

- **BOARD OF DIRECTORS**

(Listed alphabetically)

Ms. Bindu Saxena

Mr. Harjiv Singh

(till May 23, 2023)

Mr. Nand Lal Khemka

(Chairman cum Managing Director)

Mr. Prithvi Raj Khanna

Mr. Raj Kumar Agrawal

Mr. Shiv Vikram Khemka

Mr. Sushil Kumar Dalmia

(w.e.f. May 24, 2023)

Mr. Uday Harsh Khemka

Mr. Vijay Shrinivas

(CEO & Whole-Time Director)

- **REGISTERED OFFICE**

11, Community Centre, Saket, New Delhi-110017

- **WORKS**

Village Jhiriwala, Hadbast No. 73, Nalagarh, Dist.-
Solani (HP)-174101

- **BANKERS**

1. State Bank of India
2. Kotak Mahindra Bank

- **STATUTORY AUDITORS**

Khanna & Annadhamam
(Registration No.001297N)
Chartered Accountants
706, Akash Deep Building, 26-A,
Barakhamba Road, New Delhi – 110001.

- **INTERNAL AUDITORS**

Ernst & Young LLP
(LLP Identity No. AAB-4343)
Chartered Accountants
4th-5th Floor, Plot No. 2B, Tower 2,
Sector 126, Noida – 201304.

- **COST AUDITORS**

Shome & Banerjee
(Registration No. 000001)
Cost Accountants
Pocket-C, 211B, Siddhartha Extension,
New Delhi -110014.

- **SECRETARIAL AUDITORS**

RMG & Associates
(Registration No. P2001DE016100)
Company Secretaries
207 & 201 Suchet Chambers, 1224/5, Bank Street,
Karol Bagh, New Delhi – 110005.

CONTENTS

S. No.	Particulars	Page No.
1.	Notice	03
2.	Notice to Shareholders/ Investors for Unpaid Dividends	16
3.	Board's Report	17
4.	Particulars of Conservation of Energy, Technology Absorption, and Foreign Exchange Earning and Outgo (Annexure-I)	25
5.	Annual Report on Corporate Social Responsibility (Annexure-II)	26
6.	Particulars of Employees (Annexure-III)	29
7.	Secretarial Audit Report (Annexure-IV)	31
8.	Management Discussion and Analysis Report (Annexure-V)	35
9.	Report on Corporate Governance	39
10.	Compliance Certificate on Corporate Governance	52
11.	Independent Auditor's Report on Financial Statements and Annexure(s) thereto	53
12.	Balance Sheet	64
13.	Statement of Profit & Loss	65
14.	Statement of changes in Equity	66
15.	Cash Flow Statement	67
16.	Notes to Financial Statements	69

INDAG RUBBER LIMITED

CIN : L74899DL1978PLC009038

Regd. Office: 11, Community Centre, Saket, New Delhi-110017

Phone No. 011-26963172/73; E-mail Id:- info@indagrubber.com; Website: www.indagrubber.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY-FORTH (44th) ANNUAL GENERAL MEETING OF THE MEMBERS OF INDAG RUBBER LIMITED WILL BE HELD ON THURSDAY, AUGUST 3, 2023 AT IST 3:00 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the company, and, if thought fit, to pass the following resolution as **ORDINARY RESOLUTION:**

Audited financial statements of the company for the financial year ended March 31, 2023.

"RESOLVED THAT the audited financial statements of the Company including the balance sheet as at March 31, 2023, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To declare the Final Dividend and confirm payment of Interim Dividend for the financial year 2022-2023, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend of Rs. 1.50/- per equity share of face value of Rs. 2/- each, in addition to the interim dividend of Rs. 0.90/- per equity share of face value of Rs. 2/- each already paid, be and is hereby declared out of the current profits and / or General Reserves of the Company for the financial year ended March 31, 2023 and that the same be paid, to those Members whose names appear on the company's register of members as on August 3, 2023 (if shares held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on the close of business hours on July 27, 2023 (if shares held in dematerialized form)."

3. To appoint a Director in place of Mr. Shiv Vikram Khemka (DIN - 01214671) who retires by rotation and being eligible, offers himself for re-appointment, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shiv Vikram Khemka (DIN - 01214671), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

AS SPECIAL BUSINESS:

4. **Fixation of the remuneration of the Cost Auditors of the company for the FY 2023-2024.**

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

"RESOLVED THAT pursuant to the provisions of section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and on the recommendation of the Board of Directors, consent of the members be and is hereby accorded for the payment of remuneration of Rs. 1,50,000/- plus applicable taxes and out of pocket expenses and on terms and conditions as may be mutually agreed to between the Board of Directors and Shome & Banerjee, (Registration No. 000001) Cost Accountants, Cost Auditors of the Company for the financial year commencing from April 1, 2023 till March 31, 2024."

5. **Appointment of Mr. Sushil Kumar Dalmia (DIN 00061625) as Independent Director of the Company for a term of 5 Years.**

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

“RESOLVED THAT pursuant to the provision of Section 149, 150, 152 and 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof, and pursuant to the Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and Board of Directors, the Members of the Company hereby accord their approval for appointment of Mr. Sushil Kumar Dalmia (DIN 00061625) as an Independent Director of the Company for a consecutive term of 5 years with effect from May 24, 2023 till May 23, 2028 (not subject to retirement by rotation), who was appointed as an Additional and Independent Director by the Board of Directors in their meeting held on May 05, 2023 and in this respect, the Company has received a notice in writing from a member, as per the provisions of Section 160 of the Companies Act, 2013, proposing Mr. Sushil Kumar Dalmia as a candidate for the office of Independent Director.

RESOLVED FURTHER THAT any Key Managerial Personnel be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For **Indag Rubber Limited**

Place: Noida
Date: May 5, 2023

Manali D. Bijlani
Company Secretary
F4704

NOTES

In view of the continuing COVID-19 pandemic and pursuant to Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, 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 5, 2023, issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 44th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 44th AGM shall be the Registered Office of the Company. Members can attend and participate in the ensuing AGM through VC/OAVM.

This notice is sent to all the members whose name appears as on June 30, 2023 in the Register of Members.

1. PURSUANT TO THE CIRCULAR NO. 14/2020 DATED APRIL 08, 2020, ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, THE FACILITY TO APPOINT PROXY TO ATTEND AND CAST VOTE FOR THE MEMBERS IS NOT AVAILABLE FOR THIS AGM. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORISED REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/OAVM AND PARTICIPATE THERE AT AND CAST THEIR VOTES THROUGH E-VOTING.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. 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.
4. In line with the Ministry of Corporate Affairs (MCA's) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.indagrubber.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
5. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
6. The Register of Members and Share Transfer Books of the Company will remain closed from July 28, 2023 to August 3, 2023 (both days inclusive).
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The Board of Directors of the Company at its meeting held on May 5, 2023 considered that the special business under item nos. 4 and 5, being considered unavoidable, be transacted at the 44th AGM of the Company.
8. Final Dividend of Rs. 1.50/- per equity share of face value of Rs. 2/- each (75%) has been recommended by the Board of Directors, subject to the approval of the members at the ensuing Annual General Meeting for the year ended on March 31, 2023 which is proposed to be paid on and before September 2, 2023.

The above Dividend will be paid electronically, wherever such facility is available, under intimation to the members. In case dividend cannot be paid electronically, it will be paid through dividend warrants/ demand drafts.

In cases where payments to members (holding shares in dematerialized form) are made by dividend warrants, particulars of Bank Account registered with their Depository Participants shall be considered for printing on the warrant.

For those members who have not provided bank account details, the Company shall print the registered address on the dividend warrant.

The Interim Dividend of Rs. 0.90/- per equity share, for the Financial Year 2022-2023, was declared on November 7, 2022 and paid on November 25, 2022.

9. Members may note that pursuant to Income-Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1st April 2020, shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to Members. The TDS rate would vary depending on the residential status of the Member and the documents submitted by them and accepted by the Company.

Members may kindly refer to the website link https://indagrubber.com/uploads/document/Email_to_Shareholders_reg_TDS_on_Final_Div_2020-21.pdf for further information. The members are requested to update their PAN with the RTA (if shares held in physical mode) and with depositories (if shares held in demat mode).

The aforesaid documents must reach the Company on or before July 31, 2023 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax on payment of dividend. Members sending documents through e-mail are also required to send the executed documents (in original) at the Registered Office of the Company.

10. Members who have not encashed their dividend warrants are advised to write to the Company immediately for claiming dividends declared by the Company, which are yet to be transferred to IEPF Authority.
11. Members seeking further information about the accounts are requested to write at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
12. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 / or via email at admin@skylinerta.com about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID/ Client ID and email address.
13. 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-PoD-1/P/CIR/2023/37 dated March 16, 2023. The Company has sent intimation for furnishing the required details. Members may also refer to website of the Company at <https://indagrubber.com/investorrelation/detail/5/25> for more details. It may be noted that pursuant to the above circular, on or after October 1, 2023, in case any of the above details are not available in the Folio(s), the RTA shall be constrained to freeze such folio(s).
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://indagrubber.com/investorrelation/detail/5/25>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. SEBI vide its notification dated January 25, 2022 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 avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://indagrubber.com/investorrelation/detail/5/25>. Members are requested to submit the said details to

their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

18. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the RTA / Company.
19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of 44th Annual General Meeting and Annual Report for the year 2022-2023 of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Notice of 44th Annual General Meeting and Annual Report for the year 2022-2023 of the Company and to avail e-voting facility in respect of the resolutions to be passed at the General Meetings of the Company. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2022-2023 and Notice of the 44th AGM of the Company, he/ she may send request at info@indagrubber.com mentioning Folio No/ DP ID and Client ID.
20. Since the AGM will be held through VC/OAVM Facility, the Proxy Form, Attendance Slip and Route Map are not annexed in this Notice.
21. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed w.r.t the Meeting.
22. Voting through electronic means
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has authorised National Securities Depository Limited (NSDL) 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 for voting on the date of the AGM will be provided by NSDL.
 - b. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on July 27, 2023 (the "Cut-off Date") only shall be entitled to vote through e-voting facility w.r.t. the AGM. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
 - c. Persons who have acquired shares and become members of the Company after electronic dispatch of Notice of AGM but before cut-off date of July 27, 2023 may obtain their USER ID and password for e-voting from Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi- 110020 / or via email at admin@skylinerta.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing USER ID and password for casting your vote.
 - d. A person who is not a member of the Company as on cut-off date i.e. July 27, 2023 should treat this Notice for information purpose only.
 - e. The remote e-voting period begins on July 31, 2023 at 09:00 A.M. and ends on August 2, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 27, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 27, 2023.

- f. Members attending the meeting, through VC / OAVM facility, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, through VC / OAVM facility, but shall not be entitled to cast their vote again.

g) Instructions for e-voting are as under-

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





Step 1: Access to NSDL e-Voting system

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

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

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@indagrubber.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through

the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in Who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at info@indagrubber.com

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

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

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

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

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**”

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

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN and Mobile Number at info@indagrubber.com on or before July 27, 2023. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ ask questions during the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure smooth conduct of the 44th AGM of the Company.

6. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM Facility.
7. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, at website of the Company at https://indagrubber.com/home/investor_relation/1.
8. The Board of Directors has appointed Mr. Kanishk Arora of M/s. Kanishk Arora & Co., Practicing Company Secretary, as the Scrutinizer for conducting remote e-voting in a fair and transparent manner.
9. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
10. The results declared alongwith the report of Scrutinizer shall be placed on the website of the Company www.indagrubber.com and on the website of NSDL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange where the shares of the Company are listed.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Director(s) eligible for re-appointment vide item no. 3 and 5 is as follows:

Item No.	3	5
Name	Mr. Shiv Vikram Khemka	Mr. Sushil Kumar Dalmia
DIN	01214671	00061625
Date of Birth/Age	19-08-1962/ 60 years	05-11-1954/ 68 Years
Date of first Appointment in the current designation	14-08-2015	24-05-2023
Qualifications	Educated at Eton College, Brown University, and the Lauder program at The Wharton School, University of Pennsylvania.	B.Com (H), Chartered Accountant, Diploma in Information System Audit
Experience in specific functional areas. In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr. Shiv Khemka is Vice Chairman of the SUN Group. Mr. Khemka was elected as 'Global Leader for Tomorrow' (GLT) at the World Economic Forum in Davos in 1997; Serves on the Board of Overseers of The Wharton School, on the President's Leadership Council at Brown University, and on the International Advisory Board of the School of Oriental and African Studies (SOAS).	Mr. Dalmia has done B. Com (Hons), Chartered Accountancy and Diploma in Information System Audit. He had been associated with S R Batliboi & Co (an EY Member firm) and Aditya Birla Group in various capacities and is currently the Senior Partner of Bansal Dalmia & Co, an audit firm. He is having more than 40 years of experience in the fields of Audit, Direct Taxation, Due Diligence and Corporate Governance. In the opinion of the Board, he possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.
Terms and conditions of appointment/ re-appointment	Re-appointment as Non-Executive Director (Interested), liable to retire by rotation.	Appointment as Non - Executive (Independent) Director of the Company, not liable to retire by rotation
Details of remuneration last drawn (2022-2023)	NIL	Not Applicable
No. of Board Meetings attended during the year	3/4	Not Applicable
Directorship held in other Listed Entities (along with listed entities from which the person has resigned in the past three years)	NIL	NIL
Membership / Chairmanship of Committees of listed entities	Member of the CSR Committee of the Company	Member of Audit Committee and Nomination & Remuneration Committee of the Company, effective May 24, 2023.
Number of shares held in the company (including shareholding as a beneficial owner)	12,50,750 equity shares of Rs. 2 each (jointly held with Ms. Urvashi Rajya Laxmi Rana Khemka)	NIL
Inter-se relationship between Directors and other Key Managerial Personnel	Mr. Nand Lal Khemka (Father) Mr. Uday Harsh Khemka (Brother)	NIL

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013 and
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Item No. 4: Fixation of remuneration of Shome & Banerjee, Cost Auditors.

Shome & Banerjee, Cost Accountants were appointed as the Cost Auditors of the Company by the Board at its meeting held on May 05, 2023 for the financial year 2023-2024, as recommended by the Audit Committee.

The Board of your company thought fit to fix the remuneration of Rs. 1,50,000/- plus applicable taxes and out of pocket expenses, subject to the approval of the members.

Shome & Banerjee, Cost Accountants are not related to any director of the Company.

None of the Directors and/or KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution. The Board recommends the Ordinary Resolution set out at Item no. 4 of the Notice for the approval of the shareholders.

Item No. 5: Appointment of Mr. Sushil Kumar Dalmia (DIN: 00061625) as Independent Director of the Company.

