabilities are not recognised in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

### (j) Revenue recognition

#### Sale of products

Revenue from sale of products is recognised when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer

and there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably. Revenue from operations is disclosed exclusive of goods and services tax (GST).

#### Government Grants

Export incentive entitlements are recognised as income when there is reasonable assurance to receive that Company will comply with the conditions attached to them and it is established that incentive will be received.

Government grants relating to income are recognised in statement of profit and loss on a systematic basis over the periods in which the Company recognises as expenses, the related costs for which grants are intended to compensate.

#### Other Income

Other income is accounted for on accrual basis as and when the right to receive arises.

### (k) Employee benefits

#### Short-term employee benefits

All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

#### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the statement of profit and loss in the periods during which the related services are rendered by employees. The Company makes specified contributions towards the following schemes:

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### Employees' State Insurance (ESI)

The Company has a scheme of state insurance for its employees, registered with the regional state insurance commissioner. The Company's contribution to the state insurance is charged to the statement of profit and loss every year.

### Employees' Provident Fund (EPF)

All directly recruited employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan. Both employee and employer make monthly contribution to the plan at a predetermined rate of employee's basic salary and dearness allowance. These contributions to provident fund are administered by the provident fund commissioner. Employer's Contribution to provident fund is expensed in the statement of profit and loss as and when incurred.

### Labour Welfare Fund

The Company makes contribution to labour welfare fund scheme in accordance with Labour Welfare Fund Act. The Company's contribution to the welfare fund is charged to the statement of profit and loss every year.

### Retirement benefit obligations

Retirement benefit obligations are classified into defined benefits plans and defined contribution plans as under:

#### Defined Gratuity Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

#### Compensated absences

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilised during the service, or encashed. Encashment can be made during service, on early retirement, on withdrawal of scheme, at resignation and

upon death of the employee. Accumulated compensated absences are treated as other long-term employee benefits. The Company's liability in respect of other long-term employee benefits is recognised in the books of account based on actuarial valuation using projected unit credit method as at Balance Sheet date by an independent actuary. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The liability in respect of Gratuity is recognised in the books of accounts based on actuarial valuation by an independent actuary.

### Actuarial valuation

The liability in respect of all defined benefit plans is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

### Re-measurement

Benefit plans in respect of retirement benefits are charged to the Other Comprehensive Income.

The Company's retirement benefit obligation is subject to a number of judgement including discount rates, inflation and salary growth. Significant judgement is required when setting these criteria and a change in these assumptions would have a significant impact on the amount

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recorded in the Company's balance sheet and the statement of profit and loss. The Company sets these judgements based on previous experience and third party actuarial advice.

### (l) Finance costs

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred. Interest free loan taken from promoters and others has been derived on basis of fair value based on market rate of interest prevailing when loan and derived to the total tenure of loan. The interest for the period is charged to the statement of profit and loss.

### (m) Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity shareholders of the Company.

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

### (n) Dividends

The Company recognises a liability to make dividend distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India a

distribution is authorised when it is approved by the shareholders, However, Board of Directors of a Company may declare interim dividend during any financial year out of the surplus in statement of profit and loss and out of the profits of the financial year in which such interim dividend is sought to be declared. A corresponding amount is recognised directly in equity.

### (o) Foreign Currency Transactions

#### Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

#### Exchange Differences

Exchange differences arising on the settlement of monetary items or on restatement of reporting Company's monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

### (p) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

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4. PROPERTY, PLANT AND EQUIPMENT

A. Property, plant and equipment

Particulars	Rs. in Lacs											Total				
	Land	Building	Computers and Printer	Furniture and Fixtures	Telephone and Mobiles	Office Equipment	Electricals and Appliance	Plant and Machinery	Miscellaneous Assets	Vehicles						
<b>Gross Block</b>																
Opening Cost as at April 01, 2022	627.90	1,589.59	18.78	84.14	7.08	28.77	399.28	3,569.89	388.86	574.46						7,288.75
Additions	441.56	-	1.27	4.06	2.86	20.46	-	1,043.79	-	321.88						1,835.87
Sales/ Adjustments	-	-	-	-	-	-	-	(44.30)	-	-						(44.30)
Adjustments	-	-	-	-	-	-	-	-	-	-						-
<b>As at March 31, 2023</b>	<b>1,069.45</b>	<b>1,589.59</b>	<b>20.05</b>	<b>88.19</b>	<b>9.94</b>	<b>49.22</b>	<b>399.28</b>	<b>4,569.38</b>	<b>388.86</b>	<b>896.34</b>						<b>9,080.32</b>
Additions	116.74	2,155.90	16.14	2.91	-	74.50	2.00	1,594.22	-	634.33						4,596.75
Sales/ Adjustments	-	-	-	-	-	-	-	-	-	-						-
Adjustments	-	-	-	-	-	-	-	-	-	-						-
<b>As at March 31, 2024</b>	<b>1,186.20</b>	<b>3,745.49</b>	<b>36.19</b>	<b>91.10</b>	<b>9.94</b>	<b>123.73</b>	<b>401.28</b>	<b>6,163.61</b>	<b>388.86</b>	<b>1,530.67</b>						<b>13,677.07</b>
<b>Accumulated Depreciation</b>																
Balance as at April 01, 2022	-	448.80	13.19	13.51	1.30	12.47	322.75	1,031.85	331.60	254.80						2,430.26
Charge for the period	-	45.16	2.62	7.57	1.68	6.10	7.40	269.84	-	85.12						425.49
Deductions/ Adjustments	-	(141.99)	-	-	-	(0.06)	(6.37)	(147.17)	34.47	(50.51)						(311.64)
<b>As at March 31, 2023</b>	<b>-</b>	<b>351.97</b>	<b>15.81</b>	<b>21.08</b>	<b>2.97</b>	<b>18.51</b>	<b>323.79</b>	<b>1,154.52</b>	<b>366.07</b>	<b>289.41</b>						<b>2,544.12</b>
Charge for the period	-	91.63	3.72	7.99	1.91	14.91	8.16	309.21	-	118.22						555.75
Deductions/ Adjustments	-	-	-	-	-	-	-	-	-	-						-
<b>As at March 31, 2024</b>	<b>-</b>	<b>443.60</b>	<b>19.53</b>	<b>29.07</b>	<b>4.89</b>	<b>33.43</b>	<b>331.95</b>	<b>1,463.72</b>	<b>366.07</b>	<b>407.62</b>						<b>3,099.87</b>
<b>Net carrying Value</b>																
As at March 31, 2024	1,186.20	3,301.89	16.65	62.03	5.05	90.30	69.33	4,699.89	22.80	1,123.05						10,577.20
As at March 31, 2023	1,069.45	1,237.62	4.24	67.11	6.97	30.71	75.49	3,414.87	22.80	606.93						6,536.20
As at March 31, 2022	627.90	1,140.79	5.59	70.63	5.78	16.30	76.53	2,538.04	57.26	319.67						4,858.49

**Note:** For lien/ charge against property, plant and equipment refer note 16 and 20.

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FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**B. Regulatory Information**

**Immovable Property**

- The title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed under Property, plant and equipment are held in the name of the Company except for the followings:

Description of Property	Gross carrying value (Rs. in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Land at Mangaon, Maharashtra, India	192.29	Mr. Vijay Singla	Relative of director	Purchased in 2019	The Company authorised Mr. Vijay Singla to purchase the land on behalf of the Company to overcome some legal complications involved in the transaction. The Company has secured ownership through long term lease in its name.
Land at Mangaon, Maharashtra, India	116.74	Mr. Vijay Singla	Relative of director	Purchased in 2024	
<b>Total</b>	<b>309.04</b>				

**5. CAPITAL WORK-IN-PROGRESS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Building under construction	36.91	19.96
Plant and machinery under erection	547.81	405.52
<b>Total</b>	<b>584.72</b>	<b>425.48</b>

**The following is the movement in capital work-in-progress**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning	425.48	339.96
Addition	159.24	531.78
Capitalised during the year	-	(446.26)
Balance at the closing	584.72	425.48

**Capital work-in-progress aging schedule**

Rs. in Lacs

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects-in-progress					
March 31, 2024	159.24	425.48	-	-	584.72
March 31, 2023	425.48	-	-	-	425.48
Projects temporarily suspended					
March 31, 2024	-	-	-	-	-
March 31, 2023	-	-	-	-	-



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**6. NON-CURRENT INVESTMENTS**

				Rs. in Lacs	
Particulars	No of shares Current Year (Previous Year)	Face Value	As at March 31, 2024	As at March 31, 2023	
<b>Investments in Equity Instruments (fully paid up unless otherwise stated)</b>					
<b>A. Investment in Subsidiaries</b>					
Unquoted investments (at fully paid)- Carried at cost					
JTL Tubes Limited	50000 (50000)	10	5.00	5.00	
<b>Total</b>			<b>5.00</b>	<b>5.00</b>	
<b>B. Other Non-current Investments</b>					
<b>Carried at fair value through other comprehensive income</b>					
Quoted investments (at fully paid)- carried at fair value					
Tiger Logistics (India) Limited	469150 (472000)	1	215.81	171.48	
M K Proteins Limited	3666910 (5940000)	1	362.29	1,445.40	
Share India Securities Limited	89	10	1.43	-	
<b>Total</b>			<b>579.53</b>	<b>1,616.88</b>	
<b>Total</b>			<b>584.53</b>	<b>1,621.88</b>	

			Rs. in Lacs	
Particulars			As at March 31, 2024	As at March 31, 2023
Aggregate amount of book value in unquoted investments			5.00	5.00
Aggregate amount of market value of quoted investments			579.53	1,616.88

**7. OTHERS NON-CURRENT ASSETS**

				Rs. in Lacs	
Particulars			As at March 31, 2024	As at March 31, 2023	
(Unsecured, considered good unless otherwise stated)					
Security deposits			964.28	286.01	
Advance for capital goods			5,128.79	138.63	
<b>Total</b>			<b>6,093.08</b>	<b>424.64</b>	

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**8. INVENTORIES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Raw materials	8,825.10	10,077.50
Finished goods	5,429.74	5,917.28
Consumables	570.92	624.61
Scrap and wastage	217.38	154.41
<b>Total</b>	<b>15,043.15</b>	<b>16,773.80</b>

All inventories have been pledged/ mortgaged to secure borrowings of the Company refer note 16 and 20.

**9. TRADE RECEIVABLES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables considered good - unsecured	19,266.12	13,946.01
<b>Total</b>	<b>19,266.12</b>	<b>13,946.01</b>

All book debts have been hypothecated/ mortgaged to secure borrowings of the Company refer note 16 and 20.

**Ageing for trade receivables as at March 31, 2024**

Rs. in Lacs

Particulars	Not Due	Outstanding for the 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	
<b>Trade Receivables</b>							
Undisputed trade receivables – considered good	15,099.59	1,440.53	2,469.06	19.28	2.10	214.10	19,244.65
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	6.99	14.48	21.47
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>15,099.59</b>	<b>1,440.53</b>	<b>2,469.06</b>	<b>19.28</b>	<b>9.08</b>	<b>228.58</b>	<b>19,266.12</b>
Less: Allowance for doubtful trade receivables							-
<b>Balance</b>							<b>19,266.12</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**Ageing for trade receivables as at March 31, 2023**

Rs. in Lacs

Particulars	Not Due	Outstanding for the 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	
<b>Trade Receivables</b>							
Undisputed trade receivables – considered good	13,476.53	11.82	24.46	32.29	386.05	0.37	13,931.53
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired							-
Disputed trade receivables – considered good	-	-	-	-	-	14.48	14.48
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>13,476.53</b>	<b>11.82</b>	<b>24.46</b>	<b>32.29</b>	<b>386.05</b>	<b>14.85</b>	<b>13,946.01</b>
Less: Allowance for doubtful trade receivables							-
<b>Balance</b>							<b>13,946.01</b>

**10. CASH AND CASH EQUIVALENTS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand (including imprest)	23.90	35.84
Balance with banks		
- in current accounts	401.90	3.41
- in cash credit accounts	2,791.28	-
Investment in commercial papers	-	4,964.11
Cheques in hand	5,157.94	-
Deposit with remaining maturity for less than 3 months*	2,286.78	-
<b>Total</b>	<b>10,661.80</b>	<b>5,003.36</b>

\* Deposits are in the nature of Margin Money pledged with banks against Bank Guarantee's given/ Letter of Credit's established by the bank.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**11. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Other bank balances - in earmarked account		
Deposits with remaining maturity for less than 12 months*	472.20	303.37
Unpaid dividend account	5.57	2.22
<b>Total</b>	<b>477.77</b>	<b>305.59</b>

\* Deposits are in the nature of Margin Money pledged with banks against Bank Guarantee's given/ Letter of Credit's established by the bank.

**12. CURRENT LOANS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Advance to employees	5.66	9.65
Advance to others	4,154.73	2,982.84
<b>Total</b>	<b>4,160.39</b>	<b>2,992.49</b>

**13. OTHER CURRENT ASSETS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Advance to suppliers	14,654.18	8,283.85
Prepaid expenses	6.59	6.83
Balance with government authorities		
GST receivables	2,181.03	(424.84)
Income tax recoverable	1.89	13.97
Interest accrued on term deposits	1.60	1.79
Others receivables	1.04	19.75
Cheque pending for realisation	-	234.20
<b>Total</b>	<b>16,846.33</b>	<b>8,135.55</b>

**14. EQUITY SHARE CAPITAL**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorised</b>		
275000000 (As at March 31, 2023 - 120000000) Equity shares of Rs. 2/- each	5,500.00	2,400.00
<b>Total</b>	<b>5,500.00</b>	<b>2,400.00</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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Particulars	Rs. in Lacs	
	As at March 31, 2024	As at March 31, 2023
<b>Issued, subscribed and fully paid up</b>		
177010830 (As at March 31, 2023 - 84342092) Equity shares of Rs. 2/- each	3,540.22	1,686.84
<b>Total</b>	<b>3,540.22</b>	<b>1,686.84</b>

During the year, the Company has increased its authorised share capital from Rs. 2,400.00 Lacs to Rs. 5,500.00 Lacs.

**Notes:**

**(a) Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the year:**

Particulars	Rs. in Lacs			
	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Rs. in Lacs	No. of Shares	Rs. in Lacs
<b>Issued, subscribed and fully paid up and equity share capital</b>				
Balance at the beginning of the year	84342092	1,686.84	59187150	1,183.74
Fresh issue of equity shares on conversion of Warrants (refer note 1 and 2 below)	4163323	83.27	6350000	127.00
Issue of bonus shares (refer note 1 below)	84852092	1,697.04	-	-
Issue of Bonus shares in the ratio of 1:1 upon the warrants converted after record date of Bonus i.e., September 07, 2023	3653323	73.07	-	-
Fresh issue of equity shares on Merger in accordance with Sanctioned Scheme of Amalgamation (Refer note 2 below)	-	-	18804942	376.10
<b>Total</b>	<b>177010830</b>	<b>3,540.22</b>	<b>84342092</b>	<b>1,686.84</b>

- As at March 31, 2024: Out of the 12808350 warrants allotted by the Company on March 03, 2023, total 4163323 equity shares were issued pursuant to conversion of warrants at a face value of Rs. 2/- each during the financial year 2023-24. On September 11, 2023, the Company had allotted 84852092 bonus equity shares to the members who were holding shares of the Company on record date i.e., on September 07, 2023 in the ratio of 1:1 and reserved the Bonus shares for outstanding convertible securities in the same ratio. As a result, the paid up share capital of the Company rose to Rs. 3,540.22 Lacs divided into 177010830 Equity shares of face value of Rs. 2/- each as at the end of financial year 2023-24.
- As at March 31, 2023: Out of warrants allotted by the Company on March 17, 2021, the Company had allotted a total of 6350000 shares of face value of Rs. 2/- each, during the financial year 2022-23, upon conversion of warrants already issued on preferential basis, into equity shares. As a Result, the paid up share capital of the Company stood increased to Rs. 1310.74 Lacs divided into 65537150 equity shares of face value of Rs. 2/- each. Further, during the financial year 2022-23, the Company had allotted 18804942 Equity shares of face value of Rs. 2/- to the Shareholders of Transferor Company viz. Chetan Industries Limited as a consideration of Merger in accordance with the Scheme of Amalgamation duly sanctioned by Hon'ble NCLT, Chandigarh. As a result, the paid up share capital of the Company rose to Rs. 1686.84 Lacs divided into 84342092 Equity shares of face value of Rs. 2/- each as at the end of financial year 2022-23.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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**(b) Terms of Rights, preferences and restrictions attached to equity shares:**

The Company has only one class of equity shares having a face value of Rs. 2/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) Details of shareholders holding more than 5% shares in the Company:**

Rs. in Lacs

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% holding	No. of Shares	% holding
<b>Equity shares of Rs. 2 each fully paid</b>				
Nikita Singla	26235366	14.82%	7451256	8.83%
Madan Mohan Singla	26108934	14.75%	13054467	15.48%
Rakesh Garg (HUF)	15287000	8.64%	7643500	9.06%
Rakesh Garg	13139336	7.42%	5569668	6.60%
Vijay Singla	-	-	5666427	6.72%

As per records of the Company, including its register of shareholders/ members, the above shareholding represents legal and beneficial ownerships of shares.

**(d) Details of last five years equity share transactions**

Rs. in Lacs

Particulars	During the financial year				
	FY 2023-24	FY 2022-23	FY 2021-22	FY 2020-21	FY 2019-20
Bonus Shares*	88505415	-	-	-	-
Preferential Allotment of shares	-	-	-	-	600000
Conversion of warrants	4163323	6350000	6150000	-	-
Scheme of Amalgamation	-	18804942	-	-	-
Shares Forfeited	-	-	-	-	-
ESOP	-	-	-	-	-

\* Includes bonus shares issued in the ratio of 1:1 upon the warrants converted after record date of Bonus i.e., September 07, 2023.

**Notes:**

- (e)** The Company has issued bonus shares in the ratio of 1:1 during the financial year 2023-24.
- (f)** The Company has not made any buy back of shares during the 5 years preceding March 31, 2024.
- (g)** There are no (Previous year - No) rights, preference and restriction attaching to each class of shares including restriction on the distribution of dividend and the repayment of capital. There are nil number of shares (Previous year Nil) in respect of each class in the Company held by its holding company or its ultimate holding company including shares held by or by subsidiary or associates of the holding company or the ultimate holding company in aggregate.
- (h)** As on March 31, 2024, out of total 12808350 convertible warrants allotted on March 03, 2023, 8645027 convertible warrants allotted on preferential basis, were outstanding and pending conversion into equity shares of the Company. Further the Company made another allotment of 25000000 convertible warrants to the Promoter and Non-promoter

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

public category on February 02, 2024 which were outstanding and pending conversion into equity shares as on March 31, 2024.

(i) Shareholding of Promoters / Promoters Group:

Rs. in Lacs

Name of the Promoter/ Member of Group	Shareholding as at March 31, 2024	% of Shareholding as at March 31, 2024	Shareholding as at March 31, 2023	% of Shareholding as at March 31, 2023	Change in Shareholding % during the year.
1. Chetan Singla	438000	0.25%	219000	0.26%	-4.70%
2. Deepak Garg	627000	0.35%	313500	0.37%	-4.70%
3. Dhruv Singla	4545000	2.57%	2272500	2.69%	-4.70%
4. Madan Mohan	26108934	14.75%	13054467	15.48%	-4.70%
5. Mithan Lal Singla	4396714	2.48%	2198357	2.61%	-4.70%
6. Nikita Singla	26235366	14.82%	7451256	8.83%	67.77%
7. Pranav Singla	2194034	1.24%	490000	0.58%	113.35%
8. Rakesh Garg	13139336	7.42%	5569668	6.60%	12.41%
9. Santosh Rani	-	0.00%	1000000	1.19%	-100.00%
10. Shukla Singla	551910	0.31%	275955	0.33%	-4.70%
11. Sweety Garg	375000	0.21%	187500	0.22%	-4.70%
12. Vijay Singla	-	0.00%	5666427	6.72%	-100.00%
13. Madan Mohan (HUF)	1471824	0.83%	735912	0.87%	-4.70%
14. Prem Kumar & Sons HUF	748800	0.42%	374400	0.44%	-4.70%
15. Rakesh Garg (HUF)	15287000	8.64%	7643500	9.06%	-4.70%
<b>Total Holding</b>	<b>96118918</b>	<b>54.30%</b>	<b>47452442</b>	<b>56.26%</b>	

Rs. in Lacs

Name of the Promoter/ Member of Group	Shareholding as at March 31, 2023	% of Shareholding as at March 31, 2023	Shareholding as at March 31, 2022	% of Shareholding as at March 31, 2022	Change in Shareholding % during the year.
1. Chetan Singla	219000	0.26%	219000	0.37%	-29.82%
2. Deepak Garg	313500	0.37%	313500	0.53%	-29.82%
3. Dhruv Singla	2272500	2.69%	2272500	3.84%	-29.82%
4. Madan Mohan	13054467	15.48%	7198500	12.16%	27.26%
5. Mithan Lal Singla	2198357	2.61%	2983500	5.04%	-48.29%
6. Nikita Singla	7451256	8.83%	-	0.00%	100.00%
7. Pranav Singla	490000	0.58%	490000	0.83%	-29.82%
8. Rakesh Garg	5569668	6.60%	-	0.00%	100.00%
9. Santosh Rani	1000000	1.19%	1402500	2.37%	-49.96%
10. Shukla Singla	275955	0.33%	262500	0.44%	-26.23%
11. Sweety Garg	187500	0.22%	-	0.00%	100.00%
12. Vijay Singla	5666427	6.72%	7338000	12.40%	-45.81%
13. Madan Mohan (HUF)	735912	0.87%	720000	1.22%	-28.27%

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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Rs. in Lacs

Name of the Promoter/ Member of Group	Shareholding as at March 31, 2023	% of Shareholding as at March 31, 2023	Shareholding as at March 31, 2022	% of Shareholding as at March 31, 2022	Change in Shareholding % during the year.
14. Prem Kumar & Sons HUF	374400	0.44%	525000	0.89%	-49.96%
15. Rakesh Garg (HUF)	7643500	9.06%	7643500	12.91%	-29.82%
16. Mithan Lal And Sons (HUF)	-	-	506000	0.85%	-100.00%
17. Vijay Kumar Singla (HUF)	-	-	645000	1.09%	-100.00%
18. Sweety Garg	-	-	187500	0.32%	-100.00%
<b>Total Holding</b>	<b>47452442</b>	<b>56.26%</b>	<b>32707000</b>	<b>55.26%</b>	

(j) Shares held by Holding Company, its Subsidiaries and Associates

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Equity Shares held by :		
Holding company	-	-
Subsidiaries and Associates of Holding Company	-	-

15. OTHER EQUITY

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
General reserve	200.60	200.60
Securities premium	16,717.73	6,081.13
Retained earnings	33,803.45	22,708.36
Share warrants outstanding amount	23,358.77	9,607.78
Capital reserve	300.11	300.11
Merger capital reserve	(215.37)	(215.37)
Equity Instruments through other comprehensive income	(274.76)	341.44
<b>Total</b>	<b>73,890.52</b>	<b>39,024.05</b>

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>General reserve</b>		
Balance at the beginning of the year	200.60	200.60
Add: Transferred from retained earnings	-	-
<b>Balance at the end of the year</b>	<b>200.60</b>	<b>200.60</b>
<b>Securities Premium</b>		
Balance at the beginning of the year	6,081.13	3,922.13
Add: Issued of shares by conversion of warrants	12,406.70	2,159.00



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Less: Bonus share issued	(1,770.11)	-
<b>Balance at the end of the year</b>	<b>16,717.73</b>	<b>6,081.13</b>
<b>Retained Earnings</b>		
Balance at the beginning of the year	22,708.36	13,381.48
Add: Reserve received from transferor company	-	311.64
Add: Profit for the year	11,256.45	9,012.41
Add: Remeasurements of the net defined benefit plans	7.55	2.83
Less: Dividend on equity shares	(168.91)	-
<b>Balance at the end of the year</b>	<b>33,803.45</b>	<b>22,708.36</b>
<b>Money received against share warrants</b>		
Balance at the beginning of the year	9,607.78	574.50
Add: Addition during the year	26,242.48	9,607.78
Less: Transfer to securities premium account	(12,406.70)	-
Less: Transfer to share capital	(83.27)	-
Less: Refund against warrants	(1.52)	-
Less: Issued of shares by conversion of warrants	-	(574.50)
<b>Balance at the end of the year</b>	<b>23,358.77</b>	<b>9,607.78</b>
<b>Capital Reserve</b>		
Balance at the beginning of the year	300.11	300.11
Add: Reserve received from transferor company	-	-
<b>Balance at the end of the year</b>	<b>300.11</b>	<b>300.11</b>
<b>Merger Capital Reserve</b>		
Balance at the beginning of the year	(215.37)	-
Add: Share capital of transferor company less share capital issued by transferee company*	-	(215.37)
<b>Balance at the end of the year</b>	<b>(215.37)</b>	<b>(215.37)</b>
<b>Equity Instruments through other comprehensive income</b>		
Balance at the beginning of the year	341.44	43.97
Add: Fair value gain/(loss) on investments in equity instruments carried at fair value through other comprehensive income	(616.20)	297.47
<b>Balance at the end of the year</b>	<b>(274.76)</b>	<b>341.44</b>

**Description of the Purposes of Each Reserve Within Equity**

**a) General Reserve**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. General reserves represents the free profits of the Company available for distribution. As per the Companies Act, certain amount was required to be transferred to General Reserve every time Company distribute dividend. General reserve is not an item of OCI, items included in the general reserve will not be reclassified to profit or loss.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

### b) Securities Premium

This reserve represents amount of premium recognised on issue of shares to shareholders at a price more than its face value.