Mr. Dalmia has done B. Com (Hons), Chartered Accountancy and Diploma in Information System Audit. He had been associated with S R Batliboi & Co (an EY Member firm) and Aditya Birla Group in various capacities and is currently the Senior Partner of Bansal Dalmia & Co, an audit firm. He is having more than 40 years of experience in the fields of Audit, Direct Taxation, Due Diligence and Corporate Governance.

Considering the vast and rich experience of Mr. Sushil Kumar Dalmia and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sushil Kumar Dalmia as Additional and Independent Director of the Company for a consecutive term of five (5) years i.e from May 24, 2023 to May 23, 2028, not liable to retire by rotation and approved the same in their meeting on May 5, 2023.

Mr. Sushil Kumar Dalmia holds office up to the date of 44th Annual General Meeting of the Company.

Notice has been received from a member proposing Mr. Sushil Kumar Dalmia as candidate for the office of Independent Director of the Company. Mr. Sushil Kumar Dalmia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received declaration from Mr. Sushil Kumar Dalmia that he meets with the criteria of independence as prescribed.

In the opinion of the Board, Mr. Sushil Kumar Dalmia fulfils the conditions for appointment as Independent Director; and he is independent of the management. Brief resume of Mr. Sushil Kumar Dalmia and other details are provided in this Notice. Mr. Sushil Kumar Dalmia is interested in the resolution set out at item no. 5 of the Notice with regard to his appointment. None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item no. 5 of the Notice for the approval of the shareholders.

By Order of the Board of Directors
For **Indag Rubber Limited**

Place: Noida
Date: May 5, 2023

Manali D. Bijlani
Company Secretary
F4704

NOTICE TO SHAREHOLDERS/INVESTORS FOR UNPAID DIVIDENDS

- The Shareholders / Investors of Indag Rubber Limited are notified that in pursuance of the section 124 of the Companies Act, 2013 (the Act), the Company is required to transfer the amount of Dividends that remain unclaimed / unpaid for a period of seven (7) years from the date of transfer to the company's Unpaid Dividend Account, to the Investor Education and Protection Fund (IEPF) Authority established under Section 125 of the Companies Act, 2013.

Further, all shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years or more shall also be transferred to the demat account of IEPF as notified by Ministry of Corporate Affairs.

- Dividends, including Interim Dividends declared during the following Financial Years shall fall due for transfer to IEPF on completion of a period of seven years from the date of transfer of Final Dividend / Interim Dividend to Unpaid Dividend Account. A table containing the due dates for transfer to IEPF for various years is given below for the information of the Shareholders/Investors:

Financial Year	Unpaid Dividend-Interim\Final	Dividend Amount unpaid as on March 31, 2023 (in Rs.)	Number of corresponding shares of which dividend is unclaimed	Due Dates for Transfer to IEPF
2016-17	Interim	3,65,778.90	4,06,421	November 30, 2023
2016-17	Final	6,78,896.00	4,52,464	July 25, 2024
2017-18	Interim	4,00,667.40	4,45,186	December 17, 2024
2017-18	Final	3,54,163.50	2,36,109	September 20, 2025
2018-19	Interim	2,19,011.40	2,43,346	December 20, 2025
2018-19	Final	2,76,295.50	1,84,197	August 29, 2026
2019-20	Interim	1,59,179.40	1,76,866	December 16, 2026
2019-20	Second Interim	3,95,628.00	2,63,752	March 27, 2027
2020-21	Interim	1,51,578.98	1,70,592	December 17, 2027
2020-21	Final	2,13,999.00	1,46,056	November 03, 2028
2021-22	Interim	1,32,188.10	1,49,769	December 16, 2028
2021-22	Final	2,31,608.00	1,57,786	August 31, 2029
2022-23	Interim	1,33,988.00	1,53,080	December 10, 2029

- Shareholders / Investors who have not encashed their Dividend Warrants including Interim Dividends, if any, for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./DP- Client ID with Company at:

Company Secretary,

Indag Rubber Limited

Khemka House, 11, Community Centre,

Saket, New Delhi-110017

Phone: 011-26963172-73, Email: info@indagrubber.com

- Shareholders are advised to ensure that their claims for unpaid / unclaimed dividend are lodged timely so as to reach the same before the date indicated against each year in the table at Sr. No. 2 above. The claims received after these dates shall not be entertained and the amount outstanding shall be transferred to IEPF within 30 days of this date as per the relevant provisions of law.
- It may also be noted that the company has transferred unclaimed dividend and equity shares (only those shares whose dividend was unclaimed since last 7 consecutive years) to IEPF account of MCA for the previous financial years, the details of which are available on our website www.indagrubber.com
- Shareholders whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund of dividend by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time.

BOARD'S REPORT

To

The Members,

The Board of Directors are pleased to present the Annual Report of the Company together with the audited Financial Statements for the year ended March 31, 2023.

FINANCIAL RESULTS AND STATE OF THE COMPANY'S AFFAIRS

Particulars	STANDALONE		CONSOLIDATED	
	2022-23 (Rs. in Lakh)	2021-22 (Rs. in lakh)	2022-23 (Rs. in lakh)	2021-22 (Rs. in lakh)
Sales and other Income	25,224.32	17,333.50	Not Applicable	17,340.56
Profit before Finance Cost & Depreciation	2,202.65	721.55		689.87
Finance Cost	32.89	16.83		16.83
Profit before Depreciation	2,169.76	704.72		673.04
Depreciation	445.71	418.27		418.27
Exceptional Items	-	-		-
Profit after exceptional and before tax (including discontinued operations)	1,724.05	286.45		254.77
Profit after tax (before minority)	1,323.66	259.18		205.20
Profit after tax (after minority)	1,323.66	259.18		207.22
Transfer to General Reserve	-	-		-
Interim Dividend	236.25	236.25		-
Final Dividend	393.75	393.75		-

PERFORMANCE REVIEW

During the year under review your Company had net revenue of Rs. 252.24 crores as against Rs. 173.33 crores in the previous year. The Profit before finance cost and depreciation amounted to Rs. 22.03 crores as against Rs. 7.22 crores in the previous year.

The financial results and the results of operations, including major developments have been further discussed in various sections of this report.

During the year, the Company witnessed increase in sales due to correction in market post COVID recovery. This trend is expected to continue in this fiscal year as well.

INTERNAL FINANCIAL CONTROLS

The Company has policies and procedures in place for ensuring orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The details of internal control system are given in the Management Discussion and Analysis Report (MDAR).

DIVIDEND

During the year, the Board of Directors had declared Interim Dividend of Rs. 0.90/- per equity share of face value of Rs. 2/- each (45%) on November 07, 2022 which has been paid on November 25, 2022.

The Board of Directors are pleased to recommend a Final Dividend of Rs. 1.50/- per Equity Share of face value of Rs. 2/- each (75%) for the Financial Year 2022-2023, thus making a total Dividend of Rs. 2.40/- per Equity Share of Rs. 2/- each (120%).

Subject to the approval of the Shareholders at the ensuing Annual General Meeting, the Final Dividend will be paid to those Members whose name appears on the Register of Members of the Company as on close of business hours of August 3, 2023 if shares are held in physical form; in respect of shares held in dematerialized form it will be paid to those members whose names are furnished by NSDL and CDSL, as beneficial owners as on July 27, 2023.

INVESTOR EDUCATION AND PROTECTION FUND

Final Dividend which was declared by the company for the year ended March 31, 2016 at the Annual General Meeting held on May 27, 2016 and remained unclaimed will be transferred to the Investor Education and Protection Fund Authority (IEPF) of the Central Government within 30 days from July 02, 2023 pursuant to the provisions of Companies Act, 2013. Thereafter, no claim shall lie on final dividend for the year ended March, 2016 from the shareholders. Notice for unpaid dividend is attached with this annual report.

Details of unclaimed dividend and equity shares in respect of which dividend remained unpaid for a period of 7 consecutive years were transferred to Investor Education and Protection Fund Authority during the year are as under-

Year	Type	Amount transferred to IEPF (in Rs.)	Date on which dividend transferred to IEPF	Number of shares transferred to IEPF	Date on which shares transferred to IEPF
2014-15	Final	5,80,012.50	27.09.2022	7,750	29.09.2022
2015-16	Interim	3,76,488.00	15.12.2022	5,995	20.12.2022

Details of resultant benefit during the year i.e. Dividend arising out of the shares already transferred to IEPF are as under-

Year	Total number of Shares lying in IEPF on the date of declaration of Dividend	Dividend directly transferred to IEPF (in Rs.)
2021-22 (Final)	2,70,486	2,36,890.40
2022-23 (Interim)	2,77,236	2,42,965.40

TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserve for the financial year ended March 31, 2023.

MATERIAL CHANGES AFFECTING FINANCIAL POSITION OF THE COMPANY

No material changes have occurred and commitments made, affecting the financial position of the company, between the end of the financial year of the company and the date of this report.

There is no order passed by any regulator or court or tribunal against the company, impacting the going concern concept or future operations of the company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Shiv Vikram Khemka (DIN - 01214671), who retires by rotation at this meeting and being eligible has offered himself for re-appointment. The Board recommends the re-appointment of Mr. Shiv Vikram Khemka as Director liable to retire by rotation. The information in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been provided in this notice convening the Annual General Meeting.

Mr. Harjiv Singh (DIN: 00507695), will complete his second term on May 23, 2023 and will cease to be the Independent Director of the Company.

The Board places on record deep appreciation for guidance and support provided by Mr. Harjiv Singh during his tenure with the Company.

Board has, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sushil Kumar Dalmia (DIN: 00061625) as Additional and Independent Director of the Company w.e.f. May 24, 2023. Appointment of Mr. Sushil Kumar Dalmia shall be subject to approval of Shareholders in the ensuing Annual General Meeting of the Company.

INDEPENDENT DIRECTORS' DECLARATION

Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013. The Board confirms that the Independent Directors fulfill all the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 making them eligible to act as Independent Directors.

BOARD MEETINGS

The details of number and dates of meetings held by the Board and its Committees, attendance of Directors and sitting fee/ commission/ remuneration paid to them is given separately in the attached Corporate Governance Report.

EVALUATION OF THE BOARD'S PERFORMANCE

In compliance with the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the performance evaluation of the Board, its committees and of individual directors was carried out during the year under review. More details on the same are given in the Corporate Governance Report.

The performance evaluation of Independent Directors was done by the entire Board of Directors on January 25, 2023 and in the evaluation, the directors who were subject to evaluation did not participate. The Board opined that the Independent Directors meet the criteria of persons with integrity and possess relevant expertise / experience, including proficiency (where required) and fulfilling the conditions specified in the Act for appointment as Independent Directors and are independent of the Management.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy applies to Directors and senior management personnel. The policy is approved by the Nomination and Remuneration Committee and the Board.

During the year, the Policy was amended to change the constitution, roles & responsibilities and criteria of payment of commission to Non-Executive Directors, in line with provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The policy is available on the company's website and web link for the same is https://indagrubber.com/uploads/document/NRC_policy.pdf. The policy is designed to attract, motivate and retain manpower by creating congenial work environment and inculcating a sense of belonging, besides offering appropriate remuneration package and superannuation benefits. The appointment and remuneration of Executive Directors is based on merit and seniority of person. Non- Executive Directors are paid sitting fee and commission in accordance with the Companies Act, 2013.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Stakeholders' Relationship Committee comprised of Mr. Harjiv Singh as Chairman and Mr. Nand Lal Khemka & Mr. Vijay Shrinivas as members.

Mr. Harjiv Singh will cease to be the Chairman of the Stakeholder's Relationship Committee w.e.f May 23, 2023 and in his place Mr. Raj Agarwal would be appointed as the Chairman w.e.f May 24, 2023. The other members of

the Committee comprise of Mr. Nand Lal Khemka and Mr. Vijay Shrinivas.

The details of terms of reference of the Committee, member, dates of meetings held and attendance of the Directors are given separately in the Corporate Governance Report.

AUDIT COMMITTEE

Audit Committee comprised of Mr. Raj Kumar Agrawal as Chairman and Mr. Nand Lal Khemka, Mr. Harjiv Singh and Mr. P. R. Khanna as members. During the year, Mr. P R Khanna vacated the office of Chairman of the Audit Committee, while continued as a Member w.e.f. 10 August, 2022. Mr. Raj Agarwal was appointed as the Chairman of the Committee w.e.f August 10, 2022. Mr. Harjiv Singh will cease to be the Member of the Audit Committee w.e.f 23 May, 2023. Mr. Sushil Dalmia has been inducted as a Member of the Committee w.e.f May 24, 2023. Mr. Nand Lal Khemka continues to be the Member of the Audit Committee.

The details of terms of reference of the Audit Committee, member, dates of meeting held and attendance of the Directors are given separately in the Corporate Governance Report.

VIGIL MECHANISM

Company has a vigil mechanism for directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of directors and employees who avail of the mechanism. In exceptional cases, directors and employees have direct access to the Chairman of the Audit Committee. Vigil Mechanism (Whistle Blower Policy) is available on the company's website www.indagrubber.com.

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

The company has a policy on prohibition, prevention and redressal of sexual harassment of women at workplace and matters connected therewith or incidental thereto covering all the aspects as contained under "Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013".

The company has complied with the provision relating to constitution of Internal Complaints Redressal Committee under the Act. The Internal Committee composed of internal members and an external member who has extensive experience in the field.

During the financial year 2022-2023, the details of the complaints were as under-

1.	Number of complaints filed during the financial year	Nil
2.	Number of complaints disposed of during the financial year	Not Applicable
3.	Number of complaints pending as on end of the financial year	Nil

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The particulars required to be furnished under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Account) Rules, 2014 are set out in **Annexure 'I'**, which forms part of the report.

COMMITMENT TO QUALITY AND ENVIRONMENT

Indag recognizes quality and productivity as a pre-requisite for its operations and has implemented ISO 9001:2015 standards and ISO 14001:2015 standards.

Anti-pollution systems are fully installed and operational. Continuous efforts to preserve the environment are pursued.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility Committee comprised of Mr. Uday Harsh Khemka as the Chairman and Mr. Nand Lal Khemka, Mr. Prithvi Raj Khanna, Mr. Shiv Vikram Khemka and Mr. Vijay Shrinivas as the members.

During the year, we continued CSR activities towards improving the quality of life inter alia, of the community in and around Nalagarh through health programs, education and better agricultural and dairy farming practices. We also continued our support to five (5) Navi Disha Schools at Nabha engaged in imparting education to under privileged students. Details about CSR policy and initiatives taken by the Company during the year are available on company's website www.indagrubber.com

The web-link of the same is https://indagrubber.com/uploads/document/CSR_Policy1.pdf

Report on CSR activities is given in **Annexure 'II'** forming part of this report.

PARTICULARS OF EMPLOYEES

Information in accordance with the provisions of Section 134(3)(q) and Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is given in **Annexure 'III'**.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

SUN-AMP Solar India Private Limited, a subsidiary of the Company, is under the process of voluntary winding up.

The company has framed a Policy for determining Material Subsidiary.

RELATED PARTY TRANSACTIONS

All related party transactions entered by the company during the financial year were in the ordinary course of business and at arm's length basis and were entered with the omnibus/prior approval of the Audit Committee, which were periodically placed before the Board for review. The details of the transactions with related party are provided in the company's financial statements in accordance with the applicable provisions / Accounting Standards.

Disclosure required under Schedule V of SEBI LODR Regulations 2015 read with Regulation 34(3) is given as under:

Sr. no.	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.	Details
1	Loans and advances in the nature of loans to subsidiaries by name and amount.	NIL
	Loans and advances in the nature of loans to associates by name and amount.	NIL
	Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.	NIL
2	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.	NIL

The company has a policy on materiality of and dealing with Related Party Transactions, as approved by the Board, which is available at its website www.indagrubber.com.

AUDITORS

Khanna & Annadhanam, Chartered Accountants, the Statutory Auditors of the Company were re-appointed in the 43rd Annual General Meeting held on July 28, 2022 for a period of 5 (five) consecutive years to hold the office until the conclusion of 48th Annual General Meeting of the Company.

There are no qualifications, reservation, or remarks made by the Auditors in their Report.

SECRETARIAL AUDIT

Secretarial Audit was conducted during the year by the Secretarial Auditor RMG & Associates, Practicing Company Secretaries. The Secretarial Auditors Report is attached as **Annexure 'IV'**. There are no qualifications or observations or remarks made by the Secretarial Auditor in their report.

COST AUDITORS

Based on the recommendation of Audit Committee, the Board approved the appointment of Shome & Banerjee, Cost Accountants, as the Cost Auditors of the company for the financial year 2023-2024 at a remuneration of Rs. 1,50,000/- plus out of pocket expenses and taxes. The proposed remuneration of the Cost Auditors would be approved by the members in the ensuing General Meeting.

In terms of Section 148 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 the cost accounts and records are being made and maintained by the company.

Cost Audit Report for the financial year ended on March 31, 2022 was filed on August 18, 2022.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, none of the Auditors have reported to the Audit Committee, or to the Board, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees.

LOANS, GUARANTEES OR INVESTMENTS

The company has made investments in securities of other body corporate(s) and given guarantees in the ordinary course of its business, the details of which are given in Note '7 & 13' to Financial Statements, which are within the limits prescribed under Section 186 of the Companies Act, 2013.

DEPOSIT

Your company has not accepted any deposit and, accordingly no amount was outstanding as at the Balance Sheet date.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

The development and implementation of risk management policy has been covered in the Management Discussion and Analysis Report.

ANNUAL RETURN

The particulars required to be furnished under Section 92(3) read with Section 134(3) of the Companies Act, 2013 and with Companies (Management and Administration) Rules, 2014 as prescribed will be available at company's website link at <https://indagrubber.com/investorrelation/detail/1/1>

LISTING

The equity shares of your Company are listed on the BSE Limited.

DEMATERIALISATION OF SHARES

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, members are requested to avail the facility of dematerialization of shares with either of the depositories as aforesaid. As on March 31, 2023, 99.2% of the share capital stands dematerialized.

CORPORATE GOVERNANCE

A separate report of the Board of Directors of the Company on Corporate Governance is included in the Annual Report.

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 CEO & Whole Time Director forms a part of this report of the directors. Code of Conduct is available on the company's website www.indagrubber.com.

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The certificate from RMG & Associates, Practicing Company Secretaries confirming compliance with the requirements of Corporate Governance as stipulated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual report.

COMPLIANCE WITH SECRETARIAL STANDARD

Secretarial Standard 1: Meetings of the Board of Directors and Secretarial Standard 2: General Meetings, as applicable have been complied with by the company.

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT-

Particulars		Number of shareholders	Number of shares
A.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	62	19,000
B.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	2	500
C.	Number of shareholders to whom shares were transferred from suspense account during the year	2	500
D.	Number of shareholders who have not claimed dividend for last 7 years, and whose shares have been transferred to IEPF account of MCA from Demat Suspense Account	17	4,500
E.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year. The voting rights on these shares shall remain frozen till the rightful owner of such shares claim the shares	43	14,000

ANNEXURES FORMING A PART OF BOARD'S REPORT

The Annexures referred to in this Report and other information which are required to be disclosed are annexed herewith and form a part of this Report:

Annexure	Particulars
I	Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
II	Report on Corporate Social Responsibility
III	Particulars of Employees under Section 134(3)(q) and Section 197(12) of the Companies Act, 2013
IV	Secretarial Audit Report
V	Management Discussion and Analysis Report

CAUTIONARY STATEMENT

Statements in this report, describing the Company's objectives, expectations and/or anticipations may be forward looking within the meaning of applicable Securities Law and Regulations.

Actual results may differ materially from those stated in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, availability of inputs and their prices, changes in the Government policies, regulations, tax laws, economic developments within the country and outside and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of the forward-looking statements, which may undergo changes in future on the basis of subsequent developments, information or events.

DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors wish to inform members that the Audited Accounts containing Financial Statements for the Financial Year 2022-23 are in conformity with the requirements of the Companies Act, 2013. They believe that the Financial Statements reflect fairly, the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operation.

In terms of provisions of Section 134(3)(c) of the Companies Act, 2013, your Directors further confirm as under:

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

The Company's Internal Auditors have conducted periodic audits to provide reasonable assurance that the Company's approved policies and procedures have been followed.

APPRECIATIONS

Your Directors wish to place on record their appreciation for the continuous support received from the members, customers, suppliers, bankers, various statutory bodies of the Government of India and the Company's employees at all levels.

For and on behalf of the Board of Directors
Indag Rubber Limited

Nand Lal Khemka

Chairman & Managing Director
DIN: 00211084

Place : New York
Date : May 5, 2023

A. Conservation of Energy
(i) Steps taken or impact on conservation of energy are as under-

- Provision of proper air ventilation system
- Modification of Circuitry at Cracker Mill to PLC control
- Replacement of lights at main gate with solar lights/ LED lights with low wattage

(ii) Steps undertaken by the company for utilizing alternate source of energy:

- Solar power rooftop of 35 KW is being used at Nalagarh plant as an alternate source of energy.

(iii) Capital investment on energy conservation equipments:

During the current financial year, no capital expenditure has been incurred on energy conservation equipments.

B. Technology Absorption, Research and Development (R&D)

The company has not imported any technology during the last three years.

C. Research and development (R&D):

Sustained R&D efforts are being made by the Company to improve product quality.

Sl.no.	Particulars	Amount (Rs. in lakh)
1	Capital expenditure in R&D	1.57
2	Revenue expenditure in R&D	14.55
3	Expenditure on Salary with respect to R&D	24.61

D. Foreign Exchange Earning and Outgo
Total Foreign Exchange used and earned:

Particulars	2022-23 (Rs. in lakh)	2021-22 (Rs. in lakh)
Foreign Exchange earned	197.54	366.12
Foreign Exchange used	99.62	49.99

For and on behalf of the Board of Directors
Indag Rubber Limited

Nand Lal Khemka

Chairman & Managing Director
DIN: 00211084

Place : New York
Date : May 5, 2023

Annual Report on CSR Activities for the Financial Year ended on March 31, 2023.
1. Brief outline on CSR Policy of the Company:

- (a) Company would spend not less than 2% of the average net profit of the company, calculated in accordance with Section 198 of the Companies Act, 2013, made during the three immediately preceding Financial Years.
- (b) CSR activities shall be undertaken by the company as prescribed under Schedule VII of the Companies Act, 2013.
- (c) Company will give preference to conduct CSR activities in Nalagarh (Himachal Pradesh), National Capital Region (Delhi), Nabha (Punjab) and such other State(s) in India wherein the company has its operation; and
- (d) Board may decide to undertake the activities either by itself or through a registered trust or a registered society or a company established by the company, or its holding or subsidiary or associate company under Section 8 of the Act or otherwise.

Company has been carrying out CSR activities mainly in the field of promoting education, rural area development, empowerment of weaker section, environment sustainability, sanitation, healthcare, vocational skills and livelihood enhancement etc.

2. Composition of CSR Committee:

Sl. 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.	Mr. Uday Harsh Khemka	Chairman	2	2
2.	Mr. Nand Lal Khemka	Member	2	2
3.	Mr. Prithvi Raj Khanna	Member	2	2
4.	Mr. Shiv Vikram Khemka	Member	2	2
5.	Mr. Vijay Shrinivas	Member	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:** : Composition of CSR Committee can be accessed at <https://indagrubber.com/investorrelation/detail/4/33>. The Board adopted the CSR policy, which is uploaded at Company website the web link for the same is https://indagrubber.com/uploads/document/CSR_Policy1.pdf

Details of the CSR activities undertaken at Indag and the CSR projects approved by the Board can be accessed at - <https://indagrubber.com/investorrelation/detail/1/9>

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 (attach the report):** **Not Applicable**
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:**

Sl. No.	Financial Year	Amount available for set-off from preceding Financial Years (in Rs.)	Amount required to be set-off for the Financial Year, if any (in Rs.)
1	2021-22	12,25,067	4,00,000

6. **Average net profit of the Company as per section 135(5):** **Rs. 7,17,51,000**

7. (a) **Two percent of average net profit of the Company as per section 135(5):** **Rs. 14,35,000**

Add: Amount unspent brought forward: Nil

- (b) **Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years:**

Nil

- (c) **Amount required to be set off for the financial year, if any:** **Rs. 4,00,000**

- (d) **Total CSR obligation for the Financial Year (7a+7b-7c):** **Rs. 10,35,000**

8. (a) CSR amount spent for the Financial Year: Rs. 35,50,300

Total Amount Spent for the Financial Year. (In Rs.)	Amount Unspent (In Rs.)			
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).	
	Amount.	Date of transfer.	Name of the Fund	Amount.
35,50,300	Nil	Nil	Nil	Nil

(b) Details of CSR amount spent against on-going projects for the Financial Year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. 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 (in Rs.).	Amount spent in the current Financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation -Through Implementing Agency	Mode of Implementation -Through Implementing Agency	
				State	District						Name	CSR Registration number.
Nil												

(c) Details of CSR amount spent against other than on-going projects for the Financial Year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project.		(6) Amount spent for the project (in Rs.)	(7) Mode of implementation - Direct (Yes/No).	(8) Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number.
1	Project Chetna (Agriculture)	Rural Development Project	Yes	Himachal Pradesh	Nalagarh	8,00,000	No	Youthreach	CSR000000803
2	Support to Primary Schools	Promoting Education	No	Punjab	Nabha	25,00,000	No	The Nabha Foundation	CSR000000802
3	Support to orphan students	Promoting Education	Yes	Himachal Pradesh	Nalagarh	2,04,000	Yes	NA	NA
4	Waste Management	Environmental Sustainability	Yes	Himachal Pradesh	Nalagarh	8,000	Yes	NA	NA
5	Promote rural sports	Rural development	Yes	Himachal Pradesh	Nalagarh	38,300	Yes	NA	NA
Total						35,50,300			

- (d) Amount spent in Administrative Overheads: Nil
- (e) Amount spent on Impact Assessment, if applicable: Nil
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): 35,50,300
- (g) Excess amount for set off, if any

Sl. No.	Particular	Amount (In Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)*	10,35,000
(ii)	Total amount spent for the Financial Year	35,50,300
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	25,15,300
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	25,15,300

* After deducting part of excess amount spent in FY 2021-22 available for set-off

9. (a) Details of Unspent CSR amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (In Rs.)	Amount spent in the reporting Financial Year (In Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding Financial Years. (In Rs.)
				Name of the Fund	Date of transfer.	
1	2021-22	Nil	-	Nil	Nil	Nil
2	2020-21	Nil	-	Nil	Nil	Nil
3	2019-20	Nil	1,98,000	Nil	Nil	Nil
Total			1,98,000			

(b) Details of CSR amount spent in the Financial Year for on-going projects of the preceding Financial Year(s):

(1) Sl. No.	(2) Project ID.	(3) Name of the Project.	(4) Financial Year in which the project was commenced.	(5) Project duration.	(6) Total amount allocated for the project (in Rs.).	(7) Amount spent on the project in the reporting Financial Year. (in Rs.)	(8) Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	(9) Status of the project - Completed / Ongoing.
					Nil			

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year: Nil

(asset-wise details)

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

Vijay Shrinivas
(Chief Executive Officer & WTD)
DIN: 08337007
Place : New Delhi

Uday Khemka
Chairman of the Committee
DIN: 00323609
Place : London

Date :May 05, 2023

Particulars of Employees
**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013
READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL
PERSONNEL) RULES, 2014**

Requirements of Rule 5(1)		Details	
(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Mr. Nand Lal Khemka	- 700:31 (2229%)
		Mr. Vijay Shrinivas	- 1317:31(4195%)
		Mr. Prithvi Raj Khanna	- 109:31(348%)
		Mr. Raj Kumar Agrawal	- 108:31 (345%)
		Ms. Bindu Saxena	- 93:31(295%)
		Mr. Harjiv Singh	- 107:31(340%)
(ii)	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Directors	
		Mr. Nand Lal Khemka	- 2%
		Mr. Vijay Shrinivas*	- 11%
		Mr. Prithvi Raj Khanna	- (6%)
		Mr. Raj Kumar Agrawal*	- 32%
		Ms. Bindu Saxena	- 25%
		Mr. Harjiv Singh	- (13%)
		Key Managerial Personnel	
		Mrs. Manali D Bijlani(CS)	- 12%
		Mr Anil Bhardwaj(CFO)	- 13%
(iii)	the percentage increase in the median remuneration of employees in the financial year;	9.22%	
(iv)	the number of permanent employees on the rolls of company;	293 employees as on 31.03.2023	
(v)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average Salary increase of non-managerial employees is 10.69%.	
		Average Salary increase of managerial employees (Directors) is 8.25%.	
(vi)	affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2023 is as per the Remuneration Policy of the Company	

**Mr. Vijay Shrinivas and Mr. Raj Kumar Agrawal were appointed as Director of the Company w.e.f. June 01, 2021 and June 15, 2021 respectively. Therefore, for calculating increase in remuneration, their remuneration for FY 2021-22 has been annualised.*