### c) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distribution or the distributions paid to the shareholders.

### d) Share warrants

During the financial year 2022-23, on March 03, 2023 the Company had allotted 12808350 convertible warrants at a face value of Rs. 2/- each, out of which total 4163323 equity shares have been issued pursuant to conversion of such warrants and balance 8654027 warrants are still pending for conversion as on March 31, 2024. During the FY 2023-24, Company further came up with another preferential issue of 25000000 fully convertible warrants allotted on February 02, 2024 at a price of Rs. 270/- per warrant aggregating to Rs. 675 Crores. During the FY 2023-24, the Company has realised 25% amount payable upon allotment of said warrants aggregating to Rs. 168.75 Crores. Care Ratings Limited was appointed as Monitoring Agency to monitor the utilisation of the funds raised through preferential issue, in accordance with the provisions of Regulation 162A of the SEBI ICDR Regulations. The funds so raised on allotment of convertible warrants were fully utilised for Investment in Mega Project, Capital Expenditure towards development, refurbishment and renovation of Assets, either through wholly owned subsidiaries/subsidiaries/associates; Working Capital Requirements; General Corporate Purposes, including financing of Business Opportunities (either organic or inorganic), and any other cost incurred towards the objects of the Company, brand building, acquisition of Offices, Retail Spaces and Warehouses etc. to expand the Company's distribution network pan- India and strengthen the business operations; Issue Related Expenses thus, for the purpose for which these were raised and in accordance with the objectives of the said preferential issue stated in the explanatory statement to the notice of Postal ballot dated December 18, 2023 and there had been no deviation or variation in the use of the proceeds/ funds so raised. As on March 31, 2024, all 25000000 warrants allotted on preferential basis to Promoter/ Promoter group and Non-promoter category were outstanding and pending to be converted into equity shares within a period of 18 months from the date of allotment.

### e) Capital Reserve

Capital reserve is utilised in accordance with provision of the Act

### f) Merger Capital Reserve

Reserve arises on merger of Chetan Industries Limited.

### g) Equity Instruments through other comprehensive income

The Company has elected to recognise changes in the fair value of certain investment in equity instrument in other comprehensive income. This amount will be reclassified to retained earnings on derecognition of equity instrument.

## 16. NON-CURRENT BORROWINGS

Particulars	Rs. in Lacs	
	As at March 31, 2024	As at March 31, 2023
<b>Secured</b>		
Vehicle Loans from Banks and NBFC	-	68.15
Less: Current Maturities (refer note 20)	-	26.01

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Term loan from NBFC	-	354.80
Less: Current Maturities (refer note 20)	-	-
WCTL under GECL from Bank	-	701.25
Less: Current Maturities (refer note 20)	-	185.63
<b>Non-current borrowings</b>	-	<b>912.57</b>

**Note:**

Term Loans from bank are secured by first pari-passu charge on all movable fixed assets of the Company, present and future, first pari-passu charge on immovable fixed assets of the Company's units at (a) Derabassi (Punjab), (b) Mangaon, Raigad (Maharashtra), (c) Mandi Gobingarh (Punjab) and (d) Raipur (Chhattisgarh), second pari-passu charge on all current assets of the Company, present and future.

Vehicle loans secured against Hypothecation of respective vehicles.

The loans are also secured by Personal Guarantees of Mithan Lal Singla, Madan Mohan, Vijay Singla, and Deepak Garg.

During the year, the Company has repaid all the long-term borrowing.

**17. OTHER NON-CURRENT FINANCIAL LIABILITIES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Creditors for capital goods	19.61	7.42
<b>Total</b>	<b>19.61</b>	<b>7.42</b>

**18. NON-CURRENT PROVISIONS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provisions for employee benefits:-</b>		
- Provision for gratuity	167.13	142.19
- Provision for compensated absences	23.47	26.75
<b>Total</b>	<b>190.60</b>	<b>168.94</b>

The provision for employee benefits includes gratuity, compensated. Relevant factors related to provision are explained in note 39.

**19. DEFERRED TAX LIABILITIES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax liabilities arising on account of		
Difference between written down value of property, plant and equipment as per the books of accounts and income tax act, 1961	292.46	293.76

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Particulars	Rs. in Lacs	
	As at March 31, 2024	As at March 31, 2023
Unrealised gain on investments carried at fair value through other comprehensive income	-	112.84
Deferred tax assets arising on account of		
Provision for employee benefits - gratuity and leave encashment	50.75	(24.76)
Unrealised loss on investments carried at fair value through other comprehensive income	53.54	-
Expenses allowed for tax purposes when paid	2.33	14.91
<b>Deferred tax liabilities</b>	<b>185.85</b>	<b>416.45</b>

## 20. CURRENT BORROWINGS

Particulars	Rs. in Lacs	
	As at March 31, 2024	As at March 31, 2023
<b>Secured</b>		
Working capital cash credit limit from banks	1,679.23	4,141.89
Others	-	25.68
<b>Unsecured</b>		
Loan from directors	321.30	5,214.00
Current Maturities of long-term borrowings	-	211.64
<b>Total</b>	<b>2,000.53</b>	<b>9,593.21</b>

### Terms of repayment of current borrowings

Working capital facilities are availed from Punjab National Bank, HDFC Bank Limited, Standard Chartered Bank and Axis Bank Limited. Working capital facilities are repayable on demand.

The loans are also secured by Personal Guarantees of Mithan Lal Singla, Madan Mohan, Vijay Singla, and Deepak Garg.

### Terms of security:

Secured Working Capital loans: These are secured by a first pari-passu charge on all the current assets of the Company, both present and future, wherever the same may or be held and have a second pari-passu charge on all movable and immovable fixed assets of the Company, present and future.

The working capital loans are also secured by (a) Equitable mortgage of Residential property located at Panchkula (Haryana) owned by one of the director and his relative (b) Land located at Motia Khan, Mandi Gobindgarh (Punjab) owned by one of the related enterprise, and (c) Registered office located at Chandigarh.

The loans are also secured by Personal Guarantees of Deepak Garg, Vijay Singla, Mithan Lal Singla, Madan Mohan, Rakesh Garg, and Dhruv Singla.

The composition of property, plant and equipment and current assets as mentioned above are defined in detail in the respective financing/credit arrangements.

The Company has not defaulted in repayment of loans and interest during the period.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**21. TRADE PAYABLES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	1.07	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,448.79	2,853.51
<b>Total</b>	<b>2,449.86</b>	<b>2,853.51</b>

**Ageing for trade payables as at March 31, 2024**

Rs. in Lacs

Particulars	Not Due	Outstanding for the 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	
<b>Trade Payables</b>							
Undisputed - MSME	1.07	-	-	-	-	-	1.07
Undisputed - Others	1,948.57	19.35	125.09	337.15	8.61	10.01	2,448.79
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>1,949.64</b>	<b>19.35</b>	<b>125.09</b>	<b>337.15</b>	<b>8.61</b>	<b>10.01</b>	<b>2,449.86</b>

**Ageing for trade payables as at March 31, 2023**

Rs. in Lacs

Particulars	Not Due	Outstanding for the 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	
<b>Trade Payables</b>							
MSME	-	-	-	-	-	-	-
Others	2,751.05	-	57.56	11.06	9.21	24.63	2,853.51
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>2,751.05</b>	<b>-</b>	<b>57.56</b>	<b>11.06</b>	<b>9.21</b>	<b>24.63</b>	<b>2,853.51</b>

**22. OTHER FINANCIAL LIABILITIES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Salary and wages payable	155.66	73.55
Bonus payable	40.23	32.47
Dividend payable	5.57	2.22
Other payables	63.89	50.96
<b>Total</b>	<b>265.36</b>	<b>159.20</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**23. OTHER CURRENT LIABILITIES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Advances from customers	1,165.55	413.61
Statutory dues payable	130.92	82.71
Auditor fees payable	5.10	-
<b>Total</b>	<b>1,301.57</b>	<b>496.32</b>

**24. CURRENT PROVISIONS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provisions for employee benefits :</b>		
- Provision for gratuity	27.20	42.47
- Provision for compensated absences	4.03	-
<b>Total</b>	<b>31.23</b>	<b>42.47</b>

The provision for employee benefits includes gratuity, compensated. Relevant factors related to provision are explained in note 39.

**25. CURRENT TAX LIABILITIES (NET)**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for income tax [Net of advance income tax / TDS/ TCS]	419.72	804.02
<b>Total</b>	<b>419.72</b>	<b>804.02</b>

**26. REVENUE FROM OPERATIONS**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Sale of products	2,04,009.93	1,54,840.26
Other operating revenue	12.96	-
<b>Total</b>	<b>2,04,022.89</b>	<b>1,54,840.26</b>

**Disclosures on revenue pursuant to Ind AS 115 - Revenue from contracts with customers**

**A. Disaggregation of revenue information**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Sale of products - Domestic	1,91,354.74	1,39,328.64
Sale of products - Export	12,655.19	15,511.62
Other operating revenue	12.96	-
<b>Total</b>	<b>2,04,022.89</b>	<b>1,54,840.26</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Revenue from contracts with customers disaggregated based on geography</b>		
Home market	1,91,354.74	1,39,328.64
Export	12,655.19	15,511.62
<b>Total</b>	<b>2,04,009.93</b>	<b>1,54,840.26</b>

**B. Timing of revenue recognition**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024		For the Year ended March 31, 2023	
	At a point in time	Over a period of time	At a point in time	Over a period of time
Sale of products	2,04,009.93	-	1,54,840.26	-
Other operating revenue	12.96	-	-	-
<b>Total</b>	<b>2,04,022.89</b>	<b>-</b>	<b>1,54,840.26</b>	<b>-</b>

**C. Contract balances**

The following table provides information about receivables and contract liabilities from contract with customers:

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Contract liabilities		
Advances from customers	1,165.55	413.61
<b>Total</b>	<b>1,165.55</b>	<b>413.61</b>
Receivables		
Trade receivables	19,266.12	13,946.01
Less : Allowances for expected credit loss	-	-
<b>Total</b>	<b>19,266.12</b>	<b>13,946.01</b>

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the Company's obligation to transfer goods or services to a customer for which the Company has received consideration from the customer in advance.

**D. Significant changes in the contract liabilities balances during the year are as follows**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Opening balance	413.61	774.12
Amount received against contract liability/ performance obligation satisfied in current year	751.94	(360.51)
<b>Closing Balance</b>	<b>1,165.55</b>	<b>413.61</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

27. OTHER INCOME

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Interest income earned on</b>		
Fixed deposits with banks	23.57	9.91
Unsecured loans	214.08	78.09
Other	202.30	10.33
<b>Other non-operating income</b>		
Gain on sale of short-term investments	182.41	-
Net gain on foreign currency transaction and translation	171.92	375.99
Other income	12.28	15.49
Dividend	0.01	3.94
<b>Total</b>	<b>806.57</b>	<b>493.75</b>

28. COST OF MATERIAL CONSUMED

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Opening stock	10,702.10	6,315.94
Add: Purchases	1,68,183.48	1,38,800.24
Less: Closing stock	9,396.03	10,702.11
<b>Cost of material consumed</b>	<b>1,69,489.56</b>	<b>1,34,414.07</b>

29. PURCHASE STOCK-IN-TRADE

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Purchase stock-in-trade	9,912.82	-
<b>Total</b>	<b>9,912.82</b>	<b>-</b>

30. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Opening stock of inventory		
Finished Goods	6,071.69	5,519.16
Closing stock of inventory		
Finished Goods	5,647.12	6,071.69
<b>Changes in inventories of finished goods, stock-in-trade and work-in-progress</b>	<b>424.57</b>	<b>(552.53)</b>



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**31. EMPLOYEE BENEFIT EXPENSES**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Salary and wages	1,755.65	1,654.46
Directors remuneration	112.37	150.20
Contribution to provident fund and other funds	56.72	42.64
Staff welfare expenses	65.62	23.71
Other benefits	126.58	110.71
<b>Total</b>	<b>2,116.94</b>	<b>1,981.72</b>

The provision for employee benefits includes gratuity, compensated. Relevant factors related to provision are explained in note 39.

**32. FINANCE COSTS**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Interest on		
Term loan	42.27	64.06
Vehicle loans	5.37	5.28
Working capital loans	347.92	413.79
Loss on foreign currency transaction and translation	-	0.01
Bank charges	94.84	148.41
Other borrowing costs	18.97	3.36
<b>Total</b>	<b>509.36</b>	<b>634.91</b>

**33. DEPRECIATION AND AMORTISATION EXPENSE**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Depreciation on property, plant and equipment	555.75	425.50
<b>Total</b>	<b>555.75</b>	<b>425.50</b>

**34. OTHER EXPENSES**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Manufacturing Expenses</b>		
Repairs and maintenance - machinery	434.33	210.60
Service charges	529.97	130.34
Other manufacturing expenses	4,211.06	4,245.24
	<b>5,175.37</b>	<b>4,586.18</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Selling and Distribution Expenses</b>		
Clearing, forwarding and freight	621.94	797.47
Discount allowed	101.46	107.03
Business promotion expense	16.23	15.60
Brokerage and commission	39.76	35.58
Selling and marketing expenses	-	20.96
Tour and travelling expense	157.64	113.08
	<b>937.03</b>	<b>1,089.72</b>
<b>Establishment Expenses</b>		
Auditors remuneration	10.00	4.20
Advertisement and publicity expenses	3.60	4.15
Recruitment expenses	1.20	-
Computer expenses	1.23	0.59
Office expenses	5.57	27.00
Insurance expense	16.69	14.23
Corporate social responsibilities (CSR) (Refer 44)	160.71	32.00
Festival expenses	21.64	2.86
Miscellaneous expenses	3.33	1.73
Donation	0.53	1.61
Postage expenses	2.16	3.70
Printing and stationary	10.01	5.15
Fee and taxes	186.15	116.93
Repairs and maintenance - building	40.87	-
Repairs and Maintenance - electrical	7.27	-
Repairs and maintenance - others	33.85	52.61
Telephone and internet charges	14.81	12.80
Vehicle running and maintenance	27.10	23.07
Professional and legal expense	152.36	44.56
Rent	27.76	23.95
Water expenses	10.20	11.96
Bad debts	-	1.11
Director sitting fee	9.93	0.90
	<b>746.96</b>	<b>385.11</b>
<b>Total</b>	<b>6,859.36</b>	<b>6,061.01</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**Auditors' Remuneration**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
As auditors		
- Audit fee	4.00	3.70
- Limited review	6.00	0.50
<b>Total</b>	<b>10.00</b>	<b>4.20</b>

**35. TAX EXPENSES**

**(A) Current Tax And Deferred Tax**

**(i) Income tax expense recognised in statement of profit and loss**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>(i) Current Tax:</b>		
- in respect of current year	3,695.47	3,050.87
- in respect of earlier years	75.94	70.46
<b>Total (A)</b>	<b>3,771.41</b>	<b>3,121.33</b>
<b>(ii) Deferred Tax:</b>	(66.77)	127.38
<b>Total (B)</b>	<b>(66.77)</b>	<b>127.38</b>
<b>Total income tax expense (A+B)</b>	<b>3,704.64</b>	<b>3,248.71</b>

**(ii) Income tax recognised in other Comprehensive income**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Deferred tax credit/(charge) related to items recognised in other comprehensive income during the year on:		
- Remeasurement loss/(gains) of defined benefit obligations	(2.54)	(0.95)
- Remeasurement of revaluation of shares	166.36	(100.06)
<b>Total deferred tax credit / (charge) recognised in other comprehensive income</b>	<b>163.82</b>	<b>(101.01)</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Classification of income tax recognised in other comprehensive income:</b>		
- Income taxes related to items that will be reclassified to profit or loss	(2.54)	(0.95)
- Income taxes related to items that will not be reclassified to profit or loss	166.36	(100.06)
<b>Total tax credit / (charge) recognised in other comprehensive income</b>	<b>163.82</b>	<b>(101.01)</b>

(iii) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Profit before tax as per statement of profit and loss	14,961.09	12,261.11
Income tax expense calculated at 25.168%	3,765.41	3,085.88
<b>Tax effect of</b>		
Income tax impact on disallowances of items of permanent nature	161.60	113.72
Tax pertaining to prior years	(75.94)	(148.73)
Others	(146.42)	159.68
<b>Income tax expense recognised in the statement of profit and loss</b>	<b>3,704.64</b>	<b>3,210.55</b>

(B) Movement in Deferred Tax Balances

Rs. in Lacs

Particulars	Year ended March 31, 2023	Recognised in statement of profit and loss	Recognised in OCI	Year ended March 31, 2024
<b>Tax effect of items constituting deferred tax liabilities</b>				
Property, plant and equipment	293.76	(1.30)	-	292.46
<b>Total deferred tax liabilities (A)</b>	<b>293.76</b>	<b>(1.30)</b>	<b>-</b>	<b>292.46</b>
<b>Tax effect of items constituting deferred tax assets</b>				

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs. in Lacs

Particulars	Year ended March 31, 2023	Recognised in statement of profit and loss	Recognised in OCI	Year ended March 31, 2024
Provision for employee benefits - Gratuity and leave encashment	(24.76)	78.05	2.54	50.75
Expenses allowed for tax purposes when paid	14.90	(12.58)	-	2.32
Unrealised gain/(loss) on investments carried at fair value through other comprehensive income	(112.83)	-	(166.38)	53.54
<b>Total deferred tax liabilities (B)</b>	<b>(122.69)</b>	<b>65.47</b>	<b>(163.83)</b>	<b>106.61</b>
<b>Net deferred tax liabilities (A-B)</b>	<b>416.45</b>	<b>(66.77)</b>	<b>163.83</b>	<b>185.85</b>

Rs. in Lacs

Particulars	Year ended March 31, 2022	Recognised in statement of profit and loss	Recognised in OCI	Year ended March 31, 2023
<b>Tax effect of items constituting deferred tax liabilities</b>				
Property, plant and equipment	162.42	131.34	-	293.76
<b>Total deferred tax liabilities (A)</b>	<b>162.42</b>	<b>131.34</b>	<b>-</b>	<b>293.76</b>
<b>Tax effect of items constituting deferred tax assets</b>				
Provision for employee benefits - Gratuity and leave encashment	(17.32)	(6.49)	0.95	(24.76)
Expenses allowed for tax purposes when paid	4.44	10.46	-	14.90
Unrealised gain/(loss) on investments carried at fair value through other comprehensive income	(12.77)	-	100.06	(112.83)
<b>Total deferred tax liabilities (B)</b>	<b>(25.65)</b>	<b>3.96</b>	<b>101.01</b>	<b>(122.69)</b>
<b>Net deferred tax liabilities (A-B)</b>	<b>188.07</b>	<b>127.38</b>	<b>(101.01)</b>	<b>416.45</b>

- (C) The Company had elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 during the year ended March 31, 2020. Accordingly, the Company had recognised provision for taxation and re-measured its deferred tax liabilities basis the rate prescribed in the said Section.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

### 36. EARNING PER SHARE

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Profit after tax as per statement of profit and loss (Rs. in Lacs)	11,256.45	9,012.41
Weighted average number of equity shares outstanding during the year used for computing basic earnings per share	170482535	168684184
Weighted average number of equity shares outstanding during the year used for computing diluted earnings per share	173417934	194300884
Face value per share (Rs.)	2.00	2.00
Basic earnings per share	6.60	5.35
Diluted earnings per share	6.49	4.64

### 37. FINANCIAL INSTRUMENTS

#### Capital Management

For the purpose of Company's capital management, capital includes Issued Equity capital and all reserves attributable to equity holders of the Company.

The Company's capital management objectives are:

- To ensure the Company's ability to continue as a going concern.
- To provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.
- The Company manages capital risk in order to maximise shareholders' profit by maintaining sound/optimal capital structure through monitoring of financial ratios, such as net debt-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary. There is no change in the overall capital risk management strategy of the Company compared to last year.
- Debt-to-equity ratio as of March 31, 2024 and March 31, 2023 is as follows:

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Net debt (A) *	-	5,502.42
Total equity (B)	77,430.73	40,710.90
Net debt to equity ratio (A/B)	N. A.	0.14

\* The Company includes with in net debt, interest bearing loans and borrowings less cash and cash equivalents.

\* Other Bank Balances are Margins against contingent liabilities, hence not considered under cash and cash equivalents

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**Fair Values and its categories:**

The category wise details as to the carrying value and fair value of the Company's financial assets and financial liabilities including their levels in the fair value hierarchy are as follows:

Rs. in Lacs

Categories of financial instruments	As at March 31, 2024	Fair Value		
		Level 1	Level 2	Level 3
<b>Financial assets</b>				
Non-current				
Investments in subsidiary	5.00	-	-	-
Investments in quoted equity shares	579.53	579.53	-	-
Current				
Trade receivables	19,266.12	-	-	-
Cash and bank balances	10,661.80	-	-	-
Bank balances other than cash and cash equivalents	477.77	-	-	-
Loans	4,160.39	-	-	-
<b>Total</b>	<b>35,150.61</b>	<b>579.53</b>	<b>-</b>	<b>-</b>
<b>Financial liabilities</b>				
Non-current				
Borrowings	-	-	-	-
Other financial liabilities	19.61	-	-	-
Current				
Borrowings	2,000.53	-	-	-
Trade payables	2,449.86	-	-	-
Other financial liabilities	265.36	-	-	-
<b>Total</b>	<b>4,735.36</b>	<b>-</b>	<b>-</b>	<b>-</b>

Rs. in Lacs

Categories of financial instruments	As at March 31, 2023	Fair Value		
		Level 1	Level 2	Level 3
<b>Financial assets</b>				
Non-current				
Investments in subsidiary	5.00	-	-	-
Investments in quoted equity shares	1,616.88	1,616.88	-	-
Current				
Trade receivables	13,946.01	-	-	-
Cash and bank balances	5,003.36	-	-	-
Bank balances other than cash and cash equivalents	305.59	-	-	-
Loans	2,992.49	-	-	-
<b>Total</b>	<b>23,869.33</b>	<b>1,616.88</b>	<b>-</b>	<b>-</b>
<b>Financial liabilities</b>				
Non-current				
Borrowings	912.57	-	-	-
Other financial liabilities	7.42	-	-	-
Current				

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs. in Lacs

Categories of financial instruments	As at March 31, 2023	Fair Value		
		Level 1	Level 2	Level 3
Borrowings	9,593.21	-	-	-
Trade payables	2,853.51	-	-	-
Other financial liabilities	159.20	-	-	-
<b>Total</b>	<b>13,525.91</b>	-	-	-

**Notes:**

1. The carrying value of cash and cash equivalents, trade receivables, trade payables, short-term borrowings, other current financial assets and financial liabilities approximate their fair value mainly due to the short-term maturities of these instruments.
2. The fair values of investment in quoted investment in equity shares is based on the quoted price in the active market of respective investment as at the Balance Sheet date.
3. The fair value of the Financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**Level of hierarchy**

The following explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard.

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price and are valued using the closing NAV.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) and the fair value is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no transfers between Level 1, Level 2 and Level 3 during the year

\* The fair value of the investment appearing under Level 3 approximates the carrying value and hence, the valuation technique and inputs with sensitivity analysis has not been given.

**38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company's activities expose it to a variety of financial risks namely market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same.

Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

The Company's financial risk management policy is set by the management. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Company manages market risk which evaluates and exercises independent control over the entire process of market risk management. The management recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee.

### (a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk arises from cash held with banks as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

Trade receivables and other financial assets

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits, continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business and through regular monitoring of conduct of accounts.

An impairment analysis is performed at each reporting date on an individual basis for major customers. The history of trade receivables shows a negligible provision for bad and doubtful debts. The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers. Further, the Company's exposure to customers is diversified and no single customer has significant contribution to trade receivable balances.

In respect of financial guarantees provided by the Company to banks and financial institutions, the maximum exposure which the Company is exposed to is the maximum amount which the Company would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period. The Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

With regards to all other financial assets with contractual cash flows management believes these to be high quality assets with negligible credit risk. Thus, no provision for expected cash loss has been provided on these financial assets.

### (b) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings, lease liabilities and derivative financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. There have been no significant changes to the Company's exposure to market risk or the methods in which they are managed or measured.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The borrowings as at March 31, 2024 is Rs. 1,679.23 Lacs (previous year Rs. 5,291.78 Lacs) which are interest bearing and interest rates are variable.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

### Interest rate sensitivity

For the year ended March 31, 2024, every 1 percentage increase/ decrease in weighted average bank interest rate might have affected the Company's incremental margins (profit as a percentage to revenue) approximately by 0.35% (previous year 0.54%).

### Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's operating activities and borrowings when transactions are denominated in a different currency from the Company's functional currency.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period.