For and on behalf of the Board of Directors
Indag Rubber Limited

Nand Lal Khemka

Chairman & Managing Director
DIN: 00211084

Place : New York
Date : May 5, 2023

**INFORMATION AS PER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014
LIST OF TOP 10 EMPLOYEES IN TERMS OF REMUNERATION DRAWN DURING THE YEAR**

Sl. No.	Name	Designation	% of equity shares	Relationship with other Directors	Nature of Employment, whether contractual or otherwise	Gross Remuneration received (Amt. in Rs.)	Qualifications	Date of Commencement of Employment	Exp.	Age (in years)	Last Employment
1	Mr. Vijay Shrivastava	Chief Executive Officer & Whole Time Director	Nil	Nil	Business Head (Contractual)	1,58,05,965	B. Tech, MBA (IIFT)	27.04.2018	24 years	51	Arvind Ltd.
2	Mr. Nand Lal Khemka	Chairman cum Managing Director	0.07	Relative of Mr. Shiv Vikram Khemka and Mr. Uday Harsh Khemka	Business Head (Contractual)	84,00,000	MS in Foreign trade and masters Degree in Business Administration from Columbia University, New York, USA	02.06.1978	Over 51 years	88	Promoter and Chairman of Indag Rubber Limited since incorporation
3	Mr. Bijendra Kashyap	Sr. General Manager (Plant)	Nil	Nil	Regular	55,66,712	B.Sc.	01.12.2010	47 years	70	ATC Tyre Ltd.
4	Mr. Krishan Kumar Awasthi	Sr. Deputy General Manager (Plant)	Nil	Nil	Regular	50,49,309	M.Sc Chemistry, LIRI	03.03.2015	48 years	66	Continental India Ltd.
5	Mr. Rohit Kapoor	Sr. General Manager (Marketing)	Nil	Nil	Regular	47,68,925	Management Programme (IIM Lucknow), B.Sc.(Computer Science)	10.11.2018	28 years	51	Shell India Market Pvt. Ltd.
6	Mr. Rahul Saxena	General Manager Technical Service	Nil	Nil	Regular	40,53,381	B.E., MBA (SCDL Pune)	21.12.2021	25 years	45	Rivigo Service Pvt Ltd
7	Mr. Anil Bhardwaj	General Manager (Accounts) & CFO	0.00004	Nil	Regular	39,56,241	B.Com., CMA	01.07.2010	32 years	54	Berger Paints Ltd.
8	Ms. Manali D. Bijlani	Company Secretary	Nil	Nil	Regular	30,18,437	B.Sc (Microbiology), F.C.S., LL.B.	08.03.2004	26 years	51	Rajdoot Paints Ltd.
9	Mr. T. Siva Kumar	Sr.D.G.M Sales & Marketing	Nil	Nil	Regular	27,30,504	BE (Ag) , PGDBM PGDBM SALES & MKTG.	01.04.2020	27 years	50	Elgi Rubber
10	Mr. Govind Sharma	DGM (Sales)	Nil	Nil	Regular	25,97,768	B.Sc.(MATHS)	01.04.2019	16 years	40	Michelin India Pvt. Ltd.

For and on behalf of the Board of Directors
Indag Rubber Limited



Nand Lal Khemka
Chairman & Managing Director
DIN: 00211084

Place : New York
Date : May 5, 2023

FORM NO. MR - 3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023**

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

**To,
The Members
Indag Rubber Limited
(CIN: L74899DL1978PLC009038)
11, Community Centre, Saket
New Delhi -110017**

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Indag Rubber Limited** (hereinafter referred to as "**the Company**"), having its Registered Office situated at 11, Community Centre, Saket, New Delhi - 110017. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

- I. The Companies Act, 2013 ('the Act') and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, if any;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not Applicable as the Company has not issued any further share capital during the financial year under review];**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **[Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the financial year under review];**

- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not applicable as the Company has not issued and listed any non-convertible securities during the financial year under review];**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued **[Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent];**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **[Not applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the financial year under review]; and**
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the Financial Year under review].**

VI. Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:

- 1. The Indian Boilers Act, 1923
- 2. The Indian Boiler Regulations, 1950
- 3. The Rubber Act, 1947
- 4. The Rubber Rules, 1955

For the compliances of Environmental Laws, Labour Laws & other General Laws, our examination and reporting is based on the documents, records and files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws.

The compliance by the Company of applicable financial laws, like Direct and Indirect Tax Laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

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

- 1. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015").
- 2. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
- 3. General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 2/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs to hold Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India for dispensation of dispatching the physical copies of financial statement and annual report.
- 4. The company has duly complied with the provisions of Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading Regulations), 2015 with respect to maintenance of Structural Digital Database.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, circulars, notifications etc. mentioned above. Further, it is recommended that for the better governance and compliance of the applicable laws including SEBI circulars and Secretarial Standards, the company shall be followed the same in letter and spirit.

We further report that

- The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director during the period under review. Further no changes in the composition of the Board of Directors took place during the period under review.
- Adequate notice(s) were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

As per the records, the Company generally filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act.

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

We further report that during the audit period the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:

1. The members of the Company in 43rd Annual General Meeting held on July 28, 2022, declared approved for declaration of final dividend of Rs. 1.50/- (i.e. 75%) per equity share having face value of Rs. 2/- each of the company for the financial year 2021-22.
2. The Board of Directors of the Company in its Meeting held on November 7, 2022, declared an interim dividend of Rs. 0.90/- (i.e. 45%) per equity share having face value of Rs. 2/- each of the company for the financial year 2022-23.
3. The members of the Company in 43rd Annual General Meeting held on July 28, 2022, approved the re-appointment of M/s Khanna & Annadhanam, Chartered Accountants (FRN. 001297N) as the Statutory Auditor of the company for the period of five financial years until the conclusion of the 48th Annual General Meeting of the Company.

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No.: 734 / 2020

Date: 05.05.2023
Place: New Delhi
UDIN: F005123E000266551

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

Note: This report is to be read with 'Annexure' attached herewith and form an integral part of this report.

**To,
The Members
Indag Rubber Limited
(CIN: L74899DL1978PLC009038)
11, Community Centre, Saket
New Delhi -110017**

Our Secretarial Audit Report of even date, for the financial year ended March 31, 2023 is to be read along with this letter:

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.
2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances as produce before us.
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. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. We have conducted verification & examination of records, as facilitated by the Company, for the purpose of issuing this Report.

**For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No.: 734 / 2020**

**Date: 05.05.2023
Place: New Delhi
UDIN: F005123E000266551**

**CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

IMF has projected global GDP growth to decelerate to 2.8% in CY23 from 3.4% in CY22 due to developments related to instability in financial sector, expectations of steeper interest rate hikes by major central banks to fight inflation and spillover effects from the war in Ukraine with gas supplies from Russia to Europe tightening. The growth in China is expected to rebound sharply to 5.2% in 2023 from 3% in 2022 led by a removal of Covid-19 restrictions.

As per IMF, despite the shocks of COVID-19, the Russian-Ukraine conflict, and synchronized policy rate hikes by central banks to curb inflation, India Continues to be the fastest-growing major economy in FY24, with a projected GDP growth rate of 5.9%.

India's economy has position itself to ascend to the pre-pandemic growth path. However, high inflation, aggressive tightening of monetary policies by advanced economies, opening up of China and an unstable labor market remain major challenges.

The growth of Tyre Retreading Industry is primarily dependent on the usage of Heavy Commercial Vehicles. During the FY2023, the industry registered growth due to post COVID recovery and is expected to return to pre-pandemic levels by FY 2024. The Commercial vehicle segment has made a sharp recovery and is growing at a positive rate.

The Ministry of Environment in India published Extended Producer Responsibility ("EPR") for Waste Tyre Policy in July 22. EPR policy included retreading as an integral part of the Policy, thereby recognizing retreaders as an essential part of the waste tyre management system. Under this Policy, tyre companies would give a big push to retreading industry because whatever is produced by tyre companies, they are expected to get certificates from reclaim manufacturers/re treaders. We expect that the Government's increased focus on sustainability will help the industry perform better.

OPPORTUNITIES AND THREATS

The demand trajectory is improving due to the growth in the industrial and construction activities along with various government initiatives. Infrastructure, real estate, transportation, and logistics, as well as rising radialization, formalization of value chains, and significant demand for new tyre replacement, are anticipated to promote this business.

Additionally, the current budget policy of the government for infrastructure-related projects has had a significant impact on the economy, leading to increased consumption of raw materials like steel and cement, which will drive demand for trucks going ahead.

During the year, the Company has taken measures to improve quality and focus on increasing outreach to improve brand presence by strengthening organized retreaders and focusing on fleets. This is helping to create value for fleet owners & operators by bringing down tyre costs and reducing cost per km.

Increase in commodity prices, inflation, and supply chain disruptions could have a negative impact on the margins of the Company. In addition to these factors, several other events could also contribute to the challenging business environment such as El Nino impacting agricultural output, the opening up of China leading to increased competition for resources, outcome of geopolitical tensions due to Russia-Ukraine conflict, and OPEC reducing oil production leading to higher oil prices. We need to monitor these trends closely and develop strategies to mitigate their impact on their operations and margins

OUTLOOK

Retreading is one of the most sustainable solution and safe alternative to new tyres with massive amounts of environmental savings in raw materials, (oil, natural rubber, steel), reduced carbon emissions and landfill of used casings. Growing demand for sustainable & cost-effective tyres, the expansion of the logistics industry, and rising freight demand combined with improvements in road infrastructure resulting in faster movement of goods, will boost the growth of Retreading Industry. Other contributing factors include increasing radialization, higher capacity trucks, and regulatory action against overloading. Moreover, the formalization of businesses due to demonetization and the implementation of GST presents a significant growth lever for the industry. Currently, only half of the retreading industry is organized, and this is expected to increase gradually in the coming years. This trend towards formalization can lead to the adoption of advanced technology, improving the quality of retreaded tyres, and increasing the market share of branded retreading products

RISKS AND CONCERNS

The company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor various risks. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the same through a properly defined framework.

During the year, a risk analysis and assessment was conducted and no major risks were noticed, which may threaten the existence of the company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control systems and procedures designed to effectively control the operations at its Head Office, Plants and Depots. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. The Company has well designed Standard Operating Procedures.

Independent Internal Auditors conduct audit covering a wide range of operational matters and ensure compliance with specified standards. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements including the Financial Reporting System and Compliance to Accounting Policies and Procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the Internal Controls and Systems followed by the company.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirement of the Companies Act, 2013 and applicable Accounting Standards issued by the Institute of Chartered Accountant of India.

(Rs. in Lakh)

Sl. No.	Particulars	Year ended		Year ended	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
		Standalone		Consolidated	
1.	Revenue from operations	24,385.53	16,692.52	Not Applicable	16,692.52
	Other income	838.79	640.98		648.04
2.	Total income	25,224.32	17,333.50		17,340.56
3.	Expenses				

	Cost of materials consumed	17,506.06	12,150.73	Not Applicable	12,150.73
	Purchases of stock in trade	58.99	17.55		17.55
	Changes in inventories of finished goods, stock-in-trade and work in progress	(132.25)	(152.44)		(152.44)
	Employee benefits expense	2,211.55	2,065.85		2,065.85
	Depreciation and amortisation expense	445.71	418.27		418.27
	Finance costs	32.89	16.83		16.83
	Other expenses	3,377.32	2,530.26		2,550.28
4.	Total expenses	23,500.27	17,047.05		17,067.07
5.	Profit before Share of Profit/(loss) of Joint Venture and tax	1,724.05	286.45		273.49
6.	Share of loss of Joint Venture	-	-		47.41
7.	Profit before exceptional items	1,724.05	286.45		226.08
8.	Exceptional Items	-	-		-
9.	Profit/(loss) before tax	1,724.05	286.45		226.08
10.	Tax expense				
	Current tax	404.06	43.62		61.49
	Deferred tax	(2.47)	(7.29)		(7.29)
	Income tax adjustment for earlier years	(1.20)	(9.06)		(9.06)
11.	Total tax expense	400.39	27.27		45.14
12.	Profit after tax	1,323.66	259.18		180.94
13.	Profit / (loss) after tax from discontinued operations	-	-		24.26
14.	Profit/(loss) for the year	1,323.66	259.18		205.20
15.	Other Comprehensive Income (net of tax)	(166.91)	1,306.45		1,312.39
16.	Total Comprehensive Income	1,156.75	1,565.63		1,517.59

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

During the year the Company had cordial relations with workers, staff and officers. The shop floor management is done through personal touch, using various motivational tools and meeting their training needs. The company has taken steps for safety of employees and implemented regular safety audit, imparted machine safety training, wearing protective equipment etc.

The Company believes in empowering its employees through greater knowledge, team spirit and developing greater sense of responsibility. On the job training as well as classroom training by way of seminars, conventions, functional and managerial programs for capability development and building technical expertise were attended by respective functions such as Sales & Marketing, Finance & Accounts, Procurement, Supply Chain, HR etc. There were 293 regular employees as at March 31, 2023.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The significant changes in the key financial ratio of the Company, which are more than 25% as compared to the previous year are as given below-

Sl.No.	Particulars	FY 2022-23	FY 2021-22	Change (%)	Explanations
(i)	Operating Profit Margin (%)	7.20	1.82	296%	Improved operations of the Company and supply chain post COVID-19 disruptions.
(ii)	Net Profit Margin (%)	5.43	1.55	250%	Increase in revenue from operations.
(iii)	Interest Coverage Ratio	66.97	42.87	56%	Increase in revenue from operations.
(iv)	Debt Equity Ratio	0.19	0.13	46%	Increase in trade payables.
(v)	Return on Net Worth	5.60	7.94	-29%	Reduction in other comprehensive income due to lower income from investments.

For and on behalf of the Board of Directors
Indag Rubber Limited

Place : New York
Date : May 5, 2023

Nand Lal Khemka
Chairman & Managing Director
DIN: 00211084

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In accordance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Indag Rubber Limited is as under:

I. Company's Philosophy on Code of Governance

The Company recognizes the importance of good Corporate Governance, which is a tool for building a strong and everlasting beneficial relationship with the customers, suppliers, bankers and more importantly with the investors.

The Company believes that its key decisions must serve the underlying goals of enhancing shareholders' value over a sustained period of time, and achieving the definite and measurable performance targets.

II. Board of Directors

(a) Composition of the Board

As on March 31, 2023, the Board comprised of eight directors, which include two executive directors and six non-executive directors. Out of six Non-Executive Directors, four Directors are Independent. The Board is primarily responsible for the overall management of the Company's business.