Amounts in Lacs

Currency	Liabilities as at		Assets as at	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
USD	6.35	-	25.80	10.43
GBP	-	-	9.09	2.29
Euro	-	-	0.05	5.16

### Foreign Currency sensitivity analysis

A change of 1% in foreign currency would have following Impact on profit before tax

Rs. in Lacs

Currency	March 31, 2024		March 31, 2023	
	1% Increase	1% Increase	1% Increase	1% Increase
USD	16.21	(16.21)	8.55	(8.55)
GBP	9.57	(9.57)	2.25	(2.25)
Euro	0.05	(0.05)	4.45	(4.45)

### (c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company has mature liquidity risk management processes covering short-term, mid-term and long-term funding. Liquidity risk is controlled through maintaining sufficient reserves, adequate amount of committed credit facilities and loan funds.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments based on contractual undiscounted payments.

Rs. in Lacs

Particulars	Carrying Amount	Less than one year	More than one year	Total
<b>As at March 31, 2024</b>				
Borrowings	2,000.53	2,000.53	-	2,000.53
Other financial liabilities	284.97	284.97	-	284.97
Trade payables	2,449.86	2,449.86	-	2,449.86
<b>Total</b>	<b>4,735.36</b>	<b>4,735.36</b>	<b>-</b>	<b>4,735.36</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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Rs. in Lacs

Particulars	Carrying Amount	Less than one year	More than one year	Total
<b>As at March 31, 2023</b>				
Borrowings	10,505.78	9,593.21	912.57	10,505.78
Other financial liabilities	166.62	166.62	-	166.62
Trade payables	2,853.51	2,853.51	-	2,853.51
<b>Total</b>	<b>13,525.91</b>	<b>12,613.34</b>	<b>912.57</b>	<b>13,525.91</b>

**(d) Capital Risk Management Policies and Objectives**

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and / or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital and to maximise shareholders value. In order to maintain or adjust the capital structure, The Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce debt, etc.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as interest bearing loans and borrowings less cash and cash equivalents.

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

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Debt	2,000.53	10,505.78
Less: Cash and cash Equivalents*	10,661.80	5,003.36
<b>Net debt</b>	<b>-</b>	<b>5,502.42</b>
Total equity	77,430.73	40,710.90
Total capital including debt	77,430.73	46,213.32
<b>Net debt to equity ratio (Times)</b>	<b>N. A.</b>	<b>0.12</b>

\* Other bank balances are held as margins money bank guarantee, considered as contingent liabilities, hence not considered under cash and cash equivalents.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest bearing loans and borrowing for reported periods.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**39. EMPLOYEE BENEFIT PLANS**

**1. Expense recognised for Defined Contribution plan**

**Defined Contribution Plans**

The Company makes contribution towards employees' state insurance, employees' provident fund, and Labour welfare fund. Under the schemes, the Company is required to contribute a specified percentage of payroll cost, as specified in the rules of the schemes, to these defined contribution schemes. The Company recognised Rs. 56.72 Lacs (March 31, 2023 Rs. 42.64 Lacs) during the year as expense towards contribution to these plans.

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Employer's contribution to Employee State Insurance (ESI)	19.66	12.19
Employer's contribution to Provident Fund (EPF)	36.25	29.89
Employer's contribution to Labour welfare fund	0.81	0.56
<b>Total</b>	<b>56.72</b>	<b>42.64</b>

**2. Defined Benefit Plans**

**Gratuity**

The Company has a defined benefit gratuity plan as per the provisions of the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

In accordance with Ind AS 19 "Employee Benefits", an actuarial valuation has been carried out in respect of gratuity and compensated absences.

**Leave Encashment**

The Company has a defined benefit leave encashment plan for its employees. Under this plan, they are entitled to encashment of earned leaves subject to certain limits and other conditions specified for the same. The liabilities towards leave encashment have been provided on the basis of actuarial valuation.

**Movement in the present value of the defined benefit obligation are as follows**

Rs. in Lacs

Particulars	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Present value of obligation as at the beginning of the period	-	-	154.15	114.49
Past service cost	14.99	-	-	-
Current service cost	12.51	-	44.74	41.38
Interest cost	-	-	11.35	8.23
Benefits paid	-	-	(5.81)	(4.09)
Actuarial loss/ (gain) on obligation	-	-	(10.10)	(5.86)
Present value of obligation as at the end of the period	27.50	-	194.33	154.15

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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**Movement in Plan Assets - Gratuity**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Fair value of plan assets at beginning of year	-	-
Acquisitions / Transfer in/ Transfer out	-	-
Expected return on plan assets	-	-
Employer contributions	5.81	4.09
Benefits paid	(5.81)	(4.09)
Actuarial gain/ (loss)	-	-
Fair value of plan assets at end of year	-	-
Present value of obligation	-	-
Net funded status of plan	-	-
Actual return on plan assets	-	-

**Recognised in statement of profit and loss**

Rs. in Lacs

Particulars	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Employee Benefit Expenses:</b>				
Current service cost	12.51	-	44.74	41.38
Past service cost	14.99	-	-	-
Interest cost	-	-	11.35	8.23
<b>Total</b>	<b>27.50</b>	<b>-</b>	<b>56.09</b>	<b>49.61</b>

**Recognised in other comprehensive income - Gratuity**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Remeasurement - Actuarial loss/(gain) on Projected benefit Obligation	(10.10)	(5.86)
Net (Income) / Expense recognised in OCI	-	(3.78)
<b>Net (Income) / Expense recognised in OCI</b>	<b>(10.10)</b>	<b>(9.64)</b>

The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

Rs. in Lacs

Weighted average actuarial assumptions	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Financial/Economic Assumptions</b>				
Discount rate (per annum)	7.21%	-	7.21%	7.36%
Salary escalation rate (per annum)	5.50%	-	5.50%	5.50%

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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Rs. in Lacs

Weighted average actuarial assumptions	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Demographic Assumptions</b>				
Retirement age	60 years	-	60 years	60 years
Mortality table	100% of IALM (2012-14)	-	100% of IALM (2012-14)	100% of IALM (2012-14)
<b>Withdrawal Rates Ages (years)</b>				
Up to 30 Years	5.00%	-	5.00%	5.00%
From 31 to 44 years	3.00%	-	3.00%	3.00%
Above 44 years	2.00%	-	2.00%	2.00%

**Notes:**

- (i) The actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2024. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.
- (ii) Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.
- (iii) The salary escalation rate is arrived after taking into consideration the inflation, seniority, promotion and other relevant factors on long term basis.

**Sensitivity Analysis**

The sensitivity of the overall plan obligations to changes in the key assumptions are:

Rs. in Lacs

Particulars	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>a) Impact of the change in discount rate</b>				
Present Value of Obligation at the end of the period	27.50	-	194.33	98.37
(a) Impact due to increase of 0.50%	(1.56)	-	(9.15)	(4.87)
(b) Impact due to decrease of 0.50%	1.73	-	10.03	5.32
			-	-
<b>b) Impact of the change in salary increase</b>				
Present Value of Obligation at the end of the period	27.50	-	194.33	98.37
(a) Impact due to increase of 0.50%	1.75	-	9.70	5.39
(b) Impact due to decrease of 0.50%	(1.59)	-	(8.95)	(4.97)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**Maturity profile of defined benefit obligation**

Rs. in Lacs

Particulars	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Weighted average duration of the defined benefit obligation				
Expected benefit payments within next				
0 to 1 Year	4.03	-	27.20	8.05
1 to 2 Year	1.02	-	7.33	1.54
2 to 3 Year	1.09	-	8.25	4.01
3 to 4 Year	1.76	-	11.50	6.73
4 to 5 Year	0.94	-	8.35	7.72
5 to 6 Year	0.97	-	19.90	6.78
6 Year onwards	17.69	-	111.79	63.54

**Employee benefit provision**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Gratuity	194.33	154.15
Compensated Absences	27.50	-
<b>Total</b>	<b>221.83</b>	<b>154.15</b>

**Current and non current provision for Gratuity and Compensated Absences**

Rs. in Lacs

Particulars	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Current provision	4.03	-	27.20	11.96
Non current provision	23.47	-	167.13	142.19
<b>Total provision</b>	<b>27.50</b>	<b>-</b>	<b>194.33</b>	<b>154.15</b>

**40. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>I) Contingent liabilities</b>		
<b>A. Claims against the Company not acknowledged as debts</b>		
a) Disputed excise duty, custom duty, GST and service tax cenvat credit	40.24	69.23
b) Income tax demands against which company has preferred appeals	369.28	309.83
c) Civil cases	61.00	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>B. Guarantees</b>		
a) Letters of credits	3,444.63	-
b) Unexpired bank guarantees	3,895.34	2,101.53
<b>II) Capital and other commitments</b>		
Estimated amounts of contracts remaining to be executed on capital account, net of advances	550.39	-

The income tax, sales tax and Goods and Services Tax (GST) liabilities have been provided based on the return filled with the authorities. The additional liabilities, if any arising at the timing of finalisation of assessment year will be provided in the year of completion of assessment proceedings.

It is not possible to predict the outcome of the pending litigations with accuracy, the Company believes, based on legal opinions received, that it has meritorious defences to the claims. The management believe the pending actions will not require outflow of resources embodying economic benefits and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the Company.

#### 41. SEGMENT INFORMATION

The Company's business operations predominantly relate to manufacture of single product i.e., ERW pipes for selling worldwide. In view of this there may be product as primary segment and geography as secondary Segment. All the machines, building, other infrastructure, materials and consumables are used commonly/ interchangeably and it is not possible and practical to allocate revenue, profit/ loss, assets or liabilities to any particular size, customer market etc. nor the specified parameters are applicable to any particular size, customer, market etc. distinguishing it as a reportable item under specified headings. However, revenue from export (outside India) and home (within India) is given under geographical segment as under.

##### Geographical information:

The geographical segments considered for disclosure are based on markets, broadly as under

1. India
2. Rest of the World

##### Revenue from external customers

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
India	1,91,354.74	1,39,328.64
Rest of the world	12,655.19	15,511.62
<b>Total</b>	<b>2,04,009.93</b>	<b>1,54,840.26</b>

##### Information about major customer :

- There are no major customers contributing to more than 10% of the total revenue.



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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**42. RELATED PARTY DISCLOSURE:**

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

**A. Name of related party and nature of related party relationship**

- (i) Key Management Personnel (KMP) and their relatives

Name	Designation
Madan Mohan	Managing Director
Rakesh Garg	Executive Director
Pranav Singla	Whole Time Director
Dhruv Singla	Whole Time Director cum Chief Financial Officer (Resigned as CFO on January 12, 2024)
Gurinder Makkar	Company Secretary and Compliance Officer (Appointed w.e.f. February 02, 2023 and Resigned w.e.f. October 23, 2023)
Amrender Kumar Yadav	Company Secretary (Appointed w.e.f. November 20, 2023)
Mithan Lal Singla	Non-Executive Director
Atul Garg	Chief Financial Officer (Appointed w.e.f. January 12, 2024)
Sanjeev Gupta	Whole Time Director (Appointed w.e.f. November 20, 2023)
Mohinder Singh	Company Secretary and Compliance Officer (Resigned on February 02, 2023)
Sanjeev Vaid	Chief Financial Officer (Appointed w.e.f. April 21, 2022 and Resigned w.e.f. April 17, 2023)

- (ii) Enterprises significantly influenced by key managerial personnel

- Jagan Industries Private Limited
- JTL Green Energy Limited
- Mirage Infra Limited

- (iii) Enterprises that are controlled by the Company, i.e. wholly owned subsidiary company:

- JTL Tubes Limited

**B. The following table summarizes related-party transactions included in the financial statements for the year ended and as at March 31, 2024:**

Rs. in Lacs

Particulars	KMP and their Relatives		Enterprises significantly influenced by key managerial personnel		Wholly owned Subsidiary (WOS)	
	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
<b>Sale of goods</b>						
Jagan Industries Private Limited	-	-	7,878.89	2,752.77	-	-
<b>Purchases</b>						
Jagan Industries Private Limited	-	-	5,195.73	129.25	-	-
Interest income on unsecured loan given	-	-	99.87	-	-	-
Unsecured loan received/ (paid) from/ to directors	(4,892.70)	5,214.00	-	-	-	-
Salary and compensation paid*	127.68	184.80	-	-	-	-
Rent to director's relative	2.53	-	-	-	-	-

\* The amounts does not include provision for gratuity and compensated absences, as the same is determined for the Company as a whole based on an actuarial valuation.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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**C. The following table summarizes related-party balances included in the financial statements for the year ended and as at March 31, 2024:**

Rs. in Lacs

Particulars	KMP and their Relatives		Enterprises significantly influenced by key managerial personnel		Wholly owned Subsidiary (WOS)	
	As at 31-Mar-2024	As at 31-Mar-2023	As at 31-Mar-2024	As at 31-Mar-2023	As at 31-Mar-2024	As at 31-Mar-2023
<b>Trade receivables</b>						
Jagan Industries Private Limited	-	-	-	4,086.67	-	-
<b>Salary Payable</b>	3.21	-	-	-	-	-
<b>Unsecured loan from directors</b>	321.30	5,214.00	-	-	-	-
<b>Advances to Suppliers</b>						
Jagan Industries Private Limited	-	-	2,157.76	-	-	-
<b>Investment</b>						
JTL Tubes Limited	-	-	-	-	5.00	5.00
<b>Loan and advances</b>						
JTL Tubes Limited	-	-	-	-	-	32.82
Mirage Infra Limited	-	-	1,054.73	-	-	-
JTL Green Energy Limited	-	-	-	7.00	-	-

**43. DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
(a) The principal amount and the interest due thereon remaining unpaid at the end of the year		
Principal amount	1.07	-
Interest due thereon	-	-
(b) Payments made to suppliers beyond the appointed day during the year		
Principal Amount	-	-
Interest Due thereon	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the year; and	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

\* The information has been given in respect of such vendor to the extent they could be identified as Micro and Small Enterprises as per MSMED Act, 2006 on the basis of information available with the Company.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
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**44. EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITIES (CSR)**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
a) Gross amount required to be spent by the Company during the year	160.60	89.66
b) Amount spent during the year on the following:		
(i) Construction/ acquisition of asset	-	-
(ii) On purpose other than (i) above	160.71	32.00
c) Shortfall/ (excess) at the end of the year	(0.11)	57.66
d) Total of previous years shortfall/ (excess)	-	(59.17)
e) Net shortfall/ (excess) at the end of the year	-	-
f) Details of related party transactions, e.g., contribution to a section 8 company controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard	-	-
g) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year.	-	-

Nature of CSR activities:

The CSR activity focus areas are education, Skill Development and Technical Education and other key allied social initiatives.

Note: The set off available in the succeeding years is not recognised as an asset as a matter of prudence.

**45. DIVIDEND DISTRIBUTION MADE/PROPOSED**

The Board of Directors of the Company at their meeting held on May 10, 2024, considered and recommended a final dividend @ 12.50% i.e., Rs. 0.25 per share, which shall be payable subject to declaration of the same in the annual general meeting, to the shareholder as on record date for the purpose (final dividend paid for previous financial year ended March 31, 2023 was Rs. 168.91 Lacs @ Rs. 0.20 per share of nominal value of Rs. 2 per share).

**46. DISCLOSURE AS PER IND AS 36 'IMPAIRMENT OF ASSETS'**

The Company has reviewed the carrying amount of its tangible and intangible assets (being a cash generating unit) with its future present value of cash flows and there has been no indication of impairment of the carrying amount of the Company's such Assets taking consideration into external and internal sources of information.

**47. DISCLOSURE AS PER IND AS 10 EVENT OCCURRING AFTER REPORTING DATE**

No adjusting or significant non-adjusting events have occurred between March 31, 2024 and the date of authorisation of the Company's financial statements.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**48. FINANCIAL RATIOS**

Sr. No.	Ratio	Numerator	Denominator	As at March 31, 2024	As at March 31, 2023	% Change
1.	Current ratio (in times) (Note a)	Current assets	Current liabilities	10.27	3.38	203.90%
2.	Debt-equity ratio (in times)(Note b)	Total debt (including current maturities of long-term debts)	Total equity	0.03	0.26	(89.90%)
3.	Debt service coverage ratio (in times)(Note c)	EBITDA	Interest + Principle paid	9.81	16.29	(39.77%)
4.	Return on equity ratio (in %)(Note d)	Net profit after tax	Total equity	14.54%	22.14%	(34.33%)
5.	Inventory turnover ratio (in days)(Note e)	Inventory X 365	Revenue from operations	27	40	(31.94%)
6.	Trade receivable turnover ratio (in days)	Debtors X 365	Revenue from operations	34	33	4.85%
7.	Trade payable turnover ratio (in days)(Note f)	Trade payable X 365	Revenue from operations	4	7	(34.84%)
8.	Net capital turnover ratio (in times)(Note g)	Net working capital	Revenue from operations	29.40%	21.45%	37.09%
9.	Net profit ratio (in %)	Net profit after tax	Revenue from operation	5.52%	5.82%	(5.21%)
10.	Return on capital employed (in %)(Note h)	Earning before interest and taxes (EBIT)	Total assets - current liabilities	19.88%	30.55%	(34.93%)

**Reasons for variances:**

- Due to increase in current assets and decrease in current liabilities.
- Due to increase in total equity and lowering dependence of debt.
- Due to increase in EBITDA and reduction of interest expense and debt.
- Due to increase in shareholders fund.
- Due to increase in turnover and decrease in inventory.
- Due to increase in turnover and decrease in trade payables.
- Due to increase in turnover and increase in working capital.
- Due to total assets increased but EBIT not increasing in same order.

**49. ADDITIONAL DISCLOSURES RELATING TO THE REQUIREMENT OF SCHEDULE III**

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

- c. The Company has not carried out revaluation of items of property, plant and equipment during the year and accordingly the disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.
- d. The Company does not have any transactions with companies which are struck off under Section 288 of the Companies Act 2013 or Section 560 of Companies Act, 1956 during the year ended March 31, 2024 and the year ended March 31, 2023.
- e. During the financial year, there is no delay by the Company in the registration of charges or satisfaction with Registrar of Companies beyond statutory period except in the following cases which are disclosed as under:

Brief description of the charges or satisfaction	Location of the Registrar	Reason for delay in registration
Satisfaction of charge for Working Capital Loan of Rs. 2,100.00 Lacs from HDFC Bank Limited	Chandigarh	Transferred in the name of the Company post-merger of Chetan Industries Limited. The Company is in the process to vacate it.
Satisfaction of charge for Vehicle Loan of Rs. 80.00 Lacs from HDFC Bank Limited	Chandigarh	Charge is pending for satisfaction due to non-receipt of No Objection Certificate (NOC). The Company is in the continuous follow up and will file the charge satisfaction e-form with MCA, as and when it receives NOC from the respective charge holders.
Satisfaction of charge for Vehicle Loan of Rs. 25.00 Lacs from Toyota Financial Services India Limited	Chandigarh	Charge is pending for satisfaction due to non-receipt of No Objection Certificate (NOC). The Company is in the continuous follow up and will file the charge satisfaction e-form with MCA, as and when it receives NOC from the respective charge holders.

- f. Quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of accounts.
- g. During the financial year 2022-23, In accordance with the sanctioned scheme of amalgamation, Chetan Industries Limited was merged with the Company.
- h. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- i. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities(intermediaries), with the understanding that the intermediary shall;
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
  - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- j. The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate beneficiaries), or
  - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- k. The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- l. The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

- 50.** The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature is not enabled at the database level and certain master fields (Asset Master, Customer Master and Vendor Master) for users with certain privileged access rights as it related to the accounting software. Further no instance of audit trail feature being tampered with was noted in respect of the software.
- 51.** The Company has carried out exercise of balances confirmation of trade receivable, trade payable, advances given, and other financial and non-financial assets and liabilities and have received confirmations in most of the cases. In few cases, such balances are subject to confirmation/ reconciliation and their balances are stated as per books of accounts. Adjustments, if any will be accounted for on confirmation/ reconciliation of the same, which in the opinion of the management will not have a material impact.
- 52.** Disclosure as per Ind AS 1 'Presentation of financial statements' and Disclosure as per Ind AS 8 - 'Accounting Policies, Changes in Accounting Estimates and Errors'.
- Certain changes have also been made in the policies for improved disclosures. There is no impact on the financial statements due to these changes.
- 53.** The figures for the previous year have been reclassified / regrouped wherever necessary including for amendments relating to Schedule III of the Companies Act, 2013 for better understanding and comparability.
- The figures of the financial statements are represented as in Indian Rupees Lacs upto two decimal places leaving the scope of rounding up variations.

The accompanying notes from an integral part of the standalone financial statements.

for **N. Kumar Chhabra and Co.**

Chartered Accountants

ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA., Partner

Membership Number 507083

UDIN: 24507083BKBLVW5822

Place : Chandigarh

Date : May 10, 2024

**for and on behalf of the Board of Directors  
of J T L Industries Limited**

(Formerly Known as JTL Infra Limited)

**Pranav Singla**

Whole Time Director

DIN: 07898093

**Amrendra Kumar Yadav**

Company Secretary

Membership Number: A41946

**Madan Mohan**

Managing Director

DIN: 00156668

**Atul Garg**

Chief Financial Officer

PAN: ALZPG9915G

# INDEPENDENT AUDITOR'S REPORT

## To the members of

### JTL Industries Limited

(formerly known as JTL Infra Limited)

## REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS OPINION

We have audited the accompanying consolidated financial statements of JTL Industries Limited (formerly known as JTL Infra Limited) ("the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred as the 'Group'), which comprise the consolidated Balance Sheet as at 31st March, 2024, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Cash Flows and the Statement of consolidated Changes in Equity for the year then ended, and notes to the consolidated financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March, 2024, its profit including other comprehensive income, its cash flow and changes in equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute

of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### EMPHASIS OF MATTER

We draw attention to Note 51 of the accompanying statement which states that "The Group has carried out exercise of balances confirmation of trade receivable, trade payable, advances given, and other financial and non-financial assets and liabilities and have received confirmations in most of the cases. In few cases, such balances are subject to confirmation/ reconciliation and their balances are stated as per books of accounts. Adjustments, if any will be accounted for on confirmation/ reconciliation of the same, which in the opinion of the management will not have a material impact.

Our opinion is not qualified in respect of the matter as stated in the Emphasis of Matter paragraph.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters reportable as per SA 701 issued by ICAI.

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon.

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or 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.

### **RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position and consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective company(ies) and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of

preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective company(ies) 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective company(ies).

### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under



## INDEPENDENT AUDITOR'S REPORT (CONTD.)

section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated 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.

### OTHER MATTERS

- a. The financial statements of the Group for the year ended 31st March, 2023, were audited by another auditor who expressed an unmodified opinion on those statements through his report dated 26th April, 2023.
- b. We did not audit the financial statements and other financial information, in respect of the subsidiary i.e., JTL Tubes Limited, whose financial statements include total assets of 59.07 Lakhs as at March 31, 2024, and revenue from operation of Nil, net profit after tax 44.69 Lakhs and net cash inflows of 0.40 lakhs for the year ended on that date. These financial statements and other financial information have been audited by the other auditor, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report(s) of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 197(16) of the Act, based on our audit, to the best of our information and according to explanations given to us and on the consolidation of the reports of the other auditors, referred to in other matters, on separate/ consolidated financial statements of the subsidiary, we report that the holding Company and one subsidiary company incorporated in India whose financial statements has been audited under the Act, have paid remuneration to its Directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
2. As required by paragraph 3(xxii) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks included by the respective auditor in their CARO 2020 reports issued in respect of the standalone financial statements of the companies which are included in these Consolidated Financial Statements.
3. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books and the reports of the other auditors except for the matter stated in paragraph 3(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
  - (c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated cash flow statement and the consolidated statement of changes in equity dealt with by this report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph 3(i)(vi) below on reporting under Rule 11(g).
  - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

on separate financial statements as also the other financial information of the subsidiary, as noted in the 'Other matters' paragraph:

- i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group. Refer note 41 to the consolidated financial statements.
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
- iv. (a) The respective management of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us and other auditors of such subsidiary that, to the best of its knowledge and belief, as disclosed in note 50(i) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary 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 respective Holding Company or its subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- (b) The respective management of the Holding Company and its subsidiary

incorporated in India whose financial statements have been audited under the Act have represented to us and other auditors of such subsidiary have represented that, to the best of its knowledge and belief, as disclosed in note 50(j) to the consolidated financial statements, no funds have been received by the respective Holding Company or subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or subsidiary 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.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary, which is a Company incorporated in India whose financial statements has been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditor to believe that the representations under subclause (a) and (b) contain any material mis-statement.
- v. The final dividend proposed in the previous year, declared and paid by the Holding Company during the year ended 31st March, 2024 is in accordance with section 123 of the Act, as applicable.

As stated in note 46 to the accompanying consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

ended 31st March, 2024 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks, the Group has used an accounting software for maintaining its books of accounts which has a features of recording Audit Trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature is not enabled at the database level and certain master fields (Asset Master, Customer Master and Vendor Master) for users with certain privileged access rights as it related to the accounting software. Further, during the course of our Audit we did not come

across any instance of the Audit Trail feature being tampered with. (Refer note 51 to the financial statements).

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 01, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

for **N. Kumar Chhabra and Co.**

Chartered Accountants

ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA, Partner

Place of Signature: Chandigarh

Date: 10th May, 2024

Membership Number 507083

UDIN: 24507083BKBLVY6295

## ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

### REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

In conjunction with our audit of the consolidated financial statements of JTL Industries Limited (formerly known as JTL Infra Limited) (hereinafter referred to as the "Holding Company") as of and for the year ended 31st March, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which are companies incorporated in India, as of that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company and its subsidiary company, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Group's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an

audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures

## ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT (CONTD.)

of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

### **OPINION**

In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial

controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### **OTHER MATTERS**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to the subsidiary company, which is a Company incorporated in India, is based on the corresponding reports of the auditor of such Company incorporated in India.