The composition of the Board of Directors as on March 31, 2023 with their attendance at the Board Meetings held during the year 2022-2023 and at the last Annual General Meeting is given below:

DIN	Name of the Directors	Number of Board Meetings attended during F.Y. (22- 23)	Attendance at the last AGM held on 28.07.2022	Relationship with other Directors	Number of shares and convertible instruments held by Non-Executive Directors
00167802	Ms. Bindu Saxena	4/4	Yes	Nil	Nil
00507695	Mr. Harjiv Singh	4/4	Yes	Nil	Nil
00211084	Mr. Nand Lal Khemka (Chairman cum Managing Director)	4/4	Yes	Relative of Mr. Shiv Vikram Khemka and Mr. Uday Harsh Khemka	-
00048800	Mr. Prithvi Raj Khanna	4/4	Yes	Nil	5,000
00177578	Mr. Raj Kumar Agrawal	4/4	No	Nil	Nil
01214671	Mr. Shiv Vikram Khemka	3/4	Yes	Relative of Mr. Nand Lal Khemka and Mr. Uday Harsh Khemka	12,50,750 (joint holding with Mrs. Urvashi Khemka)
00323609	Mr. Uday Harsh Khemka	4/4	Yes	Relative of Mr. Nand Lal Khemka and Mr. Shiv Vikram Khemka	12,50,750 (Joint Holding with Mrs.Nitya Khemka)
08337007	Mr. Vijay Shrinivas	4/4	Yes	Nil	-

Present Directorship in other Companies and Committee Position (Including Indag Rubber Limited)-

Sl. No.	Name of Director	Number of Directorship held in Public Companies (including Indag Rubber Ltd.)*	Directorship held in Public Companies and Committee Position(s)			
			Name of the company	Listed or Non-Listed	Committee(s)**	Position
1.	Ms. Bindu Saxena	4	Inox Wind Limited Non-Executive (Independent)	Listed	Audit Committee	Member
			Inox Green Energy Services Limited Non-Executive (Independent)	Listed	Audit Committee	Member
			Indag Rubber Limited Non-Executive (Independent)	Listed	Nil	Nil
			Eros International Media Limited Non-Executive (Independent)	Listed	Audit Committee	Member
2.	Mr. Harjiv Singh	1	Indag Rubber Limited Non-Executive (Independent)	Listed	i) Audit Committee ii) Stakeholders' Relationship Committee	Member Chairman
3.	Mr. Nand Lal Khemka	2	Indag Rubber Limited Executive (Interested)	Listed	i) Audit Committee ii) Stakeholders' Relationship Committee	Member Member
			Unipatch Rubber Limited Non-Executive (Interested)	Non-Listed	Nil	Nil
4.	Mr. Prithvi Raj Khanna	2	Indag Rubber Limited Non-Executive (Independent)	Listed	Audit Committee	Member
			DCM Shriram Industries Limited Non-Executive (Independent)	Listed	i) Audit Committee ii) Stakeholders' Relationship Committee	Chairman Chairman
5.	Mr. Raj Kumar Agrawal	2	Indag Rubber Limited Non- Executive (Independent)	Listed	Audit Committee	Member
			Orient Paper & Industries Limited Non-Executive (Independent)	Listed	Audit Committee	Member
6.	Mr. Shiv Vikram Khemka	1	Indag Rubber Limited Non-Executive (Interested)	Listed	Nil	Nil
7.	Mr. Uday Harsh Khemka	1	Indag Rubber Limited Non-Executive (Interested)	Listed	Nil	Nil
8.	Mr. Vijay Shrinivas	1	Indag Rubber Limited Executive (Interested)	Listed	Stakeholders' Relationship Committee	Member

**It does not include Alternate Directorship, Directorship in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and private limited companies.*

*** Membership / Chairmanship of only Audit Committee and Stakeholders' Relationship Committee in all public limited companies (including Indag Rubber Limited) have been considered.*

(b) Board Meetings

Four meetings of the Board of Directors were held during the year, viz. on April 23, 2022, August 10, 2022, November 07, 2022, January 25, 2023.

(c) Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on January 25, 2023. All Independent Directors were present in the meeting, except Mr. Harjiv Singh.

(d) Familiarization Programmes imparted to Independent Directors

Independent Directors of the Board are familiarized through updates on nature of industry in which the company operates, company's performance and future outlook related to business, operations, expansion, strategy, budgets, financial statements, besides relevant regulatory updates. The web link of the Familiarization Programmes imparted to Independent Directors is <https://indagrubber.com/investorrelation/detail/4/22>

(e) Evaluation of the Board's Performance

Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee. The evaluation process for the financial year 2022-2023 has been completed.

A chart or a matrix setting out the skills/expertise/competence of the board of directors is as under:-

No	Name of the Directors	Competencies					
		Financial Literacy	Industry experience & knowledge	Leadership & Strategic Planning	Legal & Governance	Technology & Innovation	Risk Management
1	Ms. Bindu Saxena	✓		✓	✓		✓
2	Mr. Harjiv Singh	✓		✓			✓
3	Mr. Nand Lal Khemka	✓	✓	✓		✓	✓
4	Mr. Prithvi Raj Khanna	✓		✓	✓		✓
5	Mr. Raj Kumar Agrawal	✓		✓	✓		✓
6	Mr. Shiv Khemka	✓	✓	✓		✓	✓
7	Mr. Uday Khemka	✓	✓	✓		✓	✓
8	Mr. Vijay Shrinivas	✓	✓	✓		✓	✓

(f) All the Independent Directors fulfill the conditions specified in the SEBI (LODR) Regulations and are independent of the management.

(g) During the year, no Independent Director has resigned before the expiry of his tenure.

III. Audit Committee

(a) Brief description of terms of reference

Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence,

performance and remuneration of the statutory auditors including the cost auditors, the performance of internal auditors and the Company's risk management policies. 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.

Audit Committee invites CEO & Whole Time Director, Chief Financial Officer, representative of Statutory Auditors, Internal Auditors and Cost Auditors for meeting(s), to provide inputs on issues relating to accounts, taxation, internal audit finding, internal controls, risk managements etc.

(b) Composition, meeting and attendance

Audit Committee comprised of Four directors as on March 31, 2023 out of which three were non-executive (Independent) directors and one was executive director having financial management expertise. Chairman of the committee, Mr. Raj Kumar Agrawal (Independent Director) was not present at the last Annual General Meeting. Mr. Raj Kumar Agrawal was designated as Chairman of the Committee with effect from August 10, 2022.

Company Secretary acts as the secretary to the Audit Committee.

Four meetings of the Audit Committee were held during the year viz. on April 23, 2022, August 10, 2022, November 06, 2022, January 24, 2023 respectively. The details of the members, chairperson and their attendance at the meetings are as follows:

Name of the Director	Position	Category	No. of meetings attended
Mr. P. R. Khanna	Chairman	Non-Executive Independent Director	4 of 4
Mr. Harjiv Singh	Member	Non-Executive Independent Director	4 of 4
Mr. Nand Lal Khemka	Member	Executive Promoter Director	4 of 4
Mr. Raj Kumar Agrawal	Member	Non-Executive Independent Director	4 of 4

IV. Nomination and Remuneration Committee

(a) Brief description of terms of reference

The Nomination and Remuneration Committee assists 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 and 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 Requirements) Regulations, 2015 as well as section 178 of the Companies Act, 2013.

(b) Composition, meeting and attendance

Three meetings of the Nomination and Remuneration Committee were held during the year viz. on April 23, 2022, August 10, 2022 and January 24, 2023. The composition of the Nomination and Remuneration Committee, names of members & chairperson and details of their attendance at the meetings are as follows:

Name of the Director	Position	Category	No. of meetings attended
Mr. P. R. Khanna	Chairman	Non-Executive Independent Director	3 of 3
Ms. Bindu Saxena	Member	Non-Executive Independent Director	3 of 3
Mr. Harjiv Singh	Member	Non-Executive Independent Director	2 of 3
Mr. Nand Lal Khemka	Member	Executive Promoter Director	3 of 3

Mr. Prithvi Raj Khanna, Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting.

(c) Performance evaluation criteria for Independent Directors-

Broad parameters for evaluating the performance of Independent Directors amongst other include their qualification, experience, participation at the Board/ Committee meetings, understanding and discharging their roles and responsibilities, ability to function as a team, exercise of independent judgment, prudence, commitment and ability to contribute and monitor corporate governance practices, adherence to the code of conduct, maintaining independence and integrity.

V. Remuneration of Directors

- (a)** There was no pecuniary relationship or transaction between the non-executive directors and the company during the financial year 2022-2023.

(b) Criteria of making payments to Non-Executive Directors

Sitting fees and profit related commission is paid to non-executive directors based on their contribution and participation in the meeting of the Board or Committees thereof.

Payment criteria of non-executive directors are given in the Nomination and Remuneration Policy. The web link for the same is https://indagrubber.com/uploads/document/PAYMENTS_TO_DIRECTORS.pdf

- (c) Details of remuneration to directors:** Company has paid following remuneration to directors during the year under review, which is in accordance with the section 178(4) read together with schedule V of the Companies Act, 2013.

(i) Non-Executive Directors

The non-executive directors are paid sitting fee and profit related commission. Profit related commission of a sum not exceeding one percent of the net profits of the Company calculated in accordance with the provisions of section 197 and 198 read with Schedule V of the Companies Act, 2013, is divided amongst the non-executive directors as recommended by the Nomination and Remuneration Committee and determined by the Board, broadly on the basis of contribution made at the Board meeting(s) as well as various Committee meeting(s) and the time spent on operational matters. In case of inadequate profits, non-executive directors are paid commission as per the provisions of Schedule V of the Companies Act, 2013 (as amended vide MCA Notification dated 18th March 2021).

Non-executive directors are paid sitting fee of Rs. 1,00,000/- for attending the Board meetings, Rs. 50,000 for Audit Committee Meetings and Independent Directors meeting and Rs. 20,000/- per meeting for attending other Committee meetings. No sitting fee is paid for attending the meetings of CSR Committee, as decided by the Board.

(ii) Executive Director

The appointment and payment of remuneration of the executive directors is governed by resolutions passed by the shareholders of the company. A separate service contract is not entered into by the company with executive directors.

The remuneration of the Executive Directors is fixed keeping in view their qualifications, experience, their past performance and also remuneration paid to the Executive Directors of other companies which are similar to the Company in terms of nature of business, size and complexity.

- (iii) Elements of remuneration paid to the executive and non-executive directors during the financial year 2022-2023 are given below-

Name of Director	Salary (in Rs.)	Perquisite (in Rs.)	Sitting fee (in Rs.)	Bonus/ Profit related commission for the year 2022-2023 (in Rs.)	Total (in Rs.)
Category A- Executive Directors					
Mr. Nand Lal Khemka Chairman cum Managing Director	84,00,000	-	-	-	84,00,000
Mr. Vijay Shrinivas CEO & Whole Time Director	1,24,78,840	5,53,125	-	27,74,000	1,58,05,965
Category B- Non Executive Directors					
Ms. Bindu Saxena Independent Director	-	-	5,10,000	6,00,000	11,10,000
Mr. Harjiv Singh Independent Director	-	-	6,80,000	6,00,000	12,80,000
Mr. Prithvi Raj Khanna Independent Director	-	-	7,10,000	6,00,000	13,10,000
Mr. Raj Kumar Agrawal Independent Director	-	-	6,50,000	6,00,000	12,50,000
Mr. Shiv Khemka	-	-	Nil	Nil	Nil
Mr. Uday Khemka	-	-	Nil	Nil	Nil

- iv. The office of Whole Time Director can be terminated with three months' notice from either side.
- v. No severance fee is payable to any director.
- vi. Stock option details - Company does not have any stock option scheme.
- vii. There are no other performance linked incentives paid by the Company.

VI. Stakeholders' Relationship Committee

- (i) Stakeholders' Relationship Committee looks into shareholders' and investors' grievances. Mr. Harjiv Singh, Non-executive Independent Director is the Chairman of the Committee.

The Board has designated Ms. Manali D. Bijlani, Company Secretary as the Compliance Officer.

(ii) Composition and attendance-

Sl. No.	Name of the Director	Category	No. of meetings attended
1	Mr. Harjiv Singh	Non-Executive Independent Director	2 of 2
2	Mr. Nand Lal Khemka	Executive (Interested)	2 of 2
3	Mr. Vijay Shrinivas	Executive (Interested)	2 of 2

- (iii) No. of investors' complaints received by the RTA/ Company during the year: 3

No. of complaints not solved to the satisfaction of shareholders during the year: Nil

No. of complaints pending as at March 31, 2023: Nil

VII. General Body Meetings

(a) The details of the last three Annual General Meetings held are as under:

AGM	Day	Date	Time (Ist)	Venue	Whether Special Resolution passed
41st	Friday	September 25, 2020	3:30 P. M.	11, Community Centre, Saket, New Delhi 110017. (Held through Video Conferencing)	No
42nd	Thursday	September 30, 2021	3:30 P. M.	11, Community Centre, Saket, New Delhi 110017. (Held through Video Conferencing)	Appointment of Mr. Vijay Shrinivas as the Wholetime Director for a period of three years with effect from June 01, 2021.
43rd	Thursday	July 28, 2022	3:00 P. M.	11, Community Centre, Saket, New Delhi 110017. (Held through Video Conferencing)	No

(b) Details on Postal Ballot

Sl.No.	Particular	Status
1.	Whether any special resolution passed last year through postal ballot – details of voting pattern	No
2.	Person who conducted the postal ballot exercise	NA
3.	Whether any special resolution is proposed to be conducted through postal ballot	None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot. None of the business is approved by the Board which requires passing of a special resolution through postal ballot.
4.	Procedure for postal ballot	As given in Section 110 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VIII. Means of Communication

Sl.No.	Particular	Status
a.	Quarterly results	Quarterly / Half-yearly/ Annual Financial Results are e-filed with BSE.
b.	Newspaper wherein results are normally published	Business Standard or Mint or Hindustan
c.	Website where displayed	Placed on company's website www.indagrubber.com
e.	Whether website displays official news release	Financial information, shareholding pattern, codes & polices etc. are updated on website www.indagrubber.com
e.	Presentation made to institutional investors or analysts	Uploaded on company website and also filed with BSE Limited

IX. General Shareholders' Information

(i) Annual General Meeting to be held:

Day	:	Thursday
Date	:	August 3, 2023
Time	:	3:00 P.M. IST.
Venue	:	Registered office of the Company situated at 11 Community Centre, Saket, New Delhi-110017.

(ii) **Financial Year** : April 01, 2022 to March 31, 2023

(iii) **Dividend Payment Date** : Interim Dividend- November 25, 2022
: Final Dividend-within prescribed time period

(iv) Stock Exchanges on which the Company's Shares are listed

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001
The Listing Fees as applicable have been paid within prescribed time period.