Our opinion is not modified in respect of this matter.

for **N. Kumar Chhabra and Co.**

Chartered Accountants

ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA, Partner

Place of Signature: Chandigarh

Date: 10th May, 2024

Membership Number 507083

UDIN: 24507083BKBLVY6295

# CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2024

(Rs. in Lacs)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	5	11,134.29	6,536.20
Capital work-in-progress	6	600.47	440.10
<b>Financial assets</b>			
Investments	7	579.53	1,616.88
Other non-current assets	8	6,118.24	424.64
<b>Total Non-current Assets</b>		<b>18,432.53</b>	<b>9,017.82</b>
<b>Current Assets</b>			
Inventories	9	15,043.15	16,773.80
<b>Financial Assets</b>			
Trade receivables	10	19,266.12	14,124.87
Cash and cash equivalents	11	10,122.87	5,008.51
Bank balances other than cash and cash equivalents	12	477.77	305.59
Loans	13	4,160.39	2,959.68
Other current assets	14	16,846.33	8,155.40
<b>Total Current Assets</b>		<b>65,916.62</b>	<b>47,327.85</b>
<b>Total Assets</b>		<b>84,349.15</b>	<b>56,345.66</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	15	3,540.22	1,686.84
Other equity	16	73,935.59	39,024.42
<b>Total Equity</b>		<b>77,475.81</b>	<b>40,711.27</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	17	-	912.57
Other financial liabilities	18	19.61	7.42
Provisions	19	190.60	168.94
Deferred tax liabilities	20	185.85	416.45
<b>Total Non-current Liabilities</b>		<b>396.06</b>	<b>1,505.38</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	21	2,000.53	9,764.81
Trade payables	22	-	-
Total outstanding dues of micro and small enterprises		1.07	-
Total outstanding dues of creditors other than micro and small enterprises		2,448.79	2,862.23
Other financial liabilities	23	265.36	159.23
Other current liabilities	24	1,301.57	496.32
Provisions	25	31.23	42.47
Current tax liabilities (net)	26	428.72	803.96
<b>Total Current Liabilities</b>		<b>6,477.27</b>	<b>14,129.02</b>
<b>Total Equity and Liabilities</b>		<b>84,349.15</b>	<b>56,345.66</b>

The notes referred to above form an integral part of the consolidated financial statements. 1 to 56

This is the consolidated balance sheet referred to in our report of even date.

**for N. Kumar Chhabra and Co.**

Chartered Accountants  
ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA., Partner  
Membership Number 507083  
UDIN: 24507083BKBLVY6295

Place : Chandigarh  
Date : May 10, 2024

**for and on behalf of the Board of Directors  
of J T L Industries Limited**

(Formerly Known as JTL Infra Limited)

**Pranav Singla**

Whole Time Director  
DIN: 07898093

**Amrendra Kumar Yadav**

Company Secretary  
Membership Number: A41946

**Madan Mohan**

Managing Director  
DIN: 00156668

**Atul Garg**

Chief Financial Officer  
PAN: ALZPG9915G

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

## FOR YEAR ENDED MARCH 31, 2024

(Rs. in Lacs)

Particulars	Note	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Revenue from operations	27	2,04,022.89	1,54,991.88
Other income	28	866.90	493.75
<b>Total Income (I)</b>		<b>2,04,889.79</b>	<b>1,55,485.63</b>
<b>EXPENSES</b>			
Cost of materials consumed	29	1,69,489.56	1,34,564.87
Purchases of stock-in-trade	30	9,912.82	-
Changes in inventories of finished goods, stock-in-trade and work-in-progress	31	424.57	(552.53)
Employee benefits expense	32	2,116.94	1,981.72
Finance costs	33	509.38	634.93
Depreciation and amortisation expense	34	555.75	425.50
Other expenses	35	6,859.95	6,061.31
<b>Total Expenses (II)</b>		<b>1,89,868.98</b>	<b>1,43,115.81</b>
Profit before exceptional items and tax (I-II)		15,020.81	12,369.82
Exceptional items			
Profit/(loss) on sale of investments		-	(108.21)
<b>Profit before tax</b>		<b>15,020.81</b>	<b>12,261.61</b>
<b>Tax Expenses</b>	36		
Current tax		3,710.50	3,051.00
Income tax of earlier years		75.94	70.46
Deferred tax		(66.77)	127.38
<b>Total Tax Expense</b>		<b>3,719.67</b>	<b>3,248.84</b>
<b>Profit for the years</b>		<b>11,301.14</b>	<b>9,012.78</b>
<b>Other Comprehensive Income :</b>			
<b>Items that will be reclassified to Profit and Loss</b>			
Re-measurement gains/ (losses) on defined benefit obligations		10.10	3.78
Income tax related to item that will be reclassified to profit and loss		(2.54)	(0.95)
<b>Items that will not be reclassified to Profit and Loss</b>			
Fair valuation of financial instruments through OCI		(782.56)	397.53
Income tax related to item that will not be reclassified to profit and loss		166.36	(100.06)
<b>Total Other Comprehensive Income</b>		<b>(608.65)</b>	<b>300.30</b>
<b>Total Comprehensive Income</b>		<b>10,692.50</b>	<b>9,313.08</b>
<b>Earnings per Equity Share of Rs. 2 each</b>	37		
Basic		6.63	5.35
Diluted		6.52	4.64

The notes referred to above form an integral part of the consolidated financial statements. 1 to 56

This is the consolidated statement of profit and loss referred to in our report of even date.

**for N. Kumar Chhabra and Co.**

Chartered Accountants  
ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA., Partner  
Membership Number 507083  
UDIN: 24507083BKBLVY6295

Place : Chandigarh  
Date : May 10, 2024

**for and on behalf of the Board of Directors**

**of J T L Industries Limited**  
(Formerly Known as JTL Infra Limited)

**Pranav Singla**  
Whole Time Director  
DIN: 07898093

**Amrender Kumar Yadav**  
Company Secretary  
Membership Number: A41946

**Madan Mohan**  
Managing Director  
DIN: 00156668

**Atul Garg**  
Chief Financial Officer  
PAN: ALZPG9915G



# CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in Lacs)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Cash Flow from Operating Activities</b>		
Profit before tax	15,020.81	12,261.61
<b>Adjustment for :</b>		
Depreciation and amortisation Expense	555.75	425.50
Interest income	(500.28)	(98.33)
Proceeds from sale of current investments	(182.41)	-
Finance costs	509.38	634.91
Dividend income	(0.01)	(3.94)
Net unrealised foreign exchange (gain)	(54.57)	(13.96)
(Gain) / Loss on sale of property, plant and equipment (net)	-	(5.50)
<b>Operating Profit before working Capital Changes :</b>	<b>15,348.67</b>	<b>13,200.29</b>
<b>Movements in Working Capital :</b>		
(Increase)/decrease in trade receivables	(5,086.68)	(3,099.72)
(Increase)/decrease in inventories	1,730.65	(4,846.82)
Increase/(decrease) in trade payables	(412.36)	707.57
Increase/(decrease) in other liabilities and provisions	944.08	4,176.24
(Increase)/decrease in other financial assets and other assets	(10,575.27)	(7,132.80)
<b>Cash generated from Operations :</b>	<b>1,949.10</b>	<b>3,004.75</b>
Direct taxes paid	(4,161.69)	(2,607.80)
<b>Net Cash flow from/(used in) Operating Activities</b>	<b>(2,212.59)</b>	<b>396.96</b>
<b>Cash Flow from Investing Activities</b>		
Purchase of property, plant and equipment including capital work-in-progress and capital advances	(10,324.38)	(1,891.71)
Proceeds from sale of property, plant and equipment	-	5.50
Proceeds from sale of investments valued through profit and loss	254.79	(389.38)
Movement in Non Current Assets	-	331.41
Movement bank deposit not considered as cash and cash equivalent	(172.19)	(150.93)
Dividend Received	0.01	3.94
Proceeds from sale of current investments valued through other comprehensive income	182.41	-
Interest received	500.47	98.33
<b>Net Cash flow from/(used in) Investing Activities</b>	<b>(9,558.89)</b>	<b>(1,992.84)</b>
<b>Cash Flow from Financing Activities</b>		
Proceeds from/ (repayment of) long-term borrowings	(1,124.21)	(189.52)
Proceeds from issue of equity share capital	83.27	127.00
Proceeds from securities premium received	12,406.70	2,159.00
Money received/(refund) against share warrants	13,750.98	9,033.28
Proceeds from/ (repayment of) in short-term borrowings	(7,552.64)	(3,926.94)
Dividend paid	(168.91)	-
Other long-term provisions	-	10.63
Finance costs paid	(509.38)	(634.91)
<b>Net Cash flow from/(used) in Financing Activities</b>	<b>16,885.81</b>	<b>6,578.54</b>
<b>Net Increase/Decrease in Cash and Cash Equivalents</b>	<b>5,114.34</b>	<b>4,982.66</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>5,008.51</b>	<b>25.85</b>
<b>Cash and Cash equivalents at the end of the year</b>	<b>10,122.87</b>	<b>5,008.51</b>

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

### Notes:

#### (i) Components of Cash and Cash Equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand (including imprest)	28.90	40.84
Balance with Scheduled Banks :		
- in current accounts	401.90	3.56
- in cash credit accounts	2,791.28	-
Investment in commercial papers	-	4,964.11
Cheques in hand	4,614.01	-
Deposit with remaining maturity for less than 3 months	2,286.78	-
<b>Cash and Cash Equivalents</b>	<b>10,122.87</b>	<b>5,008.51</b>

- (ii) Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under Section 133 of the Companies Act, 2013.
- (iii) Purchase of property, plant and equipment includes movements of capital work-in-progress (including capital advances and liability for capital goods) during the year
- (iv) Figures in brackets indicate cash outflows.
- (v) Disclosure of changes in liabilities arising from financing activities, including both changes arising from cash flows and noncash changes under Para 44A as set out in Ind AS 7 "Statement of Cash Flows" under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is as under:

Particulars	Non-current borrowings	Current borrowings	Rs.in Lacs Total
As at April 01, 2022	1,336.81	8,094.51	9,431.32
Proceeds from non-current borrowings	-	-	-
Repayment of non-current borrowings (including current maturities) (net)	(212.61)	-	(212.61)
Proceeds/ (Repayment) of current borrowings (net)	-	1,458.66	1,458.66
<b>As at March 31, 2023</b>	<b>1,124.20</b>	<b>9,553.17</b>	<b>10,677.37</b>
Proceeds from non-current borrowings	-	-	-
Repayment of non-current borrowings (including current maturities) (net)	(1,124.20)	-	(1,124.20)
Proceeds/ (Repayment) of current borrowings (net)	-	(7,552.64)	(7,552.64)
<b>As at March 31, 2024</b>	<b>-</b>	<b>2,000.53</b>	<b>2,000.53</b>

- (vi) Figures for the Previous year have been reclassified/regrouped wherever necessary to confirm to current year's classification.

This is the Consolidated cash flow statement referred to in our report of even date.

#### for N. Kumar Chhabra and Co.

Chartered Accountants  
ICAI Firm Registration Number 00837N

#### CA. Ashish Chhabra

FCA., Partner  
Membership Number 507083  
UDIN: 24507083BKBLVY6295

Place : Chandigarh  
Date : May 10, 2024

#### for and on behalf of the Board of Directors

of J T L Industries Limited  
(Formerly Known as JTL Infra Limited)

#### Pranav Singla

Whole Time Director  
DIN: 07898093

#### Amrender Kumar Yadav

Company Secretary  
Membership Number: A41946

#### Madan Mohan

Managing Director  
DIN: 00156668

#### Atul Garg

Chief Financial Officer  
PAN: ALZPG9915G

## CONSOLIDATED STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

### A. EQUITY SHARE CAPITAL

Particulars	Rs. in Lacs
<b>Balance as at March 31, 2022</b>	<b>1,183.74</b>
Share capital of transferor company	160.73
<b>Balance as at April 01, 2022</b>	<b>1,344.47</b>
Increase/(decrease) during the year	503.10
Share capital of transferor company	(160.73)
<b>Balance as at March 31, 2023</b>	<b>1,686.84</b>
Increase/(decrease) during the year	83.27
Issue of bonus share	1,770.11
<b>Balance as at March 31, 2024</b>	<b>3,540.22</b>

Share capital of transferor company (i.e., M/s Chetan Industries Limited) of Rs. 160.73 Lacs (Face value of Rs. 1 per share) and shares issued by the transferee company of Rs. 376.10 Lacs (face value of Rs. 2 per Share) to the shareholders of the transferor company (i.e., Chetan Industries Limited).

### B. OTHER EQUITY

Particulars	Reserve and Surplus					Equity Instruments through OCI	Fair valuation of Equity Instruments through OCI	Money received against share warrants	Total other equity
	Capital Reserve	Merger Capital Reserve	General Reserve	Securities Premium	Retained Earnings				
<b>Balance as at April 01, 2022</b>	<b>300.11</b>	-	<b>200.60</b>	<b>3,922.13</b>	<b>13,381.48</b>	<b>9.19</b>	<b>34.78</b>	<b>574.50</b>	<b>18,422.79</b>
Money received against share warrants	-	-	-	-	-	-	-	9,607.79	9,607.79
Reserve received from transferor company	-	-	-	-	311.64	-	-	-	311.64
Share capital of transferor company less share capital issued by transfer company*	-	(215.37)	-	-	-	-	-	-	(215.37)
Issued of shares by conversion of warrants	-	-	-	2,159.00	-	-	-	(574.50)	1,584.50
Profit for the year	-	-	-	-	9,012.78	-	297.47	-	9,310.25
Other comprehensive income	-	-	-	-	2.83	-	-	-	2.83
Dividend paid	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2023</b>	<b>300.11</b>	<b>(215.37)</b>	<b>200.60</b>	<b>6,081.13</b>	<b>22,708.73</b>	<b>9.19</b>	<b>332.25</b>	<b>9,607.79</b>	<b>39,024.42</b>
Money received against share warrants	-	-	-	-	-	-	-	26,242.48	26,242.48
Conversion of Share warrant into Capital	-	-	-	-	-	-	-	(12,489.97)	(12,489.97)
Money Refund against warrant	-	-	-	-	-	-	-	(1.52)	(1.52)
Issued of shares by conversion of warrants	-	-	-	12,406.70	-	-	-	-	12,406.70

## CONSOLIDATED STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs.in Lacs

Particulars	Reserve and Surplus					Equity Instruments through OCI	Fair valuation of Equity Instruments through OCI	Money received against share warrants	Total other equity
	Capital Reserve	Merger Capital Reserve	General Reserve	Securities Premium	Retained Earnings				
Bonus share issued	-	-	-	(1,770.11)	-	-	-	-	(1,770.11)
Profit for the year	-	-	-	-	11,301.14	-	-	-	11,301.14
Other comprehensive income	-	-	-	-	7.55	-	(616.20)	-	(608.64)
Dividend paid	-	-	-	-	(168.91)	-	-	-	(168.91)
<b>Balance as at March 31, 2024</b>	<b>300.11</b>	<b>(215.37)</b>	<b>200.60</b>	<b>16,717.73</b>	<b>33,848.51</b>	<b>9.19</b>	<b>(283.95)</b>	<b>23,358.77</b>	<b>73,935.59</b>

\* In addition to above share capital of transferor company (i.e., Chetan Industries Limited) of Rs. 160.73 Lacs (face value of Rs. 1 per share) and shares issued by the transferee company of Rs. 376.10 Lacs (face value of Rs. 2 per Share) to the shareholders of the transferor company (i.e., Chetan Industries Limited) have resulted into debit balance of Merged Capital Reserve.

The notes referred to above form an integral part of the consolidated financial statements. 1 to 56

This is the Consolidated statement of changes in equity referred to in our report of even date.

**for N. Kumar Chhabra and Co.**

Chartered Accountants  
ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA., Partner  
Membership Number 507083  
UDIN: 24507083BKBLVY6295

Place : Chandigarh  
Date : May 10, 2024

**for and on behalf of the Board of Directors  
of J T L Industries Limited**

(Formerly Known as JTL Infra Limited)

**Pranav Singla**

Whole Time Director  
DIN: 07898093

**Amrender Kumar Yadav**

Company Secretary  
Membership Number: A41946

**Madan Mohan**

Managing Director  
DIN: 00156668

**Atul Garg**

Chief Financial Officer  
PAN: ALZPG9915G

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

### 1. GROUP INFORMATION

JTL Industries Limited ("the Company" or "the Holding Company") formally known as JTL Infra Limited is a public limited company incorporated in India on July 07, 1991, under the Companies Act with Corporate Identification Number L27106CH1991PLC011536 and listed on the National Stock Exchange (NSE), Bombay Stock Exchange ('BSE'), and Metropolitan Stock Exchange. The registered office of the Holding Company is situated at SCF 18-19, First Floor, Sector 28 C, Chandigarh – 160 002, India. The Company has only one subsidiary i.e., JTL Tubes Limited.

The Group is primarily engaged in the business of manufacture and sale of Iron and Steel products. The Holding Company is an integrated manufacturer and supplier of steel tubes, pipes and allied products having manufacturing facilities in India. The Holding Company has four manufacturing facilities viz. Derabassi and Mandi Gobindgarh, Punjab and Raipur, Chhattisgarh and Mangaon, Maharashtra. The Holding Company together with its subsidiary is hereinafter referred to as the "Group".

### 2. BASIS OF PREPARATION AND MEASUREMENT

#### I Basis of preparation:

##### (i) Compliance with Ind AS

These consolidated financial statements ('financial statements') have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI).

Items included in the financial statements of the Group are recorded using the currency of the primary economic environment in which the Group operates (i.e. the "functional currency"). the financial statements are presented in Indian Rupee, the national

currency of India, which is the functional currency of the Group as well.

The accounting policies are applied consistently to all the periods presented in the financial statements.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements

##### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

1. Certain financial assets and liabilities that are measured at fair value;
2. Defined benefit plans - plan assets measured at fair value;

##### (iii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013.

The Group presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months;
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Group classifies all other assets as noncurrent.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

A liability is current when:

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle for the purpose of current and non-current classification of assets and liabilities.

(iv) Key accounting estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses.

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

Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment, useful lives of property and plant and equipment, provisions, valuation of deferred tax liabilities, contingent liabilities and fair value measurements of financial instruments as discussed below.

Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in

the respective policies.

Continuous evaluation is done on the estimation. Actual results may differ from these estimates.

### 3. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements incorporate the results of the Company and its subsidiary (the "Group"), being the entities that it controls. The financial statements of subsidiary are prepared for the same reporting year as the parent Company. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the Group. Intra-Group balances and transactions, and any unrealised profit arising from intra-Group transactions, are eliminated. Unrealised losses are eliminated unless costs cannot be recovered.

### 4. MATERIAL ACCOUNTING POLICIES FOLLOWED BY THE GROUP

#### (a) Property, Plant and Equipment (PPE) (including Capital Work-in-Progress)

Free hold land is stated at historical cost. Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises:

- Purchase price, including import duties and non-refundable taxes on purchase (goods and service tax, value added tax), after deducting trade discounts and rebates.
- Any directly attributable cost of bringing the item to its working condition for its intended use, estimated costs of dismantling and removing the item and restoring the site on which it is located.
- The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

removing the item and restoring the site on which it is located.

Costs in nature of repairs and maintenance are recognised in the Statement of Profit and Loss as and when incurred.

### Capital work in progress

Property, plant and equipment which are not ready for intended use as on the date of balance sheet are disclosed as "Capital work-in-progress".

### Capital Advances

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets".

### Depreciation and amortisation methods, estimated useful lives and residual value

Depreciation is provided on straight line basis on the original cost/ acquisition cost of assets or other amounts substituted for cost of fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act, read with notification dated August 29, 2014 of the Ministry of Corporate Affairs.

The useful life is as follows:

Sr. No.	Nature of Asset	Useful Life (Years)
1.	Buildings	30
2.	Plant and Machinery	15
3.	Other Equipment	3 to 5
4.	Vehicles	8
5.	Furniture/ Fittings	10

The residual value for all the above assets are retained at 5% of the cost.

Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use. The provision for depreciation for multiple shifts has been made in respect of eligible assets on the basis of operation of respective units.

### De-recognition

The carrying amount of an item of property, plant and equipment is derecognised on disposal or

when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the Statement of Profit and Loss when the item is derecognised.

### (b) Intangibles

Intangible Assets are recognised, if the future economic benefits attributable to the assets are expected to flow to the Group and cost of the asset can be measured reliably. All other expenditure is expensed as incurred. The same are amortised over the expected duration of benefits. Such intangible assets are measured at cost less any accumulated amortisation and impairment losses, if any.

Intangible Assets are amortised on a Straight Line basis over the estimated useful economic life. The estimated useful lives of intangible assets are assessed as 10 years.

### (c) Financial assets designated at fair value through OCI (equity instruments)

In the case of equity instruments which are not held for trading and where the Group has taken irrevocable election to present the subsequent changes in fair value in other comprehensive income, these elected investments are initially measured at fair value plus transaction costs and subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Equity instruments through other comprehensive income' under the head 'Other Equity'.

#### A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit taking.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI.

### (d) Inventories

Inventories are valued at lower of cost and net realisable value including necessary provision for obsolescence. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses. The cost of raw materials, components, consumable stores and spare parts are determined using the weighted average method and includes freight, taxes and duties, net of duty credits wherever applicable. Finished goods, including stock in trade and work-in-progress are valued at lower of cost and net realisable value. Cost includes all direct costs and applicable manufacturing overheads incurred in bringing them to their present location and condition.

#### Raw materials

Raw materials are valued at cost of purchase net of duties and includes all expenses incurred in bringing such materials to the location of its use.

#### Work-in-progress and finished goods

Work-in-progress and finished goods include conversion costs in addition to the landed cost of raw materials.

#### Stores, spares and tools

Stores, spares and tools cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

### (e) Financial instruments

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

### Financial Assets

#### - Initial Recognition and measurement

All financial assets are recognised at fair value.

#### - Cash and cash equivalents

- Cash and cash equivalent comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. These balances with banks are unrestricted for withdrawal and usage.
- Other bank balances include balances and deposits with banks that are restricted for withdrawal and usage.

#### - Recoverability of trade receivable

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the worth of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

#### - Derivative financial instruments and Hedge Accounting

The Group uses various derivative financial instruments such as forwards contracts to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

### - **Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### **Financial Liabilities**

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

All financial liabilities are recognised at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

#### - **Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

#### - **Derecognition**

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expire.

### (f) **Impairment of non-financial assets**

At each balance sheet date, the carrying amount of fixed assets is reviewed by the management to determine whether there is any indication that

those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (recoverable amount is the higher of an asset's net selling price or value in use). In assessing the value in use, the estimated future cash flows expected from the continuing use of the assets and from their disposal are discounted to their present value using a pre discounted rate that reflects the current market assessment of time value of money and risks specific to the asset.

Reversal of impairment loss is recognised immediately as income in the statement of profit and loss.

### (g) **Taxes on income**

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the provisions of Income-tax Act. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### **Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

### (h) Provision and contingent liabilities

A provision is recognised when the Group has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will

be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent liabilities are not recognised in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

### (i) Revenue recognition

#### Sale of products

Revenue from sale of products is recognised when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer and there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably. Revenue from operations is disclosed exclusive of goods and services tax (GST).

#### Government Grants

Export incentive entitlements are recognised as income when there is reasonable assurance to receive that Company will comply with the conditions attached to them and it is established that incentive will be received.

Government grants relating to income are recognised in statement of profit and loss on a systematic basis over the periods in which the Group recognises as expenses, the related costs for which grants are intended to compensate.

#### Other Income

Other income is accounted for on accrual basis as and when the right to receive arises.

### (j) Employee benefits

#### Short-term employee benefits

All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives,

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

### **Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the statement of profit and loss in the periods during which the related services are rendered by employees. The Company makes specified contributions towards the following schemes:

#### **Employees' State Insurance (ESI)**

The Company has a scheme of state insurance for its employees, registered with the regional state insurance commissioner. The Company's contribution to the state insurance is charged to the statement of profit and loss every year.

#### **Employees' Provident Fund (EPF)**

All directly recruited employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan. Both employee and employer make monthly contribution to the plan at a predetermined rate of employee's basic salary and dearness allowance. These contributions to provident fund are administered by the provident fund commissioner. Employer's Contribution to provident fund is expensed in the statement of profit and loss as and when incurred.

#### **Labour Welfare Fund**

The Company makes contribution to labour welfare fund scheme in accordance with Labour Welfare Fund Act. The Company's contribution to the welfare fund is charged to the statement of profit and loss every year.

#### **Retirement benefit obligations**

Retirement benefit obligations are classified into defined benefits plans and defined contribution plans as under:

### **Defined Gratuity Plans**

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

### **Compensated absences**

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilised during the service, or encashed. Encashment can be made during service, on early retirement, on withdrawal of scheme, at resignation and upon death of the employee. Accumulated compensated absences are treated as other long-term employee benefits. The Company's liability in respect of other long-term employee benefits is recognised in the books of account based on actuarial valuation using projected unit credit method as at Balance Sheet date by an independent actuary. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The liability in respect of Gratuity is recognised in the books of accounts based on actuarial valuation by an independent actuary.