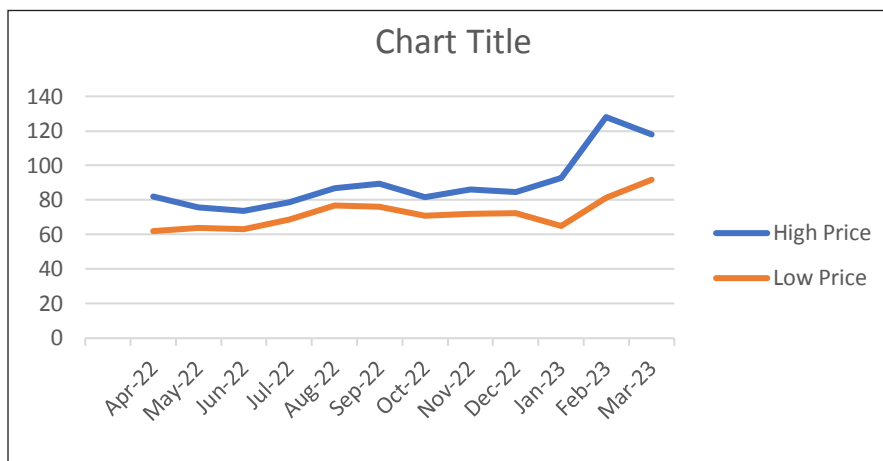
(v) Stock Code

ISIN under Depository System	INE802D01023
BSE Limited	509162

(vi) Market Price Data: High/Low during each month during the financial year 2022-2023

The details of Monthly High and Low price(s) on BSE Limited for the financial year 2022-2023 are as under:

Month	Monthly High	Monthly Low	S&P BSE SENSEX Performance (Monthly High)	S&P BSE SENSEX Performance (Monthly Low)
April, 2022	81.90	62.00	60,845.10	56,009.07
May, 2022	75.80	64.00	57,184.21	52,632.48
June, 2022	73.70	63.00	56,432.65	50,921.22
July, 2022	78.50	68.55	57,619.27	52,094.25
August, 2022	86.95	77.00	60,411.20	57,367.47
September, 2022	89.45	76.10	60,676.12	56,147.23
October, 2022	81.70	71.00	60,786.70	56,683.40
November, 2022	86.00	72.00	63,303.01	60,425.47
December, 2022	84.50	72.35	63,583.07	59,754.10
January, 2023	92.90	65.00	61,343.96	58,699.20
February, 2023	128.00	81.45	61,682.25	58,795.97
March, 2023	118.00	91.75	60,498.48	57,084.91



Monthly High and Low of Share Price movement of the Company

(vii) **In case the securities are suspended from trading, reason thereof-** No order was passed for company's securities being suspended from trading.

(viii) **Registrar & Share Transfer Agent:**

Skyline Financial Services Private Limited,
D-153/A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020
Phone No.: 011-26812682-83
E-mail id- grievances@skylinerta.com, Website- www.skylinerta.com

(ix) **Share Transfer System:**

SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialized form. Further, SEBI vide its circular dated 25.1.2022, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificates, endorsement, subdivision/splitting/ consolidation of certificate, transmission and transposition can also be processed in dematerialized form only. The Company has appointed Skyline Financial Services Private Limited as the Registrar and Share Transfer Agent for above requests.

(x) **Distribution of Shareholding as on March 31, 2023:**

No. of equity shares held (Nominal Value)	Number of shareholder	% to total numbers	Shareholding amount (Rs.)	% to total amount
Up To 5,000	6,507	96.70	32,86,010	6.26
5,001 To 10,000	94	1.40	7,27,402	1.39
10,001 To 20,000	56	0.83	7,83,432	1.49
20,001 To 30,000	24	0.36	5,75,370	1.10
30,001 To 40,000	9	0.13	3,11,282	0.59
40,001 To 50,000	2	0.03	92,810	0.18
50,001 To 1,00,000	13	0.19	9,28,582	1.77
1,00,000 and Above	24	0.36	4,57,95,112	87.23
Total	6,729	100	5,25,00,000	100

(xi) Categories of Shareholding as on March 31, 2023:

Category	No. of Shares held	% of Shareholding
Promoter and Promoter Group		
Individuals	1,12,80,010	42.97%
Bodies Corporate-Indian	74,59,740	28.42%
Bodies Corporate- Foreign	5,13,000	1.95%
Public		
Individuals shareholders	44,27,507	16.87%
Bodies Corporate	6,18,199	2.36%
Non Resident Indians	2,70,466	1.03%
Resident Indian HUF	1,64,818	0.63%
Firm	2,88,899	1.10%
Trusts	10,603	0.04%
Clearing Members/ House	181	0.001%
Foreign Portfolio Investors	6,19,346	2.36%
Alternate Investment Funds	3,00,000	1.14%
Investor Education and Protection Fund Authority Ministry of Corporate Affairs	2,83,231	1.08%
Unclaimed Suspense Account	14,000	0.05%
Total	2,62,50,000	100.00%

(xii) Dematerialization of shares and liquidity

Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to handle dematerialization of shares.

As on March 31, 2023, a total of 99.2% equity shares which form part of the share capital stand dematerialized. The equity shares are frequently traded on BSE Limited and hence provide liquidity to the investors.

(xiii) Outstanding GDRs/ ADRs/ Warrants/ Convertible instruments

The Company has not issued Global Depository Receipts or American Depository Receipt or Warrants or any Convertible instruments.

(xiv) Commodity Price Risk/ Foreign Exchange Risk and Hedging

The Company did not engage in hedging activities.

(xv) Plant Location :

- (a) Village Jhiriwala, Hadbast No.-73, Nalagarh, District Solan, Himachal Pradesh - 174101
- (b) Plot No.-86, Industrial Area, Bhiwadi, Distt.-Alwar, Rajasthan – 301019 – (DORMANT)

(xvi) Address for Correspondence:

- | | |
|---|---|
| (a) Request for dematerialization of shares, change of mandates/ address or any other query | : Skyline Financial Services Private Limited
D-153/A 1 st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
Phone No.: 011-26812682-83
E-mail id- grievances@skylinerta.com
Website- www.skylinerta.com |
|---|---|

(b) For any investor grievance : The Company Secretary
Indag Rubber Limited
11, Community Centre, Saket,
New Delhi – 110 017.
Phone no.: 011-26963172-73
info@indagrubber.com

(xvii) Credit Risk Rating

During the financial year 2022-2023, the Company has obtained credit rating from ICRA, which has reaffirmed long term rating of “[ICRA] A (Stable)” on Rs. 4 crores (long term fund based) and also reaffirmed a short- term rating of “[ICRA] A1” on Rs. 39.00 crores [(including Rs. 0.50 crore unallocated limits) non fund based facilities].

X. Other Disclosures

- a. During the financial year ended March 31, 2023 there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large.
- b. No penalties were imposed, and no strictures were passed by Stock Exchange or SEBI or any statutory authority on any capital market related matters during the last three years.
- c. The Company has implemented Whistle Blower policy. All the personnel of the company have the access to the Audit Committee.
- d. The Company has complied with the mandatory requirements of the SEBI (LODR) Regulations, 2015 and has adopted various non-mandatory requirements as well, as discussed under relevant headings.
- e. The Company has framed a Material Subsidiary Policy and the same is placed on the Company's website and the web link for the same is <https://indagrubber.com/uploads/document/Policy-for-determining-Material-Subsidiary.pdf>
- f. 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://indagrubber.com/uploads/document/Policy_on_materiality_of_RPT.pdf
- g. The Company did not engage in commodity hedging activities.
- h. The Company has not raised funds through preferential allotment or qualified institution placements as specified under Regulation 32(7A).
- i. A certificate from RMG & Associates, Practicing Company Secretaries is enclosed as **Annexure-A** certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- j. The Board had accepted recommendations, if any, of the Committee(s).
- k. During the year, details of fees paid to the Statutory Auditor by the Company and its Subsidiaries are given below-

Particulars	Continuing operations (Rs. in lakhs)	Discontinued operations (Rs. in lakhs)
As Auditor:		
Audit fees	20.75	-
Tax Audit fees	3.00	-
Certification	0.80	-
Reimbursement of expenses: GST	0.88	-
Total	25.43	-

I. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the financial year 2022-2023, the details of the complaint were as under-

1.	Number of complaints filed during the financial year	Nil
2.	Number of complaints disposed of during the financial year	Not Applicable
3.	Number of complaints pending as on end of the financial year	Nil

- m. The Company has not given any Loans and advances in the nature of loans to firms/companies in which directors are interested.
- n. The Company does not have any material subsidiary.

XI. There has been no instance of non-compliance of any requirement of Corporate Governance Report.

XII. ADOPTION OF DISCRETIONARY REQUIREMENTS

A. The Board

The company has an executive chairperson.

B. Shareholder Rights

Half yearly financial results are forwarded to the Stock Exchanges and uploaded on the website of the Company like quarterly results.

C. Modified opinion(s) in Audit Report

There was no audit qualification in the Auditors' Report on the Company's financial statements.

D. Reporting of Internal Auditor

The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee.

XIII. The company has fully complied with the applicable requirement specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annual Compliance with the Code of Conduct for the Financial Year 2022-2023.

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has received affirmations on compliance with the Code of Conduct for the financial year ended March 31, 2023 from all the Board Members and Senior Management Personnel.

For and on behalf of the Board of Directors
Indag Rubber Limited

Vijay Shrinivas
CEO & Whole Time Director
DIN: 08337007

Date: April 24, 2023
Place : New Delhi

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Indag Rubber Limited
(CIN: L74899DL1978PLC009038)
11, Community Centre, Saket,
New Delhi - 110017

We have examined the relevant registers, records, forms, returns and disclosures received from the directors of **Indag Rubber Limited (CIN: L74899DL1978PLC009038)** having its Registered Office situated at 11, Community Centre, Saket, New Delhi - 110017 (hereinafter referred to as “**the Company**”) produced before us by the Company for the purpose of issuing this certificate, in pursuance of the provisions of 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, as amended from time to time (hereinafter referred to as “**SEBI LODR, 2015**”).

In our opinion and to the best of our information and to the extent of accessibility of the data or information as available and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary by us and explanations furnished to us by the Company and its officers, we hereby certify that none of the Director on the Board of the Company, as stated below, for the Financial Year ended March 31, 2023 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India (“**SEBI**”), Ministry of Corporate Affairs (“**MCA**”) or any such other statutory authority.

S. No.	DIN	Full Name	Designation as on 31.03.2022	Original Date of Appointment
1.	00211084	Mr. Nand Lal Khemka	Managing Director	02-06-1978
2.	00048800	Mr. Prithvi Raj Khanna	Director	20-01-2000
3.	00167802	Ms. Bindu Saxena	Director	08-10-2014
4.	00323609	Mr. Uday Harsh Khemka	Director	08-10-2014
5.	01214671	Mr. Shiv Vikram Khemka	Director	14-08-2015
6.	00507695	Mr. Harjiv Singh	Director	24-05-2018
7.	08337007	Mr. Vijay Shrinivas	Whole Time Director	01-06-2021
8.	00177578	Mr. Raj Kumar Agrawal	Director	15-06-2021

Ensuring the eligibility for the appointment/re-appointment/continuity of a Director on the Board of the Company is the ultimate responsibility of the management of the Company. Our responsibility is to express an opinion on the bases of the disclosures/information provided by the management of the company. 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 RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No. : 734/2020

Date : 05.05.2023
Place: New Delhi
UDIN: F005123E000266538

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 34(3) read with Schedule V Para E of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Indag Rubber Limited
(CIN: L74899DL1978PLC009038)
11, Community Centre, Saket
New Delhi -110017

We have examined the compliance of conditions of Corporate Governance of **Indag Rubber Limited** (hereinafter referred to as “**the Company**”), having its Registered Office situated at 11, Community Centre, Saket, New Delhi-110017, for the financial year ended on March 31, 2023, as stipulated in the relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI LODR, 2015**”).

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

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

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

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No. : 734/2020

Date : 05.05.2023
Place: New Delhi
UDIN: F005123E000266549

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

INDEPENDENT AUDITOR'S REPORT

To The Members of Indag Rubber Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Indag Rubber Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss, (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the 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 March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

The key audit matters	How the matter was addressed in our audit
Investments	
The investments include investment in SRL 142 Holdings Ltd., a foreign Company and a related party of Rs. 1,710.11 Lakhs (PY Rs. 1758.72 Lakhs), by way of fully paid up compulsorily convertible preference shares (CCPs). SRL has interest in oil production and exploration Company in Nigeria. The CCPs will be converted into equity shares in the year 2025.	In the case of fair valuation of investments held in SRL 142 Holdings Limited, the fair value has been determined by an independent approved valuer. We have broadly reviewed the valuation report prepared by the valuer, who has mostly relied on the inputs from SRL which included estimated oil resources, market price of crude oil and gas prevailing in the international market, the rupee US Dollar exchange rate, assumptions as to future production of oil and gas, capital expenditure requirements, contracts entered into with the Nigerian Oil Company, the Country

<p>The oil industry is exposed significantly to macroeconomic factors such as crude oil and gas prices, currency fluctuations, interest rate risk political developments, country risk, etc. The assessment of commercial viability and technical feasibility of exploration oil and gas is complex and includes a number of significant variables.</p>	<p>risk and regulatory framework prevailing in Nigeria which could not be precisely measured by the valuer because of various reasons. The drilling of crude oil has been delayed and the production is likely to start sometime in July 2023. Though the drilling license granted by the Nigerian Government will expire in 2029, the management is hopeful the same will be extended till the year 2035. However, cash flows have been worked out assuming there will be no extension of the license beyond 2029.</p> <p>By its very nature, Valuation cannot be regarded as an exact science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment.</p>
---	--

Information Other than the 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 Management Discussion and Analysis, Board's Report and Corporate Governance, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Management's Responsibilities for the 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 financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key

audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid 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 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act;
- f) with respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2020, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 38 to the 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 has been no delay in transferring amounts, 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, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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 the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- i) As stated in Note 17(vi) to the financial statements
- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
 - (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

For **Khanna & Annadhanam**
Chartered Accountants
Firm Registration No.: 001297N

B. J. Singh
Partner
Membership No.: 007884

UDIN: 23007884BGQZCD9788
Place: New Delhi
Date: 5th May, 2023

Annexure A to the Independent Auditor's Report

(Referred to in paragraph 'Report on Other Legal and Regulatory Requirements' of our report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of Intangible assets
 - (b) All Property, Plant and Equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year which, in our opinion, is reasonable having regard to the size of the Company. No material discrepancies were noticed on such physical verification.
 - (b) During the year the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly statements filed by the Company with the banks are in agreement with the books of accounts of the Company.
- (iii) According to the information and explanations given to us, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clause 3(iii)(a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company and hence not commented upon.
 - (iv) In our opinion and according to the information and explanations given to us, there are no loans and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act are applicable, in our opinion and according to the information and explanations given to us, the Company has complied with provisions of sections 185 and 186 of the Companies Act in respect of guarantees given and investments made.
 - (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, related to the manufacture of products, and are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Customs duty, Cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, customs duty, goods and service tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.

The particulars of dues of income-tax, sales-tax, service tax, duty of customs, GST, value added tax and cess as at 31 March, 2023 which have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax demand	139.15	A.Y.1998-99	Delhi High Court
Income Tax Act, 1961	Income tax demand	16.39	A.Y. 2017-18	CIT (Appeals)
Income Tax Act, 1961	Income tax demand	8.08	A.Y. 2018-19	CIT (Appeals)
Income tax Act, 1961	Income tax demand	14.94	A.Y. 2020-21	ITO
Gujrat Sales Tax Act, 1969	Non-Submission of C Forms	35.08	F.Y. 2002-03	Deputy Commissioner, Vadodara

- (viii) According to the information and explanations given to us, no transactions has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any debentures and loan from financial institution or the government.
- (b) The Company is not declared as a wilful defaulter by any bank or financial institution.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, no funds raised on short term basis have been utilized for long term purposes by the Company.
- (e) Since the Company has no subsidiaries, reporting under this clause is not applicable to the Company.

- (f) The Company has no subsidiaries, joint ventures or associate companies and hence reporting under this clause is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans and hence, reporting under this clause is not applicable to the Company and hence not commented upon.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under this clause is not applicable.
- (xi) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies 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 during the year.

(c) Based upon the audit procedures performed and according to the information and explanations given by the management, we report that no whistle blowers complaints have been received during the year.
- (xii) The Company is not a Nidhi company. Therefore, reporting under this clause is not applicable to the Company and hence not commented upon.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion 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 the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under this clause is not applicable to the Company.

- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditor of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We 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) On the basis of our examination and information and explanations given to us, there is no unspent amount on CSR for the FY 2021-22 & 2022-23. Accordingly, the reporting under this clause is not applicable to the Company and hence not commented upon.
- (xxi) Based upon the information and explanation given by the management, the Company has no entities as on 31.03.2023 which need to be consolidated and hence this para is not applicable to the Company.

For **Khanna & Annadhanam**
Chartered Accountants
Firm Registration No.: 001297N

B. J. Singh
Partner
Membership No.: 007884

UDIN: 23007884BGQZCD9788
Place: New Delhi
Date: 5th May, 2023

Annexure B to the Independent Auditor's Report

(Referred to in paragraph 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal controls over financial reporting of Indag Rubber Limited ("the Company") as of 31 March, 2023 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company are responsible for establishing and maintaining the internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that,

in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with 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 over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For **Khanna & Annadhanam**

Chartered Accountants

Firm Registration No.: 001297N

B. J. Singh

Partner

Membership No.: 007884

UDIN: 23007884BGQZCD9788

Place: New Delhi

Date: 5th May, 2023

BALANCE SHEET AS AT 31 MARCH, 2023

	Note No.	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
ASSETS			
Non-current assets			
a. Property, plant and equipment	3	2,435.52	2,334.42
b. Right-of-Use Assets	4	626.09	-
c. Capital work-in-progress	43	41.69	98.43
d. Investment Property	5	2,095.17	2,161.82
e. Other intangible assets	6	11.96	15.13
f. Financial assets			
i. Investments	7	9,567.75	8,571.25
ii. Loans	8	0.52	0.16
iii. Other financial assets	9	126.08	47.81
g. Income tax assets (Net)	10	34.16	228.39
h. Other non-current assets	11	142.45	24.79
Total non-current assets		15,081.39	13,482.20
Current assets			
a. Inventories	12	4,216.55	3,921.89
b. Financial assets			
i. Investments	13	1,702.33	2,668.73
ii. Trade receivables	14	2,930.06	2,259.57
iii. Cash and cash equivalents	15	174.60	70.73
iv. Bank balances other than (iii) above	16	56.94	172.47
v. Loans	8	17.48	24.68
vi. Other financial assets	9	178.36	146.85
c. Other current assets	11	752.24	634.14
Total current assets		10,028.56	9,899.06
Total assets		25,109.95	23,381.26
EQUITY AND LIABILITIES			
Equity			
a. Equity share capital	17	525.00	525.00
b. Other equity	18	20,656.27	20,129.52
Total equity		21,181.27	20,654.52
Liabilities			
Non-current liabilities			
a. Financial liabilities			
Lease liabilities	37	594.21	-
b. Provisions	19	86.39	91.32
c. Deferred tax liabilities (Net)	20	304.89	349.02
Total non-current liabilities		985.49	440.34
Current liabilities			
a. Financial liabilities			
i. Lease Liabilities	37	39.25	-
ii. Trade payables:-	21		
Total outstanding dues of micro enterprises and small enterprises		67.74	38.76
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,212.95	1,626.16
iii. Other financial liabilities	22	339.80	436.73
b. Provisions	19	15.26	8.30
c. Other current liabilities	23	268.19	176.45
Total current liabilities		2,943.19	2,286.40
Total liabilities		3,928.68	2,726.74
Total equity and liabilities		25,109.95	23,381.26
Significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For Khanna & Annadhanam

Chartered Accountants

ICAI Firm's Registration No.: 001297N

B. J. Singh

Partner

Membership No. 007884

Place: New Delhi

Date: May 5, 2023

Nand Lal Khemka

Chairman cum Managing Director

DIN : 00211084

Place: New York

Manali D Bijlani

Company Secretary

Place: Noida

Vijay Shrinivas

CEO & Whole Time Director

DIN : 08337007

Place: New Delhi

Anil Bhardwaj

GM (Accounts) & CFO

Place: New Delhi

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2023

	Note No.	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
I Revenue from operations	24	24,385.53	16,692.52
II Other income	25	838.79	640.98
III Total income (I+II)		25,224.32	17,333.50
IV Expenses			
Cost of materials consumed	26	17,506.06	12,150.73
Purchases of stock in trade		58.99	17.55
Changes in inventories of finished goods, stock-in-trade and work in progress	27	(132.25)	(152.44)
Employee benefits expense	28	2,211.55	2,065.85
Finance costs	30	32.89	16.83
Depreciation and amortisation expense	29	445.71	418.27
Other expenses	31	3,377.32	2,530.26
Total expenses (IV)		23,500.27	17,047.05
V Profit before tax (III-IV)		1,724.05	286.45
VI Tax expense			
Current tax		404.06	43.62
Deferred tax	18	(2.47)	(7.29)
Income tax adjustment for earlier year		(1.20)	(9.06)
		400.39	27.27
VII Profit/(loss) before tax (V-VI)		1,323.66	259.18
VIII Other comprehensive income ('OCI')			
i. Items that will not be reclassified subsequently to the statement of profit and loss			
a. Gain/(loss) on change in fair valuation and sale of equity instruments carried at fair value through OCI		(137.92)	1,476.20
b. Remeasurement gain/(loss) on defined benefit obligations (net)		(1.63)	31.33
		(139.55)	1,507.53
ii. Income tax relating to items that will not be reclassified subsequently to statement of profit and loss			
a. Current tax	18	69.02	118.80
b. Deferred tax		(41.66)	82.28
		27.36	201.08
Total other comprehensive income (VIII)		(166.91)	1,306.45
IX Total Comprehensive income for the year (VII+VIII)		1,156.75	1,565.63
x Earnings per equity share			
Basic and diluted (Rs.) [Nominal value of share Rs. 2]	32	5.04	0.99
Significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Khanna & Annadhanam

Chartered Accountants

ICAI Firm's Registration No.: 001297N

B. J. Singh

Partner

Membership No. 007884

Place: New Delhi

Date: May 5, 2023

For and on behalf of the Board of Directors

Nand Lal Khemka

Chairman cum Managing Director

DIN : 00211084

Place: New York

Manali D Bijlani

Company Secretary

Place: Noida

Vijay Shrinivas

CEO & Whole Time Director

DIN : 08337007

Place: New Delhi

Anil Bhardwaj

GM (Accounts) & CFO

Place: New Delhi

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2023

	Amount (Rs. / lakh)
a. Equity share capital	
Balance as at 1 April, 2021	525.00
Changes in equity share capital during the year	-
Balance as at 31 March, 2022	525.00
Balance as at 1 April, 2022	525.00
Changes in equity share capital during the year	-
Balance as at 31 March, 2023	525.00

	Reserve and surplus				Other comprehensive income	Total equity attributable to shareholders of the Company
	Capital reserve	Securities premium	General reserve	Retained earnings		
	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)
Balance as at 1 April, 2021	0.29	450.00	1,148.80	16,493.68	1,101.12	19,193.89
Profit for the year	-	-	-	259.18	-	259.18
Other comprehensive income for the year, net of income tax	-	-	-		1,306.45	1,306.45
Total comprehensive income	-	-	-	259.18	1,306.45	1,565.63
Dividend paid (including taxes)	-	-	-	630.00	-	630.00
	-	-	-	(370.82)	1,306.45	935.63
Balance as at 31 March, 2022	0.29	450.00	1,148.80	16,122.86	2,407.57	20,129.52
Balance as at 1 April, 2022	0.29	450.00	1,148.80	16,122.86	2,407.57	20,129.52
Profit for the year	-	-	-	1,323.66	-	1,323.66
Other comprehensive income for the year, net of income tax	-	-	-	-	(166.91)	(166.91)
Total comprehensive income	-	-	-	1,323.66	(166.91)	1,156.75
Dividend paid (including taxes)	-	-	-	630.00	-	630.00
	-	-	-	693.66	(166.91)	526.75
Balance as at 31 March, 2023	0.29	450.00	1,148.80	16,816.52	2,240.66	20,656.27

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For Khanna & Annadhanam

Chartered Accountants

ICAI Firm's Registration No.: 001297N

B. J. Singh

Partner

Membership No. 007884

Place: New Delhi

Date: May 5, 2023

Nand Lal Khemka

Chairman cum Managing Director

DIN : 00211084

Place: New York

Manali D Bijlani

Company Secretary

Place: Noida

Vijay Shrinivas

CEO & Whole Time Director

DIN : 08337007

Place: New Delhi

Anil Bhardwaj

GM (Accounts) & CFO

Place: New Delhi

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH, 2023

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
A. Cash flow from operating activities		
Profit before tax	1,724.05	286.45
Adjustments for:		
Depreciation and amortisation expense	445.71	418.27
Loss/(Gain) on disposal of property, plant and equipment (net)	(0.04)	(1.00)
Provision for doubtful debts	70.55	11.64
Unrealised loss/(gain) on foreign exchange fluctuation	4.53	(0.29)
Loss/(gain) on disposal of debt instruments at FVTPL	(153.68)	(137.18)
Dividend income from investments	(18.12)	(169.83)
Interest expense	13.31	12.84
Interest on lease liability	17.33	-
Interest income earned on financial assets	(199.13)	(62.15)
Operating profit before working capital changes	1,904.51	358.75
Adjustments for changes in working capital:		
Adjustments for operating assets:		
Decrease/(Increase) in trade receivables	(745.57)	675.05
Decrease/(Increase) in inventories	(294.66)	(322.44)
Decrease/(Increase) in loans	6.84	(5.79)
Decrease/(Increase) in other financial assets	(117.04)	60.12
Decrease/(Increase) in other assets	(127.62)	(11.28)
Adjustments for operating liabilities:		
(Decrease)/Increase in trade payables	615.77	312.05
(Decrease)/Increase in other liabilities	91.74	(49.03)
(Decrease)/Increase in financial liabilities	(88.59)	(49.12)
(Decrease)/Increase in provisions	0.40	(5.75)
Cash generated from operating activities	1,245.78	962.56
Income taxes paid (Net)	(277.65)	(109.13)
Net cash flow from /(used in) operating activities	968.13	853.43
B. Cash flow from investing activities		
Purchase of Property plant and equipment & Investment Property	(507.34)	(386.85)
Proceeds from sale of Property plant and equipment	0.13	3.42
Purchases of Investments	(4,827.50)	(7,134.38)
Proceeds from sale/maturity of Investments	4,813.16	6,970.77
Bank balance not considered as Cash and cash equivalents	115.53	12.98
Interest received	206.39	61.60
Dividend received	18.12	169.83
Net cash flow from /(used in) investing activities	(181.51)	(302.63)

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH, 2023 (CONTD.)

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
C. Cash flow from financing activities		
Interest paid	(11.95)	(19.50)
Repayment of lease liability	(33.69)	-
Dividend paid	(637.11)	(634.89)
Net cash (used in) financing activities	(682.75)	(654.39)
Net (decrease)/increase in cash and cash equivalents (A+B+C)	103.87	(103.59)
Cash and cash equivalents at the beginning of the year	70.73	174.32
Cash and cash equivalents at the end of the year	174.60	70.73
Components of cash and cash equivalents:		
Cash on hand	0.64	2.63
Balances with banks:		
-on current accounts	2.12	0.60
-on cash credit accounts	171.84	67.50
Total cash and cash equivalents	174.60	70.73

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Khanna & Annadhanam

Chartered Accountants

ICAI Firm's Registration No.: 001297N

B. J. Singh

Partner

Membership No. 007884

Place: New Delhi

Date: May 5, 2023

For and on behalf of the Board of Directors

Nand Lal Khemka

Chairman cum Managing Director

DIN : 00211084

Place: New York

Manali D Bijlani

Company Secretary

Place: Noida

Vijay Shrinivas

CEO & Whole Time Director

DIN : 08337007

Place: New Delhi

Anil Bhardwaj

GM (Accounts) & CFO

Place: New Delhi

Notes to financial statements for the year ended 31 March, 2023

1. Corporate information

Indag Rubber Limited (hereinafter referred to as “the Company”) is a Public Limited Company incorporated and domiciled in India. The registered office of the Company is located at 11 Community Centre, Saket, New Delhi- 110017, India. The Company’s CIN is - L74899DL1978PLC009038.

The Company’s shares are listed on Bombay Stock Exchange (‘BSE’). The Company is engaged in the manufacturing and selling of Precured Tread Rubber and allied products.

These financial statements were approved by the Board of Directors and authorized for issue on May 5, 2023.

2. Significant accounting policies

2.1 Statement of compliance and basis of preparation and presentation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standard) (Amendment) Rules, 2016. The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under Section 133 of the Companies Act, 2013 (“the Act”).