### **Actuarial valuation**

The liability in respect of all defined benefit plans is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

### Re-measurement

Benefit plans in respect of retirement benefits are charged to the Other Comprehensive Income.

The Company's retirement benefit obligation is subject to a number of judgement including discount rates, inflation and salary growth. Significant judgement is required when setting these criteria and a change in these assumptions would have a significant impact on the amount recorded in the Company's balance sheet and the statement of profit and loss. The Company sets these judgements based on previous experience and third party actuarial advice.

### (k) Finance costs

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred. Interest free loan taken from promoters and others has been derived on basis of fair value based on market rate of interest prevailing when loan and derived to the total tenure of loan. The interest for the period is charged to the statement of profit and loss.

### (l) Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity shareholders of the Group.

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

### (m) Dividends

The Group recognises a liability to make dividend distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India a distribution is authorised when it is approved by the shareholders, However, Board of Directors of a Group may declare interim dividend during any financial year out of the surplus in statement of profit and loss and out of the profits of the financial year in which such interim dividend is sought to be declared. A corresponding amount is recognised directly in equity.

### (n) Foreign Currency Transactions

#### Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

#### Exchange Differences

Exchange differences arising on the settlement of monetary items or on restatement of reporting Company's monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

### (o) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

5. PROPERTY, PLANT AND EQUIPMENT

A. Property, plant and equipment

Particulars	Rs. in Lacs										Total	
	Land	Building	Computers and Printer	Furniture and Fixtures	Telephone and Mobiles	Office Equipment	Electricals and Appliance	Plant and Machinery	Miscellaneous Assets	Vehicles		
<b>Gross Block</b>												
Opening Cost as at April 01, 2022	627.90	1,589.59	18.78	84.14	7.08	28.77	399.28	3,569.89	388.86	574.46		7,288.75
Additions	441.56	-	1.27	4.06	2.86	20.46	-	1,043.79	-	321.88		1,835.87
Sales/ Adjustments	-	-	-	-	-	-	-	(44.30)	-	-		(44.30)
Adjustments	-	-	-	-	-	-	-	-	-	-		-
<b>As at March 31, 2023</b>	<b>1,069.45</b>	<b>1,589.59</b>	<b>20.05</b>	<b>88.19</b>	<b>9.94</b>	<b>49.22</b>	<b>399.28</b>	<b>4,569.38</b>	<b>388.86</b>	<b>896.34</b>		<b>9,080.32</b>
Additions	673.83	2,155.90	16.14	2.91	-	74.50	2.00	1,594.22	-	634.33		5,153.84
Sales/ Adjustments	-	-	-	-	-	-	-	-	-	-		-
Adjustments	-	-	-	-	-	-	-	-	-	-		-
<b>As at March 31, 2024</b>	<b>1,743.28</b>	<b>3,745.49</b>	<b>36.19</b>	<b>91.10</b>	<b>9.94</b>	<b>123.73</b>	<b>401.28</b>	<b>6,163.61</b>	<b>388.86</b>	<b>1,530.67</b>		<b>14,234.15</b>
<b>Accumulated Depreciation</b>												
Balance as at April 01, 2022	-	448.80	13.19	13.51	1.30	12.47	322.75	1,031.85	331.60	254.80		2,430.26
Charge for the period	-	45.16	2.62	7.57	1.68	6.10	7.40	269.84	-	85.12		425.50
Deductions/ Adjustments	-	(141.99)	-	-	-	(0.06)	(6.37)	(147.17)	34.47	(50.51)		(311.63)
<b>As at March 31, 2023</b>	<b>-</b>	<b>351.97</b>	<b>15.81</b>	<b>21.08</b>	<b>2.98</b>	<b>18.51</b>	<b>323.78</b>	<b>1,154.52</b>	<b>366.07</b>	<b>289.41</b>		<b>2,544.12</b>
Charge for the period	-	91.63	3.72	7.99	1.91	14.91	8.16	309.21	-	118.22		555.75
Deductions/ Adjustments	-	-	-	-	-	-	-	-	-	-		-
<b>As at March 31, 2024</b>	<b>-</b>	<b>443.59</b>	<b>19.53</b>	<b>29.07</b>	<b>4.89</b>	<b>33.43</b>	<b>331.94</b>	<b>1,463.72</b>	<b>366.07</b>	<b>407.62</b>		<b>3,099.87</b>
<b>Net carrying Value</b>												
As at March 31, 2024	1,743.28	3,301.89	16.66	62.04	5.05	90.30	69.34	4,699.89	22.79	1,123.05		11,134.29
As at March 31, 2023	1,069.45	1,237.62	4.24	67.11	6.96	30.71	75.50	3,414.87	22.79	606.93		6,536.20
As at March 31, 2022	627.90	1,140.79	5.59	70.63	5.78	16.30	76.53	2,538.04	57.26	319.67		4,858.49

**Note:** For lien/ charge against property, plant and equipment refer note 17 and 21.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**B. Regulatory Information**

**Immovable Property**

- The title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed under Property, plant and equipment are held in the name of the Group except for the followings:

Description of Property	Gross carrying value (₹ in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Group
Land at Mangaon, Maharashtra, India	192.29	Mr. Vijay Singla	Relative of director	Purchased in 2019	The Group authorised Mr. Vijay Singla to purchase the land on behalf of the Group to overcome some legal complications involved in the transaction. The Group has secured ownership through long term lease in its name.
Land at Mangaon, Maharashtra, India	116.74	Mr. Vijay Singla	Relative of director	Purchased in 2024	
<b>Total</b>	<b>309.04</b>				

**6. CAPITAL WORK-IN-PROGRESS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Building under construction	36.91	19.96
Plant and machinery under erection	563.57	420.14
<b>Total</b>	<b>600.47</b>	<b>440.10</b>

**The following is the movement in capital work-in-progress**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning	440.10	339.96
Addition	160.37	546.40
Capitalised during the year	-	(446.26)
Balance at the closing	600.47	440.10

**Capital work-in-progress aging schedule**

Rs. in Lacs

Particulars	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects-in-progress					
March 31, 2024	160.37	440.10	-	-	600.47
March 31, 2023	440.10	-	-	-	440.10
Projects temporarily suspended					
March 31, 2024	-	-	-	-	-
March 31, 2023	-	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**7. NON-CURRENT INVESTMENTS**

Rs. in Lacs

Particulars	No of shares Current Year (Previous Year)	Face Value	As at March 31, 2024	As at March 31, 2023
<b>Investments in Equity Instruments (fully paid up unless otherwise stated)</b>				
<b>A. Other Non-current Investments</b>				
<b>Carried at fair value through other comprehensive income</b>				
Quoted investments (at fully paid)- carried at fair value				
Tiger Logistics (India) Limited	469150 (472000)	1	215.81	171.48
M K Proteins Limited	3666910 (5940000)	1	362.29	1,445.40
Share India Securities Limited	89	10	1.43	-
<b>Total</b>			<b>579.53</b>	<b>1,616.88</b>

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Aggregate amount of book value in unquoted investments	-	-
Aggregate amount of market value of quoted investments	579.53	1,616.88

**8. OTHERS NON-CURRENT ASSETS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured, considered good unless otherwise stated)		
Security deposits	969.44	286.01
Advance for capital goods	5,148.79	138.63
<b>Total</b>	<b>6,118.24</b>	<b>424.64</b>

**9. INVENTORIES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Raw materials	8,825.10	10,077.50
Finished goods	5,429.74	5,917.28
Consumables	570.92	624.61
Scrap and wastage	217.38	154.41
<b>Total</b>	<b>15,043.15</b>	<b>16,773.80</b>

All inventories have been pledged/ mortgaged to secure borrowings of the Group refer note 17 and 21.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**10. TRADE RECEIVABLES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables considered good - unsecured	19,266.12	14,124.87
<b>Total</b>	<b>19,266.12</b>	<b>14,124.87</b>

All book debts have been hypothecated/ mortgaged to secure borrowings of the Group refer note 17 and 21.

**Ageing for trade receivables as at March 31, 2024**

Rs. in Lacs

Particulars	Not Due	Outstanding for the 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	
<b>Trade Receivables</b>							
Undisputed trade receivables – considered good	15,099.59	1,440.53	2,469.06	19.28	2.10	214.10	19,244.65
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	6.99	14.48	21.47
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>15,099.59</b>	<b>1,440.53</b>	<b>2,469.06</b>	<b>19.28</b>	<b>9.08</b>	<b>228.58</b>	<b>19,266.12</b>
Less: Allowance for doubtful trade receivables							-
<b>Balance</b>							<b>19,266.12</b>

**Ageing for trade receivables as at March 31, 2023**

Rs. in Lacs

Particulars	Not Due	Outstanding for the 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	
<b>Trade Receivables</b>							
Undisputed trade receivables – considered good	13,655.39	11.82	24.46	32.29	386.06	0.37	14,110.39
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs. in Lacs

Particulars	Not Due	Outstanding for the 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	
Disputed trade receivables – considered good	-	-	-	-	-	14.48	14.48
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>13,655.39</b>	<b>11.82</b>	<b>24.46</b>	<b>32.29</b>	<b>386.06</b>	<b>14.85</b>	<b>14,124.87</b>
Less: Allowance for doubtful trade receivables							-
<b>Balance</b>							<b>14,124.87</b>

**11. CASH AND CASH EQUIVALENTS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Cash in hand (including imprest)	20.27	40.84
Balance with banks		
- in current accounts	401.90	3.56
- in cash credit accounts	2,791.28	-
Investment in commercial papers	-	4,964.11
Cheques in hand	4,622.65	-
Deposit with remaining maturity for less than 3 months*	2,286.78	-
<b>Total</b>	<b>10,122.87</b>	<b>5,008.51</b>

\* Deposits are in the nature of Margin Money pledged with banks against Bank Guarantee's given/ Letter of Credit's established by the bank.

**12. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Other bank balances - in earmarked account		
Deposits with remaining maturity for less than 12 months*	472.20	303.37
Unpaid dividend account	5.57	2.22
<b>Total</b>	<b>477.77</b>	<b>305.59</b>

\* Deposits are in the nature of Margin Money pledged with banks against Bank Guarantee's given/ Letter of Credit's established by the bank.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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13. CURRENT LOANS

Particulars	Rs. in Lacs	
	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Advance to employees	5.66	9.65
Advance to others	4,154.73	2,950.02
<b>Total</b>	<b>4,160.39</b>	<b>2,959.68</b>

14. OTHER CURRENT ASSETS

Particulars	Rs. in Lacs	
	As at March 31, 2024	As at March 31, 2023
Advance to suppliers	14,654.18	8,303.85
Prepaid expenses	6.59	6.83
Balance with government authorities		
GST receivables	2,181.03	(424.99)
Income tax recoverable	1.89	13.97
Interest accrued on term deposits	1.60	1.79
Others receivables	1.04	19.75
Cheque pending for realisation	-	234.20
<b>Total</b>	<b>16,846.33</b>	<b>8,155.40</b>

15. EQUITY SHARE CAPITAL

Particulars	Rs. in Lacs	
	As at March 31, 2024	As at March 31, 2023
<b>Authorised</b>		
275000000 (As at March 31, 2023 - 120000000) Equity shares of Rs. 2/- each	5,500.00	2,400.00
<b>Total</b>	<b>5,500.00</b>	<b>2,400.00</b>
<b>Issued, subscribed and fully paid up</b>		
177010830 (As at March 31, 2023 - 84342092) Equity shares of Rs. 2/- each	3,540.22	1,686.84
<b>Total</b>	<b>3,540.22</b>	<b>1,686.84</b>

During the year, the Holding Company has increased its authorised share capital from Rs. 2,400.00 Lacs to Rs. 5,500.00 Lacs.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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**Notes:**

**(a) Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the year.**

Particulars	Rs. in Lacs			
	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Rs. in Lacs	No. of Shares	Rs. in Lacs
<b>Issued, subscribed and fully paid up and equity share capital</b>				
Balance at the beginning of the year	84342092	1,686.84	59187150	1,183.74
Fresh issue of equity shares on conversion of Warrants (refer note 1 and 2 below)	4163323	83.27	6350000	127.00
Issue of bonus shares (refer note 1 below)	84852092	1,697.04	-	-
Issue of Bonus shares in the ratio of 1:1 upon the warrants converted after record date of Bonus i.e., September 07, 2023	3653323	73.07	-	-
Fresh issue of equity shares on Merger in accordance with Sanctioned Scheme of Amalgamation (Refer note 2 below)	-	-	18804942	376.10
<b>Total</b>	<b>177010830</b>	<b>3,540.22</b>	<b>84342092</b>	<b>1,686.84</b>

- As at March 31, 2024: Out of the 12808350 warrants allotted by the Holding Company on March 03, 2023, total 4163323 equity shares were issued pursuant to conversion of warrants at a face value of Rs. 2/- each during the financial year 2023-24. On September 11, 2023, the Holding Company had allotted 84852092 bonus equity shares to the members who were shares of the Holding Company on record date i.e., on September 07, 2023 in the ratio of 1:1 and reserved the Bonus shares for outstanding convertible securities in the same ratio. As a result, the paid up share capital of the Holding Company rose to Rs. 3,540.22 Lacs divided into 177010830 Equity shares of face value of Rs. 2/- each as at the end of financial year 2023-24.
- As at March 31, 2023: Out of warrants allotted by the Holding Company on March 17, 2021, the Holding Company had allotted a total of 6350000 shares of face value of Rs. 2/- each, during the financial year 2022-23, upon conversion of warrants already issued on preferential basis, into equity shares. As a Result, the paid up share capital of the Holding Company stood increased to Rs. 1310.74 Lacs divided into 65537150 equity shares of face value of Rs. 2/- each. Further, during the financial year 2022-23, the Holding Company had allotted 18804942 Equity shares of face value of Rs. 2/- to the Shareholders of Transferor Company viz. Chetan Industries Limited as a consideration of Merger in accordance with the Scheme of Amalgamation duly sanctioned by Hon'ble NCLT, Chandigarh. As a result, the paid up share capital of the Holding Company rose to Rs. 1686.84 Lacs divided into 84342092 Equity shares of face value of Rs. 2/- each as at the end of financial year 2022-23.

**(b) Terms of Rights, preferences and restrictions attached to equity shares:**

The Holding Company has only one class of equity shares having a face value of Rs. 2/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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(c) Details of shareholders holding more than 5% shares in the Company:

Rs. in Lacs

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% holding	No. of Shares	% holding
<b>Equity shares of Rs. 2 each fully paid</b>				
Nikita Singla	26235366	14.82%	7451256	8.83%
Madan Mohan Singla	26108934	14.75%	13054467	15.48%
Rakesh Garg (HUF)	15287000	8.64%	7643500	9.06%
Rakesh Garg	13139336	7.42%	5569668	6.60%
Vijay Singla	-	-	5666427	6.72%

As per records of the Holding Company, including its register of shareholders/ members, the above shareholding represents legal and beneficial ownerships of shares.

(d) Details of last five years equity share transactions

Rs. in Lacs

Particulars	During the financial year				
	FY 2023-24	FY 2022-23	FY 2021-22	FY 2020-21	2019-20
Bonus Shares*	88505415	-	-	-	-
Preferential Allotment of shares	-	-	-	-	600000
Conversion of warrants	4163323	6350000	6150000	-	-
Scheme of Amalgamation	-	18804942	-	-	-
Shares Forfeited	-	-	-	-	-
ESOP	-	-	-	-	-

\* Includes bonus shares issued in the ratio of 1:1 upon the warrants converted after record date of Bonus i.e., September 07, 2023.

**Notes:**

- (e) the Holding Company has issued bonus shares in the ratio of 1:1 during the financial year 2023-24.
- (f) the Holding Company has not made any buy back of shares during the 5 years preceding March 31, 2024.
- (g) There are no (Previous year - No) rights, preference and restriction attaching to each class of shares including restriction on the distribution of dividend and the repayment of capital. There are nil number of shares (Previous year Nil) in respect of each class in the Holding Company held by its holding company or its ultimate holding company including shares held by or by subsidiary or associates of the holding company or the ultimate holding company in aggregate.
- (h) As on March 31, 2024, out of total 12808350 convertible warrants allotted on March 03, 2023, 8645027 convertible warrants allotted on preferential basis, were outstanding and pending conversion into equity shares of the Holding Company. Further the Holding Company made another allotment of 25000000 convertible warrants to the Promoter and Non-promoter public category on February 02, 2024 which were outstanding and pending conversion into equity shares as on March 31, 2024.
- (i) Shareholding of Promoters / Promoters Group:

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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Rs. in Lacs

Name of the Promoter/ Member of Group	Shareholding as at March 31, 2024	% of Shareholding as at March 31, 2024	Shareholding as at March 31, 2023	% of Shareholding as at March 31, 2023	Change in Shareholding % during the year.
1. Chetan Singla	438000	0.25%	219000	0.26%	-4.70%
2. Deepak Garg	627000	0.35%	313500	0.37%	-4.70%
3. Dhruv Singla	4545000	2.57%	2272500	2.69%	-4.70%
4. Madan Mohan	26108934	14.75%	13054467	15.48%	-4.70%
5. Mithan Lal Singla	4396714	2.48%	2198357	2.61%	-4.70%
6. Nikita Singla	26235366	14.82%	7451256	8.83%	67.77%
7. Pranav Singla	2194034	1.24%	490000	0.58%	113.35%
8. Rakesh Garg	13139336	7.42%	5569668	6.60%	12.41%
9. Santosh Rani	-	0.00%	1000000	1.19%	-100.00%
10. Shukla Singla	551910	0.31%	275955	0.33%	-4.70%
11. Sweety Garg	375000	0.21%	187500	0.22%	-4.70%
12. Vijay Singla	-	0.00%	5666427	6.72%	-100.00%
13. Madan Mohan (HUF)	1471824	0.83%	735912	0.87%	-4.70%
14. Prem Kumar & Sons HUF	748800	0.42%	374400	0.44%	-4.70%
15. Rakesh Garg (HUF)	15287000	8.64%	7643500	9.06%	-4.70%
<b>Total Holding</b>	<b>96118918</b>	<b>54.30%</b>	<b>47452442</b>	<b>56.26%</b>	

Rs. in Lacs

Name of the Promoter/ Member of Group	Shareholding as at March 31, 2023	% of Shareholding as at March 31, 2023	Shareholding as at March 31, 2022	% of Shareholding as at March 31, 2022	Change in Shareholding % during the year.
1. Chetan Singla	219000	0.26%	219000	0.37%	-29.82%
2. Deepak Garg	313500	0.37%	313500	0.53%	-29.82%
3. Dhruv Singla	2272500	2.69%	2272500	3.84%	-29.82%
4. Madan Mohan	13054467	15.48%	7198500	12.16%	27.26%
5. Mithan Lal Singla	2198357	2.61%	2983500	5.04%	-48.29%
6. Nikita Singla	7451256	8.83%	-	0.00%	100.00%
7. Pranav Singla	490000	0.58%	490000	0.83%	-29.82%
8. Rakesh Garg	5569668	6.60%	-	0.00%	100.00%
9. Santosh Rani	1000000	1.19%	1402500	2.37%	-49.96%
10. Shukla Singla	275955	0.33%	262500	0.44%	-26.23%
11. Sweety Garg	187500	0.22%	-	0.00%	100.00%
12. Vijay Singla	5666427	6.72%	7338000	12.40%	-45.81%
13. Madan Mohan (HUF)	735912	0.87%	720000	1.22%	-28.27%
14. Prem Kumar & Sons HUF	374400	0.44%	525000	0.89%	-49.96%
15. Rakesh Garg (HUF)	7643500	9.06%	7643500	12.91%	-29.82%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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Rs. in Lacs

Name of the Promoter/ Member of Group	Shareholding as at March 31, 2023	% of Shareholding as at March 31, 2023	Shareholding as at March 31, 2022	% of Shareholding as at March 31, 2022	Change in Shareholding % during the year.
16. Mithan Lal And Sons (HUF)	-	-	506000	0.85%	-100.00%
17. Vijay Kumar Singla (HUF)	-	-	645000	1.09%	-100.00%
18. Sweety Garg	-	-	187500	0.32%	-100.00%
<b>Total Holding</b>	<b>47452442</b>	<b>56.26%</b>	<b>32707000</b>	<b>55.26%</b>	

(j) Shares held by Holding Company, its Subsidiaries and Associates

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Equity Shares held by :		
Holding company	-	-
Subsidiaries and Associates of Holding Company	-	-

## 16. OTHER EQUITY

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
General reserve	200.60	200.60
Securities premium	16,717.73	6,081.13
Retained earnings	33,848.51	22,708.73
Share warrants outstanding amount	23,358.77	9,607.78
Capital reserve	300.11	300.11
Merger capital reserve	(215.37)	(215.37)
Equity Instruments through other comprehensive income	(274.76)	341.44
<b>Total</b>	<b>73,935.59</b>	<b>39,024.42</b>

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>General reserve</b>		
Balance at the beginning of the year	200.60	200.60
Add: Transferred from retained earnings	-	-
<b>Balance at the end of the year</b>	<b>200.60</b>	<b>200.60</b>
<b>Securities Premium</b>		
Balance at the beginning of the year	6,081.13	3,922.13
Add: Issued of shares by conversion of warrants	12,406.70	2,159.00
Less: Bonus share issued	(1,770.11)	-
<b>Balance at the end of the year</b>	<b>16,717.73</b>	<b>6,081.13</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Retained Earnings</b>		
Balance at the beginning of the year	22,708.73	13,381.48
Add: Reserve received from transferor company	-	311.64
Add: Profit for the year	11,301.14	9,012.78
Add: Remeasurements of the net defined benefit plans	7.55	2.83
Less: Transferred to General Reserve	-	-
Less: Dividend on equity shares	(168.91)	-
<b>Balance at the end of the year</b>	<b>33,848.51</b>	<b>22,708.73</b>
<b>Money received against share warrants</b>		
Balance at the beginning of the year	9,607.78	574.50
Add: Addition during the year	26,242.48	9,607.78
Less: Transfer to securities premium account	(12,489.97)	-
Less: Transfer to share capital	-	-
Less: Refund against warrants	(1.52)	-
Less: Issued of shares by conversion of warrants	-	(574.50)
<b>Balance at the end of the year</b>	<b>23,358.77</b>	<b>9,607.78</b>
<b>Capital Reserve</b>		
Balance at the beginning of the year	300.11	300.11
Add: Reserve received from transferor company	-	-
<b>Balance at the end of the year</b>	<b>300.11</b>	<b>300.11</b>
<b>Merger Capital Reserve</b>		
Balance at the beginning of the year	(215.37)	-
Add: Share capital of transferor company less share capital issued by transferee company*	-	(215.37)
<b>Balance at the end of the year</b>	<b>(215.37)</b>	<b>(215.37)</b>
<b>Equity Instruments through other comprehensive income</b>		
Balance at the beginning of the year	341.44	43.97
Add: Fair value gain/(loss) on investments in equity instruments carried at fair value through other comprehensive income	(616.20)	297.47
<b>Balance at the end of the year</b>	<b>(274.76)</b>	<b>341.44</b>

**Description of the Purposes of Each Reserve Within Equity**

**a) General Reserve**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. General reserves represents the free profits of the Group available for distribution. As per the Companies Act, certain amount was required to be transferred to General Reserve every time Group distribute dividend. General reserve is not an item of OCI, items included in the general reserve will not be reclassified to profit or loss.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

### b) Securities Premium

This reserve represents amount of premium recognised on issue of shares to shareholders at a price more than its face value.

### c) Retained Earnings

Retained earnings are the profits that the Group has earned till date, less any transfer to general reserve, dividends or other distribution or the distributions paid to the shareholders.

### d) Share warrants

During the financial year 2022-23, on March 03, 2023 the Holding Company had allotted 12808350 convertible warrants at a face value of Rs. 2/- each, out of which total 4163323 equity shares have been issued pursuant to conversion of such warrants and balance 8654027 warrants are still pending for conversion as on March 31, 2024. During the FY 2023-24, the Holding Company further came up with another preferential issue of 25000000 fully convertible warrants allotted on February 02, 2024 at a price of Rs. 270/- per warrant aggregating to Rs. 675 Crores. During the FY 2023-24, the Holding Company has realised 25% amount payable upon allotment of said warrants aggregating to Rs. 168.75 Crores. Care Ratings Limited was appointed as Monitoring Agency to monitor the utilisation of the funds raised through preferential issue, in accordance with the provisions of Regulation 162A of the SEBI ICDR Regulations. The funds so raised on allotment of convertible warrants were fully utilised for Investment in Mega Project, Capital Expenditure towards development, refurbishment and renovation of Assets, either through wholly owned subsidiaries/subsidiaries/associates; Working Capital Requirements; General Corporate Purposes, including financing of Business Opportunities (either organic or inorganic), and any other cost incurred towards the objects of the Holding Company, brand building, acquisition of Offices, Retail Spaces and Warehouses etc. to expand the Holding Company's distribution network pan- India and strengthen the business operations; Issue Related Expenses thus, for the purpose for which these were raised and in accordance with the objectives of the said preferential issue stated in the explanatory statement to the notice of Postal ballot dated December 18, 2023 and there had been no deviation or variation in the use of the proceeds/ funds so raised. As on March 31, 2024, all 25000000 warrants allotted on preferential basis to Promoter/ Promoter group and Non-promoter category were outstanding and pending to be converted into equity shares within a period of 18 months from the date of allotment.

### e) Capital Reserve

Capital reserve is utilised in accordance with provision of the Act

### f) Merger Capital Reserve

Reserve arises on merger of Chetan Industries Limited.

### g) Equity Instruments through other comprehensive income

The Holding Company has elected to recognise changes in the fair value of certain investment in equity instrument in other comprehensive income. This amount will be reclassified to retained earnings on derecognition of equity instrument.

## 17. NON-CURRENT BORROWINGS

Particulars	Rs. in Lacs	
	As at March 31, 2024	As at March 31, 2023
<b>Secured</b>		
Vehicle Loans from Banks and NBFC	-	68.15
Less: Current Maturities (refer note 20)	-	26.01



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Term loan from NBFC	-	354.80
Less: Current Maturities (refer note 20)	-	-
WCTL under GECL from Bank	-	701.25
Less: Current Maturities (refer note 20)	-	185.63
<b>Non-current borrowings</b>	<b>-</b>	<b>912.57</b>

**Note:**

Term Loans from bank are secured by first pari-passu charge on all movable fixed assets of the Holding Company, present and future, first pari-passu charge on immovable fixed assets of the Holding Company's units at (a) Derabassi (Punjab), (b) Mangaon, Raigad (Maharashtra), (c) Mandi Gobingarh (Punjab) and (d) Raipur (Chhattisgarh), second pari-passu charge on all current assets of the Holding Company, present and future.

Vehicle loans secured against Hypothecation of respective vehicles.

The loans are also secured by Personal Guarantees of Mithan Lal Singla, Madan Mohan, Vijay Singla, and Deepak Garg.

During the year, the Holding Company has repaid all the long-term borrowing.

**18. OTHER NON-CURRENT FINANCIAL LIABILITIES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Creditors for capital goods	19.61	7.42
<b>Total</b>	<b>19.61</b>	<b>7.42</b>

**19. NON-CURRENT PROVISIONS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provisions for employee benefits:-</b>		
- Provision for gratuity	167.13	142.19
- Provision for compensated absences	23.47	26.75
<b>Total</b>	<b>190.60</b>	<b>168.94</b>

The provision for employee benefits includes gratuity, compensated. Relevant factors related to provision are explained in note 40.

**20. DEFERRED TAX LIABILITIES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax liabilities arising on account of		
Difference between written down value of property, plant and equipment as per the books of accounts and income tax act, 1961	292.46	293.76

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Particulars	Rs. in Lacs	
	As at March 31, 2024	As at March 31, 2023
Unrealised gain on investments carried at fair value through other comprehensive income	-	112.84
Deferred tax assets arising on account of		
Provision for employee benefits - gratuity and leave encashment	50.75	(24.76)
Unrealised loss on investments carried at fair value through other comprehensive income	53.54	-
Expenses allowed for tax purposes when paid	2.33	14.91
<b>Deferred tax liabilities</b>	<b>185.85</b>	<b>416.45</b>

## 21. CURRENT BORROWINGS

Particulars	Rs. in Lacs	
	As at March 31, 2024	As at March 31, 2023
<b>Secured</b>		
Working capital cash credit limit from banks	1,679.23	4,141.89
Others	-	197.28
<b>Unsecured</b>		
Loan from directors	321.30	5,214.00
Current Maturities of long-term borrowings	-	211.64
<b>Total</b>	<b>2,000.53</b>	<b>9,764.81</b>

### Terms of repayment of current borrowings

Working capital facilities are availed from Punjab National Bank, HDFC Bank Limited, Standard Chartered Bank and Axis Bank Limited. Working capital facilities are repayable on demand.

The loans are also secured by Personal Guarantees of Mithan Lal Singla, Madan Mohan, Vijay Singla, and Deepak Garg.

### Terms of security:

Secured Working Capital loans: These are secured by a first pari-passu charge on all the current assets of the Holding Company, both present and future, wherever the same may or be held and have a second pari-passu charge on all movable and immovable fixed assets of the Holding Company, present and future.

The working capital loans are also secured by (a) Equitable mortgage of Residential property located at Panchkula (Haryana) owned by one of the director and his relative (b) Land located at Motia Khan, Mandi Gobindgarh (Punjab) owned by one of the related enterprise, and (c) Registered office located at Chandigarh.

The loans are also secured by Personal Guarantees of Deepak Garg, Vijay Singla, Mithan Lal Singla, Madan Mohan, Rakesh Garg, and Dhruv Singla.

The composition of property, plant and equipment and current assets as mentioned above are defined in detail in the respective financing/credit arrangements.

The Holding Company has not defaulted in repayment of loans and interest during the period.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**22. TRADE PAYABLES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	1.07	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,448.79	2,862.23
<b>Total</b>	<b>2,449.86</b>	<b>2,862.23</b>

**Ageing for trade payables as at March 31, 2024**

Rs. in Lacs

Particulars	Not Due	Outstanding for the 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	
<b>Trade Payables</b>							
Undisputed - MSME	1.07	-	-	-	-	-	1.07
Undisputed - Others	1,948.57	19.35	125.09	337.15	8.61	10.01	2,448.79
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>1,949.64</b>	<b>19.35</b>	<b>125.09</b>	<b>337.15</b>	<b>8.61</b>	<b>10.01</b>	<b>2,449.86</b>

**Ageing for trade payables as at March 31, 2023**

Rs. in Lacs

Particulars	Not Due	Outstanding for the 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	
<b>Trade Payables</b>							
MSME	-	-	-	-	-	-	-
Others	2,759.77	-	57.56	11.06	9.21	24.63	2,862.23
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>2,759.77</b>	<b>-</b>	<b>57.56</b>	<b>11.06</b>	<b>9.21</b>	<b>24.63</b>	<b>2,862.23</b>

**23. OTHER FINANCIAL LIABILITIES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Salary and wages payable	155.66	73.58
Bonus payable	40.23	32.47
Dividend payable	5.57	2.22
Other payables	63.89	50.96
<b>Total</b>	<b>265.36</b>	<b>159.23</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**24. OTHER CURRENT LIABILITIES**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Advances from customers	1,165.55	413.61
Statutory dues payable	130.92	82.71
Auditor fees payable	5.10	-
<b>Total</b>	<b>1,301.57</b>	<b>496.32</b>

**25. CURRENT PROVISIONS**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provisions for employee benefits :</b>		
- Provision for gratuity	27.20	42.47
- Provision for compensated absences	4.03	-
<b>Total</b>	<b>31.23</b>	<b>42.47</b>

The provision for employee benefits includes gratuity, compensated. Relevant factors related to provision are explained in note 40.

**26. CURRENT TAX LIABILITIES (NET)**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for income tax [Net of advance income tax / TDS/ TCS]	428.72	803.96
<b>Total</b>	<b>428.72</b>	<b>803.96</b>

**27. REVENUE FROM OPERATIONS**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Sale of products	2,04,009.93	1,54,991.88
Other operating revenue	12.96	-
<b>Total</b>	<b>2,04,022.89</b>	<b>1,54,991.88</b>

**Disclosures on revenue pursuant to Ind AS 115 - Revenue from contracts with customers**

**A. Disaggregation of revenue information**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Sale of products - Domestic	1,91,354.74	1,39,480.26
Sale of products - Export	12,655.19	15,511.62
Other operating revenue	12.96	-
<b>Total</b>	<b>2,04,022.89</b>	<b>1,54,991.88</b>

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Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Revenue from contracts with customers disaggregated based on geography</b>		
Home market	1,91,354.74	1,39,480.26
Export	12,655.19	15,511.62
<b>Total</b>	<b>2,04,009.93</b>	<b>1,54,991.88</b>

**B. Timing of revenue recognition**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024		For the Year ended March 31, 2023	
	At a point in time	Over a period of time	At a point in time	Over a period of time
Sale of products	2,04,009.93	-	1,54,991.88	-
Other operating revenue	12.96	-	-	-
<b>Total</b>	<b>2,04,022.89</b>	<b>-</b>	<b>1,54,991.88</b>	<b>-</b>

**C. Contract balances**

The following table provides information about receivables and contract liabilities from contract with customers:

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Contract liabilities		
Advances from customers	1,165.55	413.61
<b>Total</b>	<b>1,165.55</b>	<b>413.61</b>
Receivables		
Trade receivables	19,266.12	14,124.87
Less : Allowances for expected credit loss	-	-
<b>Total</b>	<b>19,266.12</b>	<b>14,124.87</b>

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer in advance.

**D. Significant changes in the contract liabilities balances during the year are as follows**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Opening balance	413.61	774.12
Amount received against contract liability/ performance obligation satisfied in current year	751.94	(360.51)
<b>Closing Balance</b>	<b>1,165.55</b>	<b>413.61</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**28. OTHER INCOME**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Interest income earned on</b>		
Fixed deposits with banks	23.57	9.91
Unsecured loans	274.41	78.09
Other	202.30	10.33
<b>Other non-operating income</b>		
Gain on sale of short-term investments	182.41	-
Net gain on foreign currency transaction and translation	171.92	375.99
Other income	12.28	15.49
Dividend	0.01	3.94
<b>Total</b>	<b>866.90</b>	<b>493.75</b>

**29. COST OF MATERIAL CONSUMED**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Opening stock	10,702.10	6,315.94
Add: Purchases	1,68,183.48	1,38,951.04
Less: Closing stock	9,396.03	10,702.11
<b>Cost of material consumed</b>	<b>1,69,489.56</b>	<b>1,34,564.87</b>

**30. PURCHASE STOCK-IN-TRADE**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Purchase stock-in-trade	9,912.82	-
<b>Total</b>	<b>9,912.82</b>	<b>-</b>

**31. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Opening stock of inventory		
Finished Goods	6,071.69	5,519.16
Closing stock of inventory		
Finished Goods	5,647.12	6,071.69
<b>Changes in inventories of finished goods, stock-in-trade and work-in-progress</b>	<b>424.57</b>	<b>(552.53)</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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**32. EMPLOYEE BENEFIT EXPENSES**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Salary and wages	1,755.65	1,654.46
Directors remuneration	112.37	150.20
Contribution to provident fund and other funds	56.72	42.64
Staff welfare expenses	65.62	23.71
Other benefits	126.58	110.71
<b>Total</b>	<b>2,116.94</b>	<b>1,981.72</b>

The provision for employee benefits includes gratuity, compensated. Relevant factors related to provision are explained in note 40.

**33. FINANCE COSTS**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Interest on		
Term loan	42.27	64.06
Vehicle loans	5.37	5.28
Working capital loans	347.92	413.79
Loss on foreign currency transaction and translation	-	0.01
Bank charges	94.86	148.43
Other borrowing costs	18.97	3.36
<b>Total</b>	<b>509.38</b>	<b>634.93</b>

**34. DEPRECIATION AND AMORTISATION EXPENSE**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Depreciation on property, plant and equipment	555.75	425.50
<b>Total</b>	<b>555.75</b>	<b>425.50</b>

**35. OTHER EXPENSES**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Manufacturing Expenses</b>		
Repairs and maintenance - machinery	434.33	210.60
Service charges	529.97	130.34
Other manufacturing expenses	4,211.64	4,245.24
	<b>5,175.94</b>	<b>4,586.18</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Selling and Distribution Expenses</b>		
Clearing, forwarding and freight	621.94	797.47
Discount allowed	101.46	107.03
Business promotion expense	16.23	15.60
Brokerage and commission	39.76	35.58
Selling and marketing expenses	-	20.96
Tour and travelling expense	157.64	113.08
	<b>937.03</b>	<b>1,089.72</b>
<b>Establishment Expenses</b>		
Auditors remuneration	10.00	4.20
Advertisement and publicity expenses	3.60	4.15
Recruitment expenses	1.20	-
Computer expenses	1.23	0.59
Office expenses	5.57	27.00
Insurance expense	16.69	14.23
Corporate social responsibilities (CSR) (Refer 45)	160.71	32.00
Festival expenses	21.64	2.86
Miscellaneous expenses	3.33	1.73
Donation	0.53	1.61
Postage expenses	2.16	3.70
Printing and stationary	10.01	5.15
Fee and taxes	186.17	117.23
Repairs and maintenance - building	40.87	-
Repairs and Maintenance - electrical	7.27	-
Repairs and maintenance - others	33.85	52.61
Telephone and internet charges	14.81	12.80
Vehicle running and maintenance	27.10	23.07
Professional and legal expense	152.36	44.56
Rent	27.76	23.95
Water expenses	10.20	11.96
Bad debts	-	1.11
Director sitting fee	9.93	0.90
	<b>746.98</b>	<b>385.41</b>
<b>Total</b>	<b>6,859.95</b>	<b>6,061.31</b>



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**Auditors' Remuneration**

Particulars	Rs. in Lacs	
	For the Year ended March 31, 2024	For the Year ended March 31, 2023
As auditors		
- Audit fee	4.00	3.70
- Limited review	6.00	0.50
<b>Total</b>	<b>10.00</b>	<b>4.20</b>

**36. TAX EXPENSES**

**(A) Current Tax And Deferred Tax**

**(i) Income tax expense recognised in statement of profit and loss**

Particulars	Rs. in Lacs	
	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>(i) Current Tax:</b>		
- in respect of current year	3,710.50	3,051.00
- in respect of earlier years	75.94	70.46
<b>Total (A)</b>	<b>3,786.44</b>	<b>3,121.46</b>
<b>(ii) Deferred Tax:</b>	(66.77)	127.38
<b>Total (B)</b>	<b>(66.77)</b>	<b>127.38</b>
<b>Total income tax expense (A+B)</b>	<b>3,719.67</b>	<b>3,248.84</b>

**(ii) Income tax recognised in other Comprehensive income**

Particulars	Rs. in Lacs	
	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Deferred tax credit/(charge) related to items recognised in other comprehensive income during the year on:		
- Remeasurement loss/(gains) of defined benefit obligations	(2.54)	(0.95)
- Remeasurement of revaluation of shares	166.36	(100.06)
<b>Total deferred tax credit / (charge) recognised in other comprehensive income</b>	<b>163.82</b>	<b>(101.01)</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Classification of income tax recognised in other comprehensive income:</b>		
- Income taxes related to items that will be reclassified to profit or loss	(2.54)	(0.95)
- Income taxes related to items that will not be reclassified to profit or loss	166.36	(100.06)
<b>Total tax credit / (charge) recognised in other comprehensive income</b>	<b>163.82</b>	<b>(101.01)</b>

(iii) Reconciliation of income tax expense and the accounting profit multiplied by Group's domestic tax rate:

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Profit before tax as per statement of profit and loss	15,020.81	12,261.61
Income tax expense calculated at 25.168%	3,780.44	3,086.00
<b>Tax effect of</b>		
Income tax impact on disallowances of items of permanent nature	161.60	113.72
Tax pertaining to prior years	(75.94)	(148.73)
Others	(146.42)	197.84
<b>Income tax expense recognised in the statement of profit and loss</b>	<b>3,719.67</b>	<b>3,248.84</b>

(B) Movement in Deferred Tax Balances

Rs. in Lacs

Particulars	Year ended March 31, 2023	Recognised in statement of profit and loss	Recognised in OCI	Year ended March 31, 2024
<b>Tax effect of items constituting deferred tax liabilities</b>				
Property, plant and equipment	293.76	(1.30)	-	292.46
<b>Total deferred tax liabilities (A)</b>	<b>293.76</b>	<b>(1.30)</b>	<b>-</b>	<b>292.46</b>
<b>Tax effect of items constituting deferred tax assets</b>				

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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Rs. in Lacs

Particulars	Year ended March 31, 2023	Recognised in statement of profit and loss	Recognised in OCI	Year ended March 31, 2024
Provision for employee benefits - Gratuity and leave encashment	(24.76)	78.05	2.54	50.75
Expenses allowed for tax purposes when paid	14.90	(12.58)	-	2.32
Unrealised gain/(loss) on investments carried at fair value through other comprehensive income	(112.83)	-	(166.38)	53.54
<b>Total deferred tax liabilities (B)</b>	<b>(122.69)</b>	<b>65.47</b>	<b>(163.83)</b>	<b>106.61</b>
<b>Net deferred tax liabilities (A-B)</b>	<b>416.45</b>	<b>(66.77)</b>	<b>163.83</b>	<b>185.85</b>

Rs. in Lacs

Particulars	Year ended March 31, 2022	Recognised in statement of profit and loss	Recognised in OCI	Year ended March 31, 2023
<b>Tax effect of items constituting deferred tax liabilities</b>				
Property, plant and equipment	162.42	131.34	-	293.76
<b>Total deferred tax liabilities (A)</b>	<b>162.42</b>	<b>131.34</b>	<b>-</b>	<b>293.76</b>
<b>Tax effect of items constituting deferred tax assets</b>				
Provision for employee benefits - Gratuity and leave encashment	(17.32)	(6.49)	0.95	(24.76)
Expenses allowed for tax purposes when paid	7.65	7.25	-	14.90
Others	(3.21)	3.21		
Unrealised gain/(loss) on investments carried at fair value through other comprehensive income	(12.77)	-	100.06	(112.83)
<b>Total deferred tax liabilities (B)</b>	<b>(25.64)</b>	<b>3.96</b>	<b>101.01</b>	<b>(122.69)</b>
<b>Net deferred tax liabilities (A-B)</b>	<b>188.06</b>	<b>127.38</b>	<b>(101.01)</b>	<b>416.45</b>

- (C) The Group had elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 during the year ended March 31, 2020. Accordingly, the Group had recognised provision for taxation and re-measured its deferred tax liabilities basis the rate prescribed in the said Section.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**37. EARNING PER SHARE**

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Profit after tax as per statement of profit and loss (Rs. in Lacs)	11,301.14	9,012.78
Weighted average number of equity shares outstanding during the year used for computing basic earnings per share	170482535	168684184
Weighted average number of equity shares outstanding during the year used for computing diluted earnings per share	173417934	194300884
Face value per share (Rs.)	2.00	2.00
Basic earnings per share	6.63	5.35
Diluted earnings per share	6.52	4.64

**38. FINANCIAL INSTRUMENTS**

**Capital Management**

For the purpose of Group's capital management, capital includes Issued Equity capital and all reserves attributable to equity holders of the Group.

The Group's capital management objectives are:

- To ensure the Group's ability to continue as a going concern.
- To provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.
- The Group manages capital risk in order to maximise shareholders' profit by maintaining sound/optimal capital structure through monitoring of financial ratios, such as net debt-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary. There is no change in the overall capital risk management strategy of the Group compared to last year.
- Debt-to-equity ratio as of March 31, 2024 and March 31, 2023 is as follows:

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Net debt (A) *	-	5,668.87
Total equity (B)	77,475.81	40,711.27
Net debt to equity ratio (A/B)	N. A.	0.14

\* The Group includes with in net debt, interest bearing loans and borrowings less cash and cash equivalents.

\* Other Bank Balances are Margins against contingent liabilities, hence not considered under cash and cash equivalents

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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**Fair Values and its categories:**

The category wise details as to the carrying value and fair value of the Group's financial assets and financial liabilities including their levels in the fair value hierarchy are as follows:

Rs. in Lacs

Categories of financial instruments	As at March 31, 2024	Fair Value		
		Level 1	Level 2	Level 3
<b>Financial assets</b>				
Non-current				
Investments in quoted equity shares	579.53	579.53	-	-
Current				
Trade receivables	19,266.12	-	-	-
Cash and bank balances	10,122.87	-	-	-
Bank balances other than cash and cash equivalents	477.77	-	-	-
Loans	4,160.39	-	-	-
<b>Total</b>	<b>34,606.68</b>	<b>579.53</b>	<b>-</b>	<b>-</b>
<b>Financial liabilities</b>				
Non-current				
Borrowings	-	-	-	-
Other financial liabilities	19.61	-	-	-
Current				
Borrowings	2,000.53	-	-	-
Trade payables	2,449.86	-	-	-
Other financial liabilities	265.36	-	-	-
<b>Total</b>	<b>4,735.36</b>	<b>-</b>	<b>-</b>	<b>-</b>

Rs. in Lacs

Categories of financial instruments	As at March 31, 2023	Fair Value		
		Level 1	Level 2	Level 3
<b>Financial assets</b>				
Non-current				
Investments in quoted equity shares	1,616.88	1,616.88	-	-
Current				
Trade receivables	14,124.87	-	-	-
Cash and bank balances	5,008.51	-	-	-
Bank balances other than cash and cash equivalents	305.59	-	-	-
Loans	2,959.68	-	-	-
<b>Total</b>	<b>24,015.53</b>	<b>1,616.88</b>	<b>-</b>	<b>-</b>
<b>Financial liabilities</b>				
Non-current				
Borrowings	912.57	-	-	-
Other financial liabilities	7.42	-	-	-
Current				

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

Rs. in Lacs

Categories of financial instruments	As at March 31, 2023	Fair Value		
		Level 1	Level 2	Level 3
Borrowings	9,764.81	-	-	-
Trade payables	2,862.23	-	-	-
Other financial liabilities	159.23	-	-	-
<b>Total</b>	<b>13,706.25</b>	-	-	-

**Notes:**

1. The carrying value of cash and cash equivalents, trade receivables, trade payables, short-term borrowings, other current financial assets and financial liabilities approximate their fair value mainly due to the short-term maturities of these instruments.
2. The fair values of investment in quoted investment in equity shares is based on the quoted price in the active market of respective investment as at the Balance Sheet date.
3. The fair value of the Financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**Level of hierarchy**

The following explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial investments into the three levels prescribed under the accounting standard.

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price and are valued using the closing NAV.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) and the fair value is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no transfers between Level 1, Level 2 and Level 3 during the year

\* The fair value of the investment appearing under Level 3 approximates the carrying value and hence, the valuation technique and inputs with sensitivity analysis has not been given.

**39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's activities expose it to a variety of financial risks namely market risk, credit risk and liquidity risk. The Group's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same.

Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Group's risk assessment and management policies and processes.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

The Group's financial risk management policy is set by the management. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Group manages market risk which evaluates and exercises independent control over the entire process of market risk management. The management recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee.

### (a) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers. Credit risk arises from cash held with banks as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

Trade receivables and other financial assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits, continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business and through regular monitoring of conduct of accounts.

An impairment analysis is performed at each reporting date on an individual basis for major customers. The history of trade receivables shows a negligible provision for bad and doubtful debts. The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers. Further, the Group's exposure to customers is diversified and no single customer has significant contribution to trade receivable balances.

In respect of financial guarantees provided by the Group to banks and financial institutions, the maximum exposure which the Group is exposed to is the maximum amount which the Group would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period. The Group considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

With regards to all other financial assets with contractual cash flows management believes these to be high quality assets with negligible credit risk. Thus, no provision for expected cash loss has been provided on these financial assets.

### (b) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings, lease liabilities and derivative financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. There have been no significant changes to the Group's exposure to market risk or the methods in which they are managed or measured.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates. The borrowings as at March 31, 2024 is Rs. 1,679.23 Lacs (previous year Rs. 5,463.38 Lacs) which are interest bearing and interest rates are variable.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

### Interest rate sensitivity

For the year ended March 31, 2024, every 1 percentage increase/ decrease in weighted average bank interest rate might have affected the Group's incremental margins (profit as a percentage to revenue) approximately by 0.35% (previous year 0.54%).

### Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Group's exposure to currency risk relates primarily to the Group's operating activities and borrowings when transactions are denominated in a different currency from the Group's functional currency.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period.

Amounts in Lacs

Currency	Liabilities as at		Assets as at	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
USD	6.35	-	25.80	10.43
GBP	-	-	9.09	2.29
Euro	-	-	0.05	5.16

### Foreign Currency sensitivity analysis

A change of 1% in foreign currency would have following Impact on profit before tax

Rs. in Lacs

Currency	March 31, 2024		March 31, 2023	
	1% Increase	1% Increase	1% Increase	1% Increase
USD	16.21	(16.21)	8.55	(8.55)
GBP	9.57	(9.57)	2.25	(2.25)
Euro	0.05	(0.05)	4.45	(4.45)

### (c) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Group has mature liquidity risk management processes covering short-term, mid-term and long-term funding. Liquidity risk is controlled through maintaining sufficient reserves, adequate amount of committed credit facilities and loan funds.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments based on contractual undiscounted payments.

Rs. in Lacs

Particulars	Carrying Amount	Less than one year	More than one year	Total
<b>As at March 31, 2024</b>				
Borrowings	2,000.53	2,000.53	-	2,000.53
Other financial liabilities	284.97	284.97	-	284.97
Trade payables	2,449.86	2,449.86	-	2,449.86
<b>Total</b>	<b>4,735.36</b>	<b>4,735.36</b>	<b>-</b>	<b>4,735.36</b>



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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Rs. in Lacs

Particulars	Carrying Amount	Less than one year	More than one year	Total
<b>As at March 31, 2023</b>				
Borrowings	10,677.38	9,764.81	912.57	10,677.38
Other financial liabilities	166.65	166.65	-	166.65
Trade payables	2,862.23	2,862.23	-	2,862.23
<b>Total</b>	<b>13,706.25</b>	<b>12,793.69</b>	<b>912.57</b>	<b>13,706.25</b>

**(d) Capital Risk Management Policies and Objectives**

The Group's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and / or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital and to maximise shareholders value. In order to maintain or adjust the capital structure, The Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce debt, etc.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements and the requirements of the financial covenants.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as interest bearing loans and borrowings less cash and cash equivalents.

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

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Debt	2,000.53	10,677.38
Less: Cash and cash Equivalents*	10,122.87	5,008.51
<b>Net debt</b>	<b>-</b>	<b>5,668.87</b>
Total equity	77,475.81	40,711.27
Total capital including debt	77,475.81	46,380.13
<b>Net debt to equity ratio (Times)</b>	<b>N. A.</b>	<b>0.12</b>

\* Other bank balances are held as margins money bank guarantee, considered as contingent liabilities, hence not considered under cash and cash equivalents.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest bearing loans and borrowing for reported periods.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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**40. EMPLOYEE BENEFIT PLANS**

**1. Expense recognised for Defined Contribution plan**

**Defined Contribution Plans**

The Group makes contribution towards employees' state insurance, employees' provident fund, and Labour welfare fund. Under the schemes, the Group is required to contribute a specified percentage of payroll cost, as specified in the rules of the schemes, to these defined contribution schemes. The Group recognised Rs. 56.72 Lacs (March 31, 2023 Rs. 42.64 Lacs) during the year as expense towards contribution to these plans.

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Employer's contribution to Employee State Insurance (ESI)	19.66	12.19
Employer's contribution to Provident Fund (EPF)	36.25	29.89
Employer's contribution to Labour welfare fund	0.81	0.56
<b>Total</b>	<b>56.72</b>	<b>42.64</b>

**2. Defined Benefit Plans**

**Gratuity**

The Group has a defined benefit gratuity plan as per the provisions of the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

In accordance with Ind AS 19 "Employee Benefits", an actuarial valuation has been carried out in respect of gratuity and compensated absences.

**Leave Encashment**

The Group has a defined benefit leave encashment plan for its employees. Under this plan, they are entitled to encashment of earned leaves subject to certain limits and other conditions specified for the same. The liabilities towards leave encashment have been provided on the basis of actuarial valuation.

**Movement in the present value of the defined benefit obligation are as follows**

Rs. in Lacs

Particulars	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Present value of obligation as at the beginning of the period	-	-	154.15	114.49
Past service cost	14.99	-	-	-
Current service cost	12.51	-	44.74	41.38
Interest cost	-	-	11.35	8.23
Benefits paid	-	-	(5.81)	(4.09)
Actuarial loss/ (gain) on obligation	-	-	(10.10)	(5.86)
Present value of obligation as at the end of the period	27.50	-	194.33	154.15

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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**Movement in Plan Assets - Gratuity**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Fair value of plan assets at beginning of year	-	-
Acquisitions / Transfer in/ Transfer out	-	-
Expected return on plan assets	-	-
Employer contributions	5.81	4.09
Benefits paid	(5.81)	(4.09)
Actuarial gain/ (loss)	-	-
Fair value of plan assets at end of year	-	-
Present value of obligation	-	-
Net funded status of plan	-	-
Actual return on plan assets	-	-

**Recognised in statement of profit and loss**

Rs. in Lacs

Particulars	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Employee Benefit Expenses:</b>				
Current service cost	12.51	-	44.74	41.38
Past service cost	14.99	-	-	-
Interest cost	-	-	11.35	8.23
<b>Total</b>	<b>27.50</b>	<b>-</b>	<b>56.09</b>	<b>49.61</b>

**Recognised in other comprehensive income - Gratuity**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Remeasurement - Actuarial loss/(gain) on Projected benefit Obligation	(10.10)	(5.86)
Net (Income) / Expense recognised in OCI	-	(3.78)
<b>Net (Income) / Expense recognised in OCI</b>	<b>(10.10)</b>	<b>(9.64)</b>

The principal actuarial assumptions used for estimating the Group's defined benefit obligations are set out below:

Rs. in Lacs

Weighted average actuarial assumptions	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Financial/Economic Assumptions</b>				
Discount rate (per annum)	7.21%	-	7.21%	7.36%
Salary escalation rate (per annum)	5.50%	-	5.50%	5.50%

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Rs. in Lacs

Weighted average actuarial assumptions	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Demographic Assumptions</b>				
Retirement age	60 years	-	60 years	60 years
Mortality table	100% of IALM (2012-14)	-	100% of IALM (2012-14)	100% of IALM (2012-14)
<b>Withdrawal Rates Ages (years)</b>				
Up to 30 Years	5.00%	-	5.00%	5.00%
From 31 to 44 years	3.00%	-	3.00%	3.00%
Above 44 years	2.00%	-	2.00%	2.00%

**Notes:**

- (i) The actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2024. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.
- (ii) Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.
- (iii) The salary escalation rate is arrived after taking into consideration the inflation, seniority, promotion and other relevant factors on long term basis.

**Sensitivity Analysis**

The sensitivity of the overall plan obligations to changes in the key assumptions are:

Rs. in Lacs

Particulars	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>a) Impact of the change in discount rate</b>				
Present Value of Obligation at the end of the period	27.50	-	194.33	98.37
(a) Impact due to increase of 0.50%	(1.56)	-	(9.15)	(4.87)
(b) Impact due to decrease of 0.50 %	1.73	-	10.03	5.32
			-	-
<b>b) Impact of the change in salary increase</b>				
Present Value of Obligation at the end of the period	27.50	-	194.33	98.37
(a) Impact due to increase of 0.50%	1.75	-	9.70	5.39
(b) Impact due to decrease of 0.50 %	(1.59)	-	(8.95)	(4.97)

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**Maturity profile of defined benefit obligation**

Rs. in Lacs

Particulars	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Weighted average duration of the defined benefit obligation				
Expected benefit payments within next				
0 to 1 Year	4.03	-	27.20	8.05
1 to 2 Year	1.02	-	7.33	1.54
2 to 3 Year	1.09	-	8.25	4.01
3 to 4 Year	1.76	-	11.50	6.73
4 to 5 Year	0.94	-	8.35	7.72
5 to 6 Year	0.97	-	19.90	6.78
6 Year onwards	17.69	-	111.79	63.54

**Employee benefit provision**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
Gratuity	194.33	154.15
Compensated Absences	27.50	-
<b>Total</b>	<b>221.83</b>	<b>154.15</b>

**Current and non current provision for Gratuity and Compensated Absences**

Rs. in Lacs

Particulars	Compensated Absences		Gratuity	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Current provision	4.03	-	27.20	11.96
Non current provision	23.47	-	167.13	142.19
<b>Total provision</b>	<b>27.50</b>	<b>-</b>	<b>194.33</b>	<b>154.15</b>

**41. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>I) Contingent liabilities</b>		
<b>A. Claims against the Group not acknowledged as debts</b>		
a) Disputed excise duty, custom duty, GST and service tax cenvat credit	40.24	69.23
b) Income tax demands against which group has preferred appeals	369.28	309.83
c) Civil cases	61.00	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>B. Guarantees</b>		
a) Letters of credits	3,444.63	-
b) Unexpired bank guarantees	3,895.34	2,101.53
<b>II) Capital and other commitments</b>		
Estimated amounts of contracts remaining to be executed on capital account, net of advances	550.39	-

The income tax, sales tax and Goods and Services Tax (GST) liabilities have been provided based on the return filled with the authorities. The additional liabilities, if any arising at the timing of finalisation of assessment year will be provided in the year of completion of assessment proceedings.

It is not possible to predict the outcome of the pending litigations with accuracy, the Group believes, based on legal opinions received, that it has meritorious defences to the claims. The management believe the pending actions will not require outflow of resources embodying economic benefits and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the Group.

#### 42. SEGMENT INFORMATION

The Group's business operations predominantly relate to manufacture of single product i.e., ERW pipes for selling worldwide. In view of this there may be product as primary segment and geography as secondary Segment. All the machines, building, other infrastructure, materials and consumables are used commonly/ interchangeably and it is not possible and practical to allocate revenue, profit/ loss, assets or liabilities to any particular size, customer market etc. nor the specified parameters are applicable to any particular size, customer, market etc. distinguishing it as a reportable item under specified headings. However, revenue from export (outside India) and home (within India) is given under geographical segment as under.

##### Geographical information:

The geographical segments considered for disclosure are based on markets, broadly as under

1. India
2. Rest of the World

##### Revenue from external customers

Rs. in Lacs

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
India	1,91,354.74	1,39,480.26
Rest of the world	12,655.19	15,511.62
<b>Total</b>	<b>2,04,009.93</b>	<b>1,54,991.88</b>

##### Information about major customer :

- There are no major customers contributing to more than 10% of the total revenue.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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**43. RELATED PARTY DISCLOSURE:**

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

**A. Name of related party and nature of related party relationship**

- (i) Key Management Personnel (KMP) and their relatives

Name	Designation
Madan Mohan	Managing Director
Rakesh Garg	Executive Director
Pranav Singla	Whole Time Director
Dhruv Singla	Whole Time Director cum Chief Financial Officer (Resigned as CFO on January 12, 2024)
Gurinder Makkar	Company Secretary and Compliance Officer (Appointed w.e.f. February 02, 2023 and Resigned w.e.f. October 23, 2023)
Amrender Kumar Yadav	Company Secretary (Appointed w.e.f. November 20, 2023)
Mithan Lal Singla	Non-Executive Director
Atul Garg	Chief Financial Officer (Appointed w.e.f. January 12, 2024)
Sanjeev Gupta	Whole Time Director (Appointed w.e.f. November 20, 2023)
Mohinder Singh	Company Secretary and Compliance Officer (Resigned on February 02, 2023)
Sanjeev Vaid	Chief Financial Officer (Appointed w.e.f. April 21, 2022 and Resigned w.e.f. April 17, 2023)

- (ii) Enterprises significantly influenced by key managerial personnel

- Jagan Industries Private Limited
- JTL Green Energy Limited
- Mirage Infra Limited

**B. The following table summarizes related-party transactions included in the financial statements for the year ended and as at March 31, 2024:**

Rs. in Lacs

Particulars	KMP and their Relatives		Enterprises significantly influenced by key managerial personnel		Wholly owned Subsidiary (WOS)	
	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
<b>Sale of goods</b>						
Jagan Industries Private Limited	-	-	7,878.89	2,752.77	-	-
<b>Purchases</b>						
Jagan Industries Private Limited	-	-	5,195.73	129.25	-	-
Interest income on unsecured loan given	-	-	99.87	-	-	-
Unsecured loan received/ (paid) from/ to directors	(4,892.70)	5,214.00	-	-	-	-
Salary and compensation paid*	127.68	184.80	-	-	-	-
Rent to director's relative	2.53	-	-	-	-	-

\* The amounts does not include provision for gratuity and compensated absences, as the same is determined for the Group as a whole based on an actuarial valuation.

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**C. The following table summarizes related-party balances included in the financial statements for the year ended and as at March 31, 2024:**

Rs. in Lacs

Particulars	KMP and their Relatives		Enterprises significantly influenced by key managerial personnel		Wholly owned Subsidiary (WOS)	
	As at 31-Mar-2024	As at 31-Mar-2023	As at 31-Mar-2024	As at 31-Mar-2023	As at 31-Mar-2024	As at 31-Mar-2023
<b>Trade receivables</b>						
Jagan Industries Private Limited	-	-	-	4,086.67	-	-
<b>Salary Payable</b>	3.21	-	-	-	-	-
<b>Unsecured loan from directors</b>	321.30	5,214.00	-	-	-	-
<b>Advances to Suppliers</b>						
Jagan Industries Private Limited	-	-	2,157.76	-	-	-
<b>Loan and advances</b>						
Mirage Infra Limited	-	-	1,054.73	-	-	-
JTL Green Energy Limited	-	-	-	7.00	-	-

**44. DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
(a) The principal amount and the interest due thereon remaining unpaid at the end of the year		
Principal amount	1.07	-
Interest due thereon	-	-
(b) Payments made to suppliers beyond the appointed day during the year		
Principal Amount	-	-
Interest Due thereon	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the year; and	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

\* The information has been given in respect of such vendor to the extent they could be identified as Micro and Small Enterprises as per MSMED Act, 2006 on the basis of information available with the Group.



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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**45. EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITIES (CSR)**

Rs. in Lacs

Particulars	As at March 31, 2024	As at March 31, 2023
a) Gross amount required to be spent by the Holding Company during the year	160.60	89.66
b) Amount spent during the year on the following:		
(i) Construction/ acquisition of asset	-	-
(ii) On purpose other than (i) above	160.71	32.00
c) Shortfall/ (excess) at the end of the year	(0.11)	57.66
d) Total of previous years shortfall/ (excess)	-	(59.17)
e) Net shortfall/ (excess) at the end of the year	-	-
f) Details of related party transactions, e.g., contribution to a section 8 company controlled by the Holding Company in relation to CSR expenditure as per relevant Accounting Standard	-	-
g) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year.	-	-

Nature of CSR activities:

The CSR activity focus areas are education, Skill Development and Technical Education and other key allied social initiatives.

Note: The set off available in the succeeding years is not recognised as an asset as a matter of prudence.

**46. DIVIDEND DISTRIBUTION MADE/PROPOSED**

The Board of Directors of the Holding Company at their meeting held on May 10, 2024, considered and recommended a final dividend @ 12.50% i.e., Rs. 0.25 per share, which shall be payable subject to declaration of the same in the annual general meeting, to the shareholder as on record date for the purpose (final dividend paid for previous financial year ended March 31, 2023 was Rs. 168.91 Lacs @ Rs. 0.20 per share of nominal value of Rs. 2 per share).

**47. DISCLOSURE AS PER IND AS 36 'IMPAIRMENT OF ASSETS'**

The Group has reviewed the carrying amount of its tangible and intangible assets (being a cash generating unit) with its future present value of cash flows and there has been no indication of impairment of the carrying amount of the Group's such Assets taking consideration into external and internal sources of information.

**48. DISCLOSURE AS PER IND AS 10 EVENT OCCURRING AFTER REPORTING DATE**

No adjusting or significant non-adjusting events have occurred between March 31, 2024 and the date of authorisation of the Group's financial statements.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
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**49. FINANCIAL RATIOS**

Sr. No.	Ratio	Numerator	Denominator	As at March 31, 2024	As at March 31, 2023	% Change
1.	Current ratio (in times) (Note a)	Current assets	Current liabilities	10.18	3.35	203.81%
2.	Debt-equity ratio (in times)(Note b)	Total debt (including current maturities of long-term debts)	Total equity	0.03	0.26	-90.15%
3.	Debt service coverage ratio (in times)(Note c)	EBITDA	Interest + Principle paid	9.85	16.29	-39.55%
4.	Return on equity ratio (in %)(Note d)	Net profit after tax	Total equity	14.59%	22.14%	-34.11%
5.	Inventory turnover ratio (in days)(Note e)	Inventory X 365	Revenue from operations	27	40	-31.87%
6.	Trade receivable turnover ratio (in days)	Debtors X 365	Revenue from operations	34	33	3.62%
7.	Trade payable turnover ratio (in days)(Note f)	Trade payable X 365	Revenue from operations	4	7	-34.98%
8.	Net capital turnover ratio (in times)(Note g)	Net working capital	Revenue from operations	29.13%	21.42%	36.01%
9.	Net profit ratio (in %)	Net profit after tax	Revenue from operation	5.54%	5.82%	-4.74%
10.	Return on capital employed (in %)(Note h)	Earning before interest and taxes (EBIT)	Total assets - current liabilities	19.94%	30.55%	-34.72%

**Reasons for variances:**

- Due to increase in current assets and decrease in current liabilities.
- Due to increase in total equity and lowering dependence of debt.
- Due to increase in EBITDA and reduction of interest expense and debt.
- Due to increase in shareholders fund.
- Due to increase in turnover and decrease in inventory.
- Due to increase in turnover and decrease in trade payables.
- Due to increase in turnover and increase in working capital.
- Due to total assets increased but EBIT not increasing in same order.

**50. ADDITIONAL DISCLOSURES RELATING TO THE REQUIREMENT OF SCHEDULE III**

- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- The Group has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- The Group has not carried out revaluation of items of property, plant and equipment during the year and accordingly the disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

- d. The Group does not have any transactions with companies which are struck off under Section 288 of the Companies Act 2013 or Section 560 of Companies Act, 1956 during the year ended March 31, 2024 and the year ended March 31, 2023.
- e. During the financial year, there is no delay by the Group in the registration of charges or satisfaction with Registrar of Companies beyond statutory period except in the following cases which are disclosed as under:

<b>Brief description of the charges or satisfaction</b>	<b>Location of the Registrar</b>	<b>Reason for delay in registration</b>
Satisfaction of charge for Working Capital Loan of Rs. 2,100.00 Lacs from HDFC Bank Limited	Chandigarh	Transferred in the name of the Holding Company post-merger of Chetan Industries Limited. The Holding Company is in the process to vacate it.
Satisfaction of charge for Vehicle Loan of Rs. 80.00 Lacs from HDFC Bank Limited	Chandigarh	Charge is pending for satisfaction due to non-receipt of No Objection Certificate (NOC). The Holding Company is in the continuous follow up and will file the charge satisfaction e-form with MCA, as and when it receives NOC from the respective charge holders.
Satisfaction of charge for Vehicle Loan of Rs. 25.00 Lacs from Toyota Financial Services India Limited	Chandigarh	Charge is pending for satisfaction due to non-receipt of No Objection Certificate (NOC). The Holding Company is in the continuous follow up and will file the charge satisfaction e-form with MCA, as and when it receives NOC from the respective charge holders.

- f. Quarterly returns or statements of current assets filed by the Holding Company with banks and financial institutions are in agreement with the books of accounts.
- g. During the financial year 2022-23, In accordance with the sanctioned scheme of amalgamation, Chetan Industries Limited was merged with the Company.
- h. The Holding Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- i. The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities(intermediaries), with the understanding that the intermediary shall;
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company (Ultimate Beneficiaries), or
  - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- j. The Group has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Holding Company shall;
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate beneficiaries), or
  - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- k. The Group does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- l. The Group has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

- 51.** The Group has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature is not enabled at the database level and certain master fields (Asset Master, Customer Master and Vendor Master) for users with certain privileged access rights as it related to the accounting software. Further no instance of audit trail feature being tampered with was noted in respect of the software.
- 52.** The Group has carried out exercise of balances confirmation of trade receivable, trade payable, advances given, and other financial and non-financial assets and liabilities and have received confirmations in most of the cases. In few cases, such balances are subject to confirmation/ reconciliation and their balances are stated as per books of accounts. Adjustments, if any will be accounted for on confirmation/ reconciliation of the same, which in the opinion of the management will not have a material impact.
- 53.** Disclosure as per Ind AS 1 'Presentation of financial statements' and Disclosure as per Ind AS 8 - 'Accounting Policies, Changes in Accounting Estimates and Errors'.
- Certain changes have also been made in the policies for improved disclosures. There is no impact on the financial statements due to these changes.
- 54.** Disclosure as per Ind AS 112 'Disclosure of Interest in Other Entities'

### Interests in subsidiary company

List of subsidiary company as at March 31, 2024 in which the Company has interest, is as below. The entity has share capital consisting of equity shares, which are held directly by the Company. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of subsidiary	Type of Interest	Country of Incorporation	Principal Activity	As at March 31, 2024	As at March 31, 2023
JTL Tubes Limited	Wholly Owned Subsidiary	India	Manufacture of Steel Pipes	100%	100%

- 55.** Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act 2013:

Rs. in Lacs

Name of the entity	Net Assets, i.e., total assets minus total liabilities as at		Share in profit or loss for the year ended		Share in other comprehensive income for the year ended		Share in total comprehensive income for the year ended	
	As % of consolidated net assets	Amount ( in Lakhs)	As % of consolidated profit or loss	Amount ( in Lakhs)	As % of consolidated other comprehensive income	Amount ( in Lakhs)	As % of total comprehensive income	Amount ( in Lakhs)
<b>Parent</b>								
JTL Industries Limited								
31st March, 2024	99.94%	77,430.73	99.60%	11,256.45	100.00%	(608.65)	99.58%	10,647.80
31st March, 2023	100.00%	40,710.90	100.00%	9,012.41	100.00%	300.30	100.00%	9,312.71
<b>Subsidiaries</b>								
JTL Tubes Limited								
31st March, 2024	0.06%	45.07	0.40%	44.69	0.00%	-	0.42%	44.69
31st March, 2023	0.00%	0.38	0.00%	0.38	0.00%	-	0.00%	0.38

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

**56.** The figures for the previous year have been reclassified / regrouped wherever necessary including for amendments relating to Schedule III of the Companies Act, 2013 for better understanding and comparability.

The figures of the financial statements are represented as in Indian Rupees Lacs upto two decimal places leaving the scope of rounding up variations.

The accompanying notes from an integral part of the consolidated financial statements.

**for N. Kumar Chhabra and Co.**

Chartered Accountants  
ICAI Firm Registration Number 00837N

**CA. Ashish Chhabra**

FCA., Partner  
Membership Number 507083  
UDIN: 24507083BKBLVY6295

Place : Chandigarh  
Date : May 10, 2024

**for and on behalf of the Board of Directors  
of J T L Industries Limited**

(Formerly Known as JTL Infra Limited)

**Pranav Singla**

Whole Time Director  
DIN: 07898093

**Amrender Kumar Yadav**

Company Secretary  
Membership Number: A41946

**Madan Mohan**

Managing Director  
DIN: 00156668

**Atul Garg**

Chief Financial Officer  
PAN: ALZPG9915G

# NOTICE

**Notice is hereby given that the 33rd Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, the September 14, 2024 at 11:30 A.M. through Video-Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following business:-**

## ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
- 2) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Auditors thereon.
- 3) To declare a Final dividend of Rs. 0.25/- (i.e. @12.5%) per equity share of face value of Rs. 2/- each for the FY 2023-24, on Equity Shares for the financial year ended March 31, 2024.
- 4) To appoint a Director in place of Mr. Pranav Singla (DIN: 07898093), who retires by rotation at this Meeting and being eligible offers himself for his re-appointment.
- 5) To appoint a Director in place of Mr. Mithan Lal Singla (DIN: 00156885), who retires by rotation at this Meeting and being eligible offers himself for his re-appointment.

## SPECIAL BUSINESS

### 6) RATIFICATION AND APPROVAL OF REMUNERATION PAYABLE TO COST AUDITORS:

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

**"RESOLVED THAT** pursuant to provisions of the Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, further read with Companies (Cost Records and Audit) Amendment Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration payable to M/s Balwinder & Associates, Cost Accountants (Firm Registration Number: 000201) appointed by Board

of Directors of the Company to conduct the audit of cost records of the Company for the FY 2024-25, amounting to Rs. 1,25,000/- (Rupees One Lac Twenty Five Thousand Only) p.a. plus taxes as applicable and reimbursement of out of pocket expenses as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

### 7) TO RE-APPOINT MR. MADAN MOHAN (DIN:00156668) AS A MANAGING DIRECTOR OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 152, 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded, to approve the terms of re-appointment and remuneration of Mr. Madan Mohan (DIN: 00156668) as the Managing Director of the Company, for a period of five years with effect from May 30, 2025 to May 29, 2030 (both days inclusive) on payment of monthly remuneration of between the range of Rs. 2,00,000 to 5,00,000 per month along with such benefits and on such terms and conditions as set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Madan Mohan.

**RESOLVED FURTHER THAT** in the event of no profit or the profit of the Company is inadequate, during the currency of tenure of managerial personnel, the

## NOTICE (CONTD.)

Company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**8) TO RE-APPOINT MR. RAKESH GARG (DIN:00184081) AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections, 152, 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded, to approve the terms of re-appointment and remuneration of Mr. Rakesh Garg (DIN: 00184081) as the Whole Time Director of the Company, for a period of five years with effect from May 30, 2025 to May 29, 2030 (both days inclusive) on payment of monthly remuneration of between the range of Rs. 2,00,000 to 5,00,000 per month along with such benefits and on such terms and conditions as set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions

of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Rakesh Garg.

**RESOLVED FURTHER THAT** in the event of no profit or the profit of the Company is inadequate, during the currency of tenure of managerial personnel, the Company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**9) TO RE-APPOINT MR. SUKHDEV RAJ SHARMA (DIN: 02135083) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Mr. Sukhdev Raj Sharma (DIN : 02135083), who was appointed as an Independent Director of the Company by the members for a term up to June 29, 2025, who being eligible for re-appointment for a second term and in respect of whom the Company has received a declaration that he meets the criteria of independence as provided in section 149(6) of the Companies act, 2013 and Regulation 16(1)(b) of the Listing regulations, be and is hereby re-appointed as

## NOTICE (CONTD.)

an Independent Director of the Company for a second term of 5 (five) years to hold office with effect from June 30, 2025 up to June 29, 2030, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors or to any executives / officers of the Company, to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution."

**Regd. Office :**

S.C.O. 18-19, Sector 28-C, Chandigarh-160002 INDIA

Ph. : 0172-4668000

Website: www.jtl.one,

Email: secretarial@jtl.one

CIN: L27106CH1991PLC011536

Place: Chandigarh

Date: August 14, 2024

**By the Order of Board of Directors**

**For JTL Industries Limited**

(erstwhile JTL Infra Limited)

Sd/-

**Madan Mohan**

Managing Director

DIN: 00156668



## NOTICE (CONTD.)

### NOTES

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2023 dated September 25, 2023 and earlier circulars issued in this regard i.e., General Circular No. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations") permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the above mentioned Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 33rd AGM of the Company shall be conducted through VC/ OAVM. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), setting out the material facts for each item of special business mentioned in the Notice is annexed hereto. The relevant details, pursuant to Regulation 26 (4) and 36 (3) of the SEBI LODR and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith.
5. The Record date for the purpose of Dividend is August 30, 2024. The cut off date for reckoning the voting rights of the shareholders for purpose of AGM is September 7, 2024.
6. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE ANNUAL GENERAL MEETING AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THE NOTICE.**
7. **Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.**
8. The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/S Beetal Financial & Computer Services (P) Limited. Address: Beetal House, 99, Madangir, Behind Local Shopping Centre, New Delhi, Tel: (91) -11-29961281-83, Fax: (91) -11-29961284, Email: beetal@rediffmail.com
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at saahilmalhotra42@gmail.com and to the Company at secretarial@jtl.one.

## NOTICE (CONTD.)

10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OAVM only.
11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 has been uploaded on the website of the Company at [www.jtl.one](http://www.jtl.one). The Notice of the Annual General Meeting along with the Annual Report for the FY 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circulars issued by SEBI. The Notice is also available on the websites of the Stock Exchanges i.e. BSE Limited, NSE Limited and Metropolitan Stock Exchange of India Limited. The AGM Notice is also available on the website of the Company. For members who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices from the Company electronically.
12. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at [secretarial@jtl.one](mailto:secretarial@jtl.one) at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
13. SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website: [www.jtl.one](http://www.jtl.one). Any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 and March 16, 2023, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - a. For shares held in electronic form: to their Depository Participants (DPs)
  - b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021.
15. All the documents referred to in the Notice and Explanatory Statement along with other relevant and required documents will be made available for inspection by the Members on the website of the Company during the meeting.
16. In the recent years, the Company has declared Dividends for the year 2020-21 and 2022-23. Dividends that remain unclaimed/ unpaid for a period of seven (7) years from the date on which they were declared, are required to be transferred to the Investor Education and Protection Fund. Further, the shares in respect of which dividends remain unpaid/unclaimed for seven consecutive years, are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline. Shareholders / Investors who have not encashed their Dividend Warrants or dividends remain unpaid to them, if any, for these years, are requested

## NOTICE (CONTD.)

to lodge their claims by quoting their respective Folio No./ DP/Client ID with Company. As per the IEPF Rules, the Company has uploaded the information in respect of unclaimed dividends on its website at [www.jtl.one](http://www.jtl.one). The same is also available on the website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in).

17. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode). The Company is required to deduct TDS from dividend paid to the shareholders at the applicable tax rates, if approved at the Annual General Meeting (AGM) of the Company. The rate of TDS would depend upon the category and residential status of the members.
  18. The Board of Directors have recommended a Final Dividend of Rs. 0.25/- (i.e. @12.5%) per equity share of face value of Rs. 2/- each for the Financial Year ended March 31, 2024 subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after September 14, 2024, but before the statutory time limit of 30 days from the date of declaration, to all the shareholders holding as on record date i.e August 30, 2024. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details.
  19. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
- SEBI, vide its circular dated 3 November 2021 (subsequently amended by circulars dated 14 December 2021, 16 March 2023 and 17 November 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN, Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. For updation of above detail please complete form ISR-1, ISR-2, SH-13 or ISR-3 which can be download from RTA website.
20. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of the shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13 to the RTA. Further, Members desirous of cancelling/varying their earlier nomination (pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014), are requested to send their requests in Form No. SH-14 to the RTA. These forms will be made available on request.
  21. The Company has designated an exclusive email id i.e. [secretarial@jtl.one](mailto:secretarial@jtl.one) to redress Members' complaints/grievances.
  22. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/ 2018/73 dated April 20, 2018 has mandated compulsory submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to Company/RTA.
  23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules,

## NOTICE (CONTD.)

2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has availed the services of CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.

24. The remote e-Voting period commences on Wednesday, the September 11, 2024 (09:00 a.m. IST) and ends on Friday, the September 13, 2024 (05:00 p.m. IST). During this period, Members of the Company, holding shares both in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Saturday, September 7, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company.
25. 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 only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person, who is not an equity shareholder as on the Cut off Date, should treat the Notice for information purpose only.
26. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the registered office of the Company between 11.00 AM (IST) and 5.00 PM (IST) on all working days up to the date of the meeting. The same are also available on the website of the Company.
27. This Notice, along with copy of the relevant enclosures is also displayed/posted on the website of the Company: [www.jtl.one](http://www.jtl.one), website of E-voting service provider i.e. CDSL at [www.evotingindia.com](http://www.evotingindia.com) and also on the website of Stock Exchanges i.e., BSE at [www.bseindia.com](http://www.bseindia.com), NSE at [www.nseindia.com](http://www.nseindia.com) and MSEI at [www.msei.in](http://www.msei.in).
28. Mr. Sahil Malhotra of SV Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting process at the AGM in a fair and transparent manner.
29. The Scrutinizer shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing, who shall countersign the same. The Chairman or the authorised Director shall declare the result of the voting forthwith.
30. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and uploaded on the Company's website [www.jtl.one](http://www.jtl.one) after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously forwarded to the BSE, NSE and MSEI.
31. In case of joint holders, the Members whose name appear first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
32. The Members can join the Meeting through Virtual Mode 15 minutes before and during the meeting after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the proceedings and participate at the Meeting by logging into the e Voting website at [www.evotingindia.com](http://www.evotingindia.com).
33. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their advance request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [secretarial@jtl.one](mailto:secretarial@jtl.one) up to Saturday, September 7, 2024 (05:00 p.m. IST) with regard to the financial statements or any other matter to be placed at the Meeting. The

## NOTICE (CONTD.)

Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Members who do not wish to speak during the AGM but have queries may send their queries relating to financial statements or any other matter to be placed at the Meeting up to Saturday, September 7, 2024 (05:00 p.m. IST ) mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@jtl.one](mailto:secretarial@jtl.one). These queries will be replied to by the Company suitably by email. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

The remote e-voting period begins on Wednesday, September 11, 2024 (09:00 a.m. IST) and ends on Friday, September 13, 2024 (05:00 p.m. IST). The remote E-voting module shall be disabled by CDSL thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Saturday, September 7, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period begins on Wednesday, September 11, 2024 (09:00 a.m. IST) and ends on Friday, September 13, 2024 (05:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 7, 2024 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e- voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

## NOTICE (CONTD.)

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode With <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e- Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/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 e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.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 e-Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>

## NOTICE (CONTD.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
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.: 022 4886 7000 and 022 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

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- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; saahilmalhotra42@gmail.com and secretarial@jtl.one (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you

can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

NOTICE (CONTD.)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING

### For Item No. 6 (Special Business)

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of the Company, on the recommendation of the Audit Committee, had considered and approved the appointment of M/s. Balwinder & Associates, Cost Accountants, (Firm Registration Number: 000201) as cost auditor of the Company, for a remuneration of Rs. 1,25,000/- (plus Taxes and out-of-pocket expenses), who were eligible for being appointed as Cost Auditors of the Company for the FY 2024-25. In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. M/s. Balwinder & Associates, Cost Accountants have the necessary experience in the field of cost audit and have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 06 of the Notice for ratification and approval of the remuneration payable to the Cost Auditor for the FY 2024-25.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Your Directors, therefore, recommend the said Resolution at Item No. 6 for your approval.

### For Item No. 7 (Special Business)

Mr. Madan Mohan was re-appointed as the Managing Director of the Company w.e.f. May 30, 2020 for a period of 5 years i.e. upto May 29, 2025 pursuant to the resolution passed by the Members at their 29th AGM of the Company

held on September 30, 2020 and his re-appointment is due for another term.

Based on the strong performance of the Company under the leadership of Mr. Madan Mohan, the Nomination and Remuneration Committee ("NRC") recommended the reappointment of Mr. Madan Mohan as Managing Director of the Company for a further period of 5 years i.e. from May 30, 2025 to May 29, 2030 on the terms and conditions including remuneration, as contained in this explanatory statement.

The Board of Directors of the Company ("Board"), at its meeting held on August 14, 2024 has, subject to the approval of Members, re-appointed Mr. Madan Mohan (DIN: 00156668) as Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from May 30, 2025, on the terms and conditions as recommended by the Nomination and Remuneration Committee ("**Nomination and Remuneration Committee**") of the Board.

The Board while appointing Mr. Madan Mohan, considered his brief profile as follows:

Mr. Madan Mohan, a graduate from an industrialist family in Chandigarh, has over 35 years of extensive experience in the Steel Industry. His expertise lies in setting up Galvanised and ERW Steel Tubes & Pipes, Scaffolding Fittings and Systems, Hollow Sections, channels plants and units, as well as excelling in productions, marketing, finance, funds management, and cost reduction. Renowned for his proficiency in business finance and strategy, he is a key figure in the steel & pipe industry. Under his guidance, the Company has been experiencing exponential growth, solidifying its reputation as a distinguished organization. Mr. Madan Mohan has been instrumental in driving the growth engine and delivering profitable outcomes for the Company.

Mr. Madan Mohan is not disqualified from being re-appointed as a Director in terms of section 164 of the

## NOTICE (CONTD.)

Companies Act, 2013 and has given his consent to act as the Managing Director of the Company. Further, Mr. Madan Mohan satisfies all the conditions as set out in section 196(3) of the Act and Part-I of Schedule V to the act, for this re-appointment.

Mr. Madan Mohan has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Madan Mohan, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members.

The principle terms and conditions for the re-appointment of Mr. Madan Mohan as the Managing Director of the Company are as follows:

1. **Period:** For a period of 5 years i.e., from May 30, 2025 to May 29, 2030 (both days inclusive).
2. **Duties:** The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. **Remuneration:** Salary, benefits, perquisites and allowances Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed between the Board and Mr. Madan Mohan. Based on the recommendations of the Nomination and Remuneration Committee ('NRC') salary shall range between Rs. 2,00,000 to Rs. 5,00,000 per month.
4. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Madan Mohan, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of

salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

### 5. Other terms of Re-appointment:

- a) The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ('the Act') or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- b) The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- c) This re-appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.
- d) In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- e) The terms and conditions of appointment of Managing Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice

## NOTICE (CONTD.)

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

### For Item No. 8 (Special Business)

Mr. Rakesh Garg (DIN: 00184081) is currently an Executive Director of the Company and a Member of the Audit Committee, Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee, Sub-committee of Directors and Securities Issue and Allotment Committee.

The Board of Directors, at its meeting held on May 13, 2020, had re-appointed Mr. Rakesh Garg as an Executive Director of the Company for a period of 5 (five) years with effect from May 30, 2020 to May 29, 2025. Subsequently, at the 29th Annual General Meeting of the Company duly held on September 30, 2020, the Members had approved the appointment and terms of remuneration of Mr. Rakesh Garg as an Executive Director of the Company.

Based on the recommendation of the NRC, the Board of Directors, at its meeting held on August 14, 2024, again re-appointed Mr. Rakesh Garg as an Executive Director of the Company for a further period effective May 30, 2025 upto May 29, 2030 subject to the approval of the Members.

The Board while appointing Mr. Rakesh Garg, considered his brief profile as follows:

Mr. Rakesh Garg, Executive Director, brings to the table a wealth of knowledge and expertise with over 30 years of experience in the steel industry. As a seasoned professional, he holds a graduate degree and boasts a comprehensive background in trade and commercial operations. His proficiency extends to liaising with diverse agencies and associates, demonstrating his adeptness in navigating complex networks. With a broad spectrum of experience in industrial projects, engineering, and management affairs, Mr. Rakesh Garg is well-equipped to drive forward strategic initiatives and ensure operational excellence within the organization.

Mr. Rakesh Garg has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National

Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Raksh Garg, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members.

Mr. Rakesh Garg satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Garg as an Executive Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

The principle terms and conditions for the re-appointment of Mr. Rakesh Garg as the Executive Director of the Company are as follows:

- 1. Period:** For a period of 5 years i.e., from May 30, 2025 to May 29, 2030 (both days inclusive).
- 2. Duties:** The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries, including performing duties as assigned by the Managing Director and/ or the Board from time to time by serving on the boards of such associated companies and/or joint ventures and/or subsidiaries or any other executive body or any committee of such a company.
- 3. Remuneration:** Salary, benefits, perquisites and allowances Details of benefits, perquisites and allowances, as per the Company policy with periodic increment as may be mutually agreed

## NOTICE (CONTD.)

between the Board and Mr. Rakesh Garg based on the recommendations of the Nomination and Remuneration Committee ('NRC') salary shall range between Rs. 2,00,000 to 5,00,000 per month.

**4. Minimum Remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Rakesh Garg, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

**5. Other terms of Re-appointment:**

- 1 The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ('the Act') or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
2. The Executive Director shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
3. This re-appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.
4. In the event the Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
5. The terms and conditions of appointment of Executive Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

6. Upon the termination by whatever means of employment of the Executive Director:

- the Executive Director shall immediately cease to hold office held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trust connected with the Company.
- the Executive Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or associate companies.

7. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.

8. The terms and conditions of re-appointment of the Executive Director also includes adherence with the JTL's Code of Conduct, no conflict of interest with the Company, protection and use of Intellectual Properties, non-solicitation post termination of agreement and maintenance of confidentiality.

Accordingly, the Board commends the Special Resolution as set out at Item No. 8 of the accompanying Notice in relation to the re-appointment of Mr. Garg as an Executive Director w.e.f. May 30, 2025 upto May 29, 2030 (both days inclusive) for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

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

## NOTICE (CONTD.)

### For Item No. 9 (Special Business)

Mr. Sukhdev Raj Sharma is an Independent Director on the Board of JTL Industries Limited. He joined the Board of Directors (the "Board") of the Company on June 30, 2020. In September 2020, the members of the Company, through a resolution passed at the 29th Annual General Meeting of the Company, approved the appointment of Mr. Sukhdev Raj Sharma as an Independent Director under the Companies Act, 2013 ("the Act") for a term from June 30, 2020 to June 29, 2025. Mr. Sukhdev Raj Sharma is due for retirement from his first term as an Independent Director on June 29, 2025.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Considering the skills, expertise and competencies possessed by Mr. Sukhdev Raj Sharma, it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is appointed as an Independent Director for a second term. Accordingly, the Nomination and Remuneration Committee of the Board of Directors vide its resolution passed on August 14, 2024 and the Board of Directors of the Company vide its resolution passed on August 14, 2024 have recommended appointment of Mr. Sukhdev Raj Sharma as the Independent Director of the Company to hold office for a second term of five years from June 30, 2025 till June 29, 2030.

Mr. Sukhdev Raj Sharma is a highly accomplished professional with an impressive academic background with over 40 years of experience in the banking industry. Holding degrees in B. Sc., MBA, and CAIIB, he has honed his expertise through various roles and responsibilities. His tenure as Managing Director of PNB International Limited in London, a subsidiary of PNB, showcased his strategic acumen and leadership abilities on an international stage. Additionally, his advisory role in an investment banking firm underscores his versatility and keen insight into financial markets. Notably, he has held pivotal positions such as Field General Manager for Delhi & NCR, demonstrating his proficiency in managing diverse operational landscapes. Mr. Sharma's contributions extend beyond conventional banking, as evidenced by his board memberships in

State Financial Corporations, a technical consultancy organization, and public limited companies. His extensive experience encompasses areas like banking, finance, corporate credit and fund management, making him a respected figure in the industry.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Sukhdev Raj Sharma confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Sukhdev Raj Sharma has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sharma has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Sharma has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Sukhdev Raj Sharma as an Independent Director is now placed for the approval of the Members by a Special Resolution.

**NOTICE (CONTD.)**

The Board commends the Special Resolution set out in Item No. 10 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

**Regd. Office :**

S.C.O. 18-19, Sector 28-C, Chandigarh-160002 INDIA  
Ph. : 0172-4668000  
Website: www.jtl.one  
Email: secretarial@jtl.one  
CIN: L27106CH1991PLC011536  
Place: Chandigarh  
Date: August 14, 2024

**By the Order of Board of Directors  
For JTL Industries Limited**  
(erstwhile JTL Infra Limited)

Sd/-

**Madan Mohan**  
Managing Director  
DIN: 00156668



NOTICE (CONTD.)

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING  
ANNUAL GENERAL MEETING**

**(In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and SS-2 on General Meetings)**

SR.NO	NAME OF DIRECTOR	Mr. Rakesh Garg	Mr. Pranav Singla	Mr. Madan Mohan
1.	DIN	00184081	07898093	00156668
2.	Date of Birth	08/01/1970	15/02/1998	07/09/1964
3.	Age	54	26	60
4.	Date of first appointment on the Board	29/07/1991	18/08/2021	29/07/1991
5.	Qualifications	Graduation	Bachelor in Economics, Accounting honours from Cass Business School, London and Masters in Management.	Graduation
6.	Experience & expertise in specific functional area	Mr. Rakesh Garg, Executive Director has 30+ years of rich experience in steel industry, trade and commercial operations, liaising with various agencies and associates and he is having wide experience in industrial projects, engineering and management affairs.	Mr. Pranav Singla has to his credit experience of around 5 years in the fields of Accounting, Finance, Production Management, Strategic Planning, Cost Management, Plants set up and expansions. He has inherited excellent entrepreneurship skills from his industrialist family.	<p>With over 35 years of extensive experience in the steel industry, Mr. Madan Mohan is a seasoned professional renowned for his expertise in various aspects of the sector. His proficiency spans the setup and management of galvanized and ERW steel tubes &amp; pipes, scaffolding fittings and systems, hollow sections, and channels plants. From production to marketing, finance to funds management, and cost reduction, Mr. Mohan's comprehensive skill set encompasses all facets of steel manufacturing and business operations.</p> <p>His deep-rooted understanding of the steel and pipe industry, coupled with his adeptness in business finance and strategy, has been instrumental in driving the success of the Company he leads. Under his visionary leadership, the organization has experienced exponential growth, steadily earning a reputation for excellence in the industry. Mr. Mohan's strategic initiatives and relentless pursuit of operational efficiency have been the driving force behind the Company's trajectory towards becoming a distinguished entity.</p> <p>His unwavering commitment to propelling growth and delivering profitable outcomes has cemented his position as a dynamic leader within the steel industry, inspiring confidence among stakeholders and positioning the Company for sustained success in the future.</p>

## NOTICE (CONTD.)

SR.NO	NAME OF DIRECTOR	Mr. Rakesh Garg	Mr. Pranav Singla	Mr. Madan Mohan
8.	Terms and conditions for appointment	Re-appointment of Mr. Rakesh Garg who was appointed as Whole Time/ Executive Director of the Company for a period of 5 years w.e.f. 29.05.2020 and his appointment as such was approved at the 29th AGM held on September 30, 2020, his tenure is due to be expired on May 29, 2025. All other Policies and rules as are applicable to employees of his cadre, apply to his re-appointment.	In terms of Section 152(6) of the Companies Act 2013, Mr. Pranav Singla is liable to retire by rotation. Mr. Pranav Singla was appointed as Whole Time/Executive Director of the Company for a period of 5 years w.e.f. 18.08.2021 and his appointment as such was approved at the 30th AGM held on September 22, 2021. All other Policies and rules as are applicable to employees of his cadre, apply to his appointment.	Re-appointment of Mr. Madan Mohan who was appointed as Managing Director of the Company for a period of 5 years w.e.f. 29.05.2020 and his appointment as such was approved at the 29th AGM held on September 30, 2020, his tenure is due to be expired on May 29, 2025. All other Policies and rules as are applicable to employees of his cadre, apply to his re-appointment. .
9.	Remuneration last drawn	Rs. 3,00,000/- Per Month	Rs. 2,50,000/- Per Month	Rs. 3,00,000/- Per Month
10.	Details of remuneration sought to be paid	There is no change in terms and conditions. Other details are provided in Corporate Governance Report of the Company for the year 2023-24.	There is no change in terms and conditions. Other details are provided in Corporate Governance Report of the Company for the year 2023-24.	There is no change in terms and conditions. Other details are provided in Corporate Governance Report of the Company for the year 2023-24.
11.	Directorship in Listed entities (Other than JTL Industries Limited) and listed entities from which the person has resigned in the past three years.	NIL/NA	NIL/NA	NIL/NA
12.	Directorships held in other companies	1. Himani Steels Private Limited, 2. JTL Tubes Limited, 3. JTL Green Energy Limited,	1. JTL Tubes Limited, 2. NewChd Developers LLP (Designated Partner)	1. Jagan Industries Private Limited 2. Mirage Infra Limited
13.	Memberships/ Chairmanships of committees of other companies	NIL	NIL	NIL

## NOTICE (CONTD.)

SR.NO	NAME OF DIRECTOR	Mr. Rakesh Garg	Mr. Pranav Singla	Mr. Madan Mohan
14.	Number of shares held in the Company (As on March 31, 2024)	1,31,39,336 (7.42%)	2194034 (1.24%)	2,61,08,934 (14.75%)
15.	Disclosure of relationships between Directors / KMP inter se	NIL/NA	Mr. Pranav Singla is nephew of Mr. Madan Mohan, Mg. Director of the Company and Grandson of Mr. Mithan Lal Singla. Mr. pranav Singla and Dhruv Singla are cousins.	Mr. Madan Mohan is son of Mr. Mithan Lal Singla, Father of Mr. Dhruv Singla and Uncle of Mr. Pranav Singla.

SR.NO	NAME OF DIRECTOR	Mr. Mithan Lal Singla	Mr. Sukhdev Raj Sharma
1.	DIN	00156885	02135083
2.	Date of Birth	01/04/1942	01/06/1955
3.	Age	82	69
4.	Date of first appointment on the Board	29/07/1991	30/06/2020
5.	Qualifications	Graduation	B.sc and M.B.A
6.	Experience & expertise in specific functional area	Mr. Mithan Lal Singla has more than 40 Years of experience in steel business. He has played a key role in setting up current manufacturing facilities and has been associated with various ventures in different capacities & conversant with latest industrial techniques.	Mr. Sukhdev Raj Sharma is a highly accomplished professional with an impressive academic background and over 40 years of experience in the banking industry. Holding degrees in B. Sc., MBA, and CAIIB, he has honed his expertise through various roles and responsibilities. His tenure as Managing Director of PNB International Limited in London, a subsidiary of PNB, showcased his strategic acumen and leadership abilities on an international stage. Additionally, his advisory role in an investment banking firm underscores his versatility and keen insight into financial markets. Notably, he has held pivotal positions such as Field General Manager for Delhi & NCR, demonstrating his proficiency in managing diverse operational landscapes. Mr. Sharma's contributions extend beyond conventional banking, as evidenced by his board memberships in State Financial Corporations, a technical consultancy organization, and public limited companies. His extensive experience encompasses areas like banking, finance, corporate credit, and fund management, making him a respected figure in the industry.

## NOTICE (CONTD.)

SR.NO	NAME OF DIRECTOR	Mr. Mithan Lal Singla	Mr. Sukhdev Raj Sharma
7.	Terms and conditions for appointment	In terms of Section 152(6) of the Companies Act 2013, Mr. Mithan Lal Singla is liable to retire by rotation. Mr. Mithan Lal Singla was appointed as Non-Executive Director of the Company w.e.f. 30.05.2014. All other Policies and rules as are applicable to employees of his cadre, apply to his appointment.	As per the Policy of Terms and Conditions of the appointment/ re-appointment of the Independent Director as placed on the Website of the Company.
8.	Remuneration last drawn	Not Applicable	Not Applicable
9.	Details of remuneration sought to be paid	There is no change in terms and conditions. Other details are provided in Corporate Governance Report of the Company for the year 2023-24.	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof and reimbursement of expenses for participation in the meetings.
10.	Directorship in Listed entities (Other than JTL Industries Limited) and listed entities from which the person has resigned in the past three years.	NIL/NA	NA
11.	Directorships held in other companies	1. Jagan Industries Private Limited 2. JTL Green Energy Limited,	NIL

NOTICE (CONTD.)

SR.NO	NAME OF DIRECTOR	Mr. Mithan Lal Singla	Mr. Sukhdev Raj Sharma
12.	Memberships/ Chairmanships of committees of other companies	NIL	Membership- Audit, CSR and Stakeholders Relationship Committees of Primo Chemicals Limited  Chairmanship- N&R Committee of Primo Chemicals Limited
13.	Number of shares held in the Company (As on March 31, 2024)	43,96,714 (2.48%)	NIL
14.	Disclosure of relationships between Directors / KMP inter se	Mr. Mithan Lal Singla is the Father of Mr. Madan Mohan and Grandfather of Mr. Dhruv Singla and Mr. Pranav Singla	NIL/NA

**Regd. Office :**

S.C.O. 18-19, Sector 28-C, Chandigarh-160002 INDIA

Ph. : 0172-4668000

Website: www.jtl.one

Email: secretarial@jtl.one

CIN: L27106CH1991PLC011536

Place: Chandigarh

Date: August 14, 2024

**By the Order of Board of Directors**

**For JTL Industries Limited**

(erstwhile JTL Infra Limited)

Sd/-

**Madan Mohan**

Managing Director

DIN: 00156668











**JTL**  
**INDUSTRIES**  
LIMITED  

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**STEEL PIPES**

**Registered Office**

SCO 18-19, First Floor, Sector 28-C,  
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