The financial statements have been prepared on historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period as explained in the accounting policies below.

The financial statements of the Company are presented in Indian Rupees (Rs.) and all values are rounded to the nearest lakh, except when otherwise indicated.

2.2 Basis of classification of Current and Non-Current

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III Division 2 to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

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

2.3 Use of estimates

The preparation of these financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management of the Company to make judgments, estimates and assumptions that affect application of accounting policies and the reported amount of assets and liabilities, disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses for the periods presented. Actual results may differ from these estimates. Accounting estimates could change from period to period.

Estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Changes in estimates are reflected in the financial statements in the period in which changes are made, if material, their effects are disclosed in the notes to the financial statements.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of valuation of deferred tax assets, property plant and equipments, impairment of investments, provisions and contingent liabilities.

2.4 Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The following specific criteria must also be met before revenue is recognised:

i) Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue is recognised when collectability of the resulting receivables is reasonably assured. Since GST on goods is collected on behalf of the Government, the same is not included in the sale value of goods.

ii) Sale of services

Revenue from sale of services is recognised as and when the services are rendered and the stage of completion can be measured reliably. Since GST on service is collected on behalf of the Government, the same is not included in the sale value of services.

iii) Dividend and interest income

Dividend income from investments is recognised when the right to receive dividend is established by the reporting date.

Interest income from a financial assets is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis, with reference to the principal outstanding and at the effective interest rate, which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to that asset's net carrying amount on initial recognition.

iv) Export Benefits

Export entitlements in the form of Duty Drawback Scheme, Focus Product Scheme and Merchandise Export from India are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

2.5 Leases

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted

for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term

The Company as a lessor evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. The Company uses significant judgement in assessing the lease term (including anticipated renewals).

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain that the lease will be extended. In assessing whether the Company is reasonably certain that the lessee will exercise an option to extend the lease, it considers all relevant facts and circumstances that create an economic incentive for the lessor to exercise the option to extend the lease. The Company revises the lease term if there is a change in the non-cancellable period of the lease.

Leases in which Company does not transfer substantially all the risks and rewards of ownership of the asset is classified as operating lease. Assets subject to operating leases are shown as investment property. Lease income on an operating lease is recognized in the statement of profit and loss to the extent rent is accrued.

2.6 Foreign currency

These financial statements are presented in Indian rupees (Rs. / lakh), which is the Company's functional and presentation currency.

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at the exchange rate prevailing on the balance sheet date.

Exchange differences are recognized in the Statement of Profit and Loss.

2.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs include interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

2.8 Employee benefits

- (i) Retirement benefit in the form of provident fund (where contributed to the Regional PF Commissioner) is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the EPFO. The Company recognises contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund.

Retirement benefits in the form of provident fund contributed to the Trust set up by the Company is a defined benefit scheme and is provided for on the basis of actuarial valuation of projected unit credit method made at the end of each financial year. The difference between the actuarial valuation of the provident fund of employees at the year end and the balance of own managed funds is provided for as liability in the books by the Company.

- (ii) Gratuity liability under the Payment of Gratuity Act is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The gratuity plan has been funded by policy taken from Life Insurance Corporation of India. Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur. Past service cost both vested and unvested is recognised as an expense at the earlier of
 - (a) When the plan amendment or curtailment occurs; and
 - (b) When the entity recognises related restructuring costs or termination benefits.
- (iii) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.
- (iv) The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

2.9 Income Taxes

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.

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 bases 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 (and tax laws) 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 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 for the year

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..

2.10 Property, plant and equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciated them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of respective asset if the recognition criteria for a provision are met.

An item of Property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the assets.

Gains or losses arising from disposal or retirement of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

2.11 Investment Property

An investment in land or buildings including plant and equipment which is not intended to be occupied substantially for use by, or in the operations of the Company, is classified as investment property. Investment property is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any and is not valued at fair value at the end of each year.

The cost comprises costs of construction if capitalization criteria are met and directly attributable to cost of bringing the investment property to its working condition for the intended use.

Depreciation on investment property is calculated on a straight-line basis using the rates arrived at based on the useful estimated life by the management, which is equal to 20 years.

2.12 Depreciation on property, plant and equipment

Leasehold land is amortised on a straight line basis over the period of lease i.e., 95/99 years. Freehold land is not depreciated.

Depreciation on property, plant and equipment including stores and spares transferred from inventory is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management, which are equal to the useful lives prescribed under Schedule II to the Companies Act, 2013.

Estimated useful lives of the assets are as follows:

S. No.	Assets	Useful lives in years
i.	Buildings	Ranging from 5 to 60 Years
ii.	Plant and equipment	Ranging from 3 to 15 Years
iii.	Furniture and Fixtures	10 years
iv.	Office equipment	Ranging from 3 to 6 Years
v.	Vehicles	Ranging from 8 to 10 Years
vi.	Investment Property	20 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each reporting period with the effect of any change in estimate accounted for on a prospective basis.

2.13 Intangible assets

Intangible assets purchased are measured at cost as of the date of acquisition less accumulated amortisation and accumulated impairment, if any.

Intangible assets consist of rights under licensing agreement and software licenses which are amortised over license period which equates the useful life ranging between 2-4 years on a straight-line basis or actual life of license whichever is earlier.

2.14 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

2.15 Inventories

Inventories are valued as follows:

Raw materials, stores and spares and packing materials	Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated, are expected to be sold at or above cost. Cost is determined on moving weighted average method.
Work in progress and finished goods (own manufactured)	Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on monthly moving weighted average basis.
Traded goods	Lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business less estimated cost of completion and estimated costs necessary to make the sale.

2.16 Provisions

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.17 Financial instruments - Financial assets, Financial liabilities and Equity instruments

2.17.1 Financial Assets Recognition: Financial assets include Investments, Trade Receivables, Advances, Security Deposits, Cash and Cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

2.17.2 Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

2.17.3 Financial assets classification and measurement

(a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.

(b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

(c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and

losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise. Trade Receivables, Advances, Security Deposits, Cash and Cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income. This option has been adopted by the company irrevocably.

2.17.4 Financial Assets at fair value through other comprehensive income: These include financial assets that are equity instruments and are irrevocably designated as such upon initial recognition. Subsequently, these are measured at fair value and changes therein are recognized directly in other comprehensive income, net of applicable income taxes.

Dividends from these equity investments are recognized in the Statement of Profit and Loss when the right to receive payment has been established. When the equity investment is derecognized, the cumulative gain or loss in equity is transferred to Other equity.

2.17.5 Financial assets at fair value through profit or loss: Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs that are directly attributable to the acquisition of financial assets, which are measured at fair value through profit or loss, are immediately recognised in profit or loss.

2.17.6 Cash and cash equivalents: Cash and cash equivalents comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, from the date of purchase which are subject to an insignificant risk of changes in value.

2.17.7 Equity instruments: An equity instrument is any contract that evidences residual interests in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

2.17.8 Financial Liabilities: Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled or on expiry.

2.17.9 Financial guarantee contracts: These are initially measured at fair value and are subsequently measured at the higher of the amount of loss allowance determined or the amount initially recognized, less the cumulative amount of income recognized.

2.17.10 Other financial liabilities: These are measured at amortized cost using the effective interest rate method.

2.17.11 Determination of fair value: The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments, that are quoted in active markets, using the quoted prices (financial assets held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.

2.17.12 Derecognition of financial assets and financial liabilities:

The Company derecognizes a financial asset only when the contractual rights to the cash flows

from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Financial liabilities are derecognised when these are extinguished, which is when the obligation is discharged, cancelled or expired.

2.17.13 Impairment of financial assets:

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

2.17.14 Derivative financial instruments

The Company does not hold any derivative and embedded derivative financial instruments.

2.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account, when pricing the asset or liability at the measurement date.

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

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.19 Segment reporting

The Operating Segment have been reported in a manner consistent with the internal reporting provided to the Chief Financial Officer and the Chief Executive Officer who are the Chief Operating Decision Maker (CODM). The Company is engaged in the manufacturing of the Precured Tread Rubber, Bonding Repair and Extrusion Gum and Rubber Cement, which are used for retreading of tyres and providing tyre retreading service. These products do not have any different risk and returns and thus the CODM performs review based on one operating segment.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

2.20 Earnings per share

Basic earnings per share are computed by dividing profit/loss for the period by the weighted average number of shares outstanding during the year. Partly paid up shares are included as fully paid equivalents

according to the fraction paid up. Diluted earnings per share are computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

2.21 Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/ subsidy will be received.

Where the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is reduced from the respective cost of an asset and accordingly depreciation is calculated on reduced amount.

2.22 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

2.23 Recent Pronouncements

The Ministry of Corporate Affairs has vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 (the 'Rules') which amends certain accounting standards, and are effective April 1 2023:

- Amendments to Ind AS 12 Income Taxes—

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

- Amendments to Ind AS 1 Presentation of Financial Statements –

The amendment requires companies to disclose their material accounting policies instead of their significant accounting policies. Accounting policy information is considered material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have a significant impact on its financial statements.

- Amendments to Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors—
Definition of Accounting Estimates:

The amendments help entities distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have a significant impact on its financial statements.

3 Property, plant and equipment

	Freehold land	Leasehold land	Buildings	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total
	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)
Cost or deemed cost								
As at 01.04.2021	80.37	15.79	1,048.24	2,632.89	76.96	121.68	50.55	4,026.48
Additions	-	-	-	134.09	-	12.65	-	146.74
Deductions	-	-	-	6.62	0.02	1.47	-	8.11
As at 31.03.2022	80.37	15.79	1,048.24	2,760.36	76.94	132.86	50.55	4,165.11
Additions	-	-	121.66	210.06	1.69	53.46	23.83	410.70
Deductions	-	-	-	-	0.66	1.31	-	1.97
As at 31.03.2023	80.37	15.79	1,169.90	2,970.42	77.97	185.01	74.38	4,573.84
Depreciation								
As at 01.04.2021	-	0.94	219.26	1,146.09	55.53	78.96	28.19	1,528.97
Charge for the year	-	0.19	42.50	240.13	2.82	16.63	5.14	307.41
Deductions	-	-	-	4.30	-	1.39	-	5.69
As at 31.03.2022	-	1.13	261.76	1,381.92	58.35	94.20	33.33	1,830.69
Charge for the year	-	0.19	38.75	242.16	2.63	19.02	6.76	309.51
Deductions	-	-	-	-	0.63	1.25	-	1.88
As at 31.03.2023	-	1.32	300.51	1,624.08	60.35	111.97	40.09	2,138.32
Net block								
As at 31.03.2022	80.37	14.66	786.48	1,378.44	18.59	38.66	17.22	2,334.42
As at 31.03.2023	80.37	14.47	869.39	1,346.34	17.62	73.04	34.29	2,435.52

- The leasehold land comprises land obtained on lease from Rajasthan State Industrial & Mineral Development Corporation Limited for 99 years and land obtained from Government of Himachal Pradesh for 95 years.
- There is no revaluation in property, Plant & equipment during the year ended March, 2023
- Title deeds of all Immovable Properties are held in the name of the Company

4 Right-of-Use Assets

	ROU (Rs. / lakh)	Total (Rs. / lakh)
At cost		
As at 01.04.2021	-	-
Additions	-	-
Deductions	-	-
As at 31.03.2022	-	-
Additions	649.82	649.82
Deductions	-	-
As at 31.03.2023	649.82	649.82
Depreciation		
As at 01.04.2021	-	-
Charge for the year	-	-
Deductions	-	-
As at 31.03.2022	-	-
Charge for the year	23.73	23.73
Deductions	-	-
As at 31.03.2023	23.73	23.73
Net block		
As at 31.03.2022	-	-
As at 31.03.2023	626.09	626.09

5 Investment Property

	MRO Centre (Rs. / lakh)	Total (Rs. / lakh)
At cost		
As at 01.04.2021	-	-
Additions	2,263.66	2,263.66
Deductions	-	-
As at 31.03.2022	2,263.66	2,263.66
Additions	39.06	39.06
Deductions	-	-
As at 31.03.2023	2,302.72	2,302.72
Depreciation		
As at 01.04.2021	-	-
Charge for the year	101.84	101.84
Deductions	-	-
As at 31.03.2022	101.84	101.84
Charge for the year	105.71	105.71
Deductions	-	-
As at 31.03.2023	207.55	207.55
Net block		
As at 31.03.2022	2,161.82	2,161.82
As at 31.03.2023	2,095.17	2,095.17

Notes:

- There is no revaluation in Investment Property during the year ended March 2023.
- Title deeds of all Investment Properties are held in the name of the Company
- Depreciation is provided based on useful life supported by the technical evaluation considering business specific usages, useful life of the investment property has been estimated at 20 years.
- Disclosure pursuant to IndAS 40 "Investment Property"

Particulars	2022-23	2021-22
(a) Rental income derived from Investment Property	443.41	258.65
(b) Direct operating expenses arising from investment property that generate rental income.	-	-
(c) Depreciation	105.71	101.84
(d) The fair value of the investment property is estimated equal to carrying cost		

- During the financial year 2021-22, the Company completed construction of MRO Centre at a cost of Rs. 2,263.66 lakhs. The MRO Centre has been specifically designed for the requirement of the lessee. The income from the MRO Centre by way of lease charges started with effect from 01.09.2021. The initial lease year as per the agreement is nine and a half years. In the opinion of the management, there is reasonable certainty that the lease will be extended at least for a similar period.

6 Other intangible assets

	Software & Website (Rs. / lakh)	Total (Rs. / lakh)
Cost or deemed cost		
As at 01.04.2021	60.68	60.68
Additions	11.62	11.62
Deductions	-	-
As at 31.03.2022	72.30	72.30
Additions	3.59	3.59
Deductions	-	-
As at 31.03.2023	75.89	75.89
Amortisation		
As at 01.04.2021	48.15	48.15
Charge for the year	9.02	9.02
Deductions	-	-
As at 31.03.2022	57.17	57.17
Charge for the year	6.76	6.76
Deductions	-	-
As at 31.03.2023	63.93	63.93
Net block		
As at 31.03.2022	15.13	15.13
As at 31.03.2023	11.96	11.96

i There is no revaluation in other intangible assets during the year ended March 2023.

7 Investments

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Non-current		
A. Investments carried at Fair value through other comprehensive income		
i. Equity shares		
[Fully paid-up (Quoted)]		
Investment through PMS	784.11	659.19
Investment in REIT fund	40.38	45.08
	824.49	704.27
ii. Equity mutual funds		
(Unquoted)		
Equity Mutual funds	868.85	1,766.71
	868.85	1,766.71

	As at 31 March, 2023	As at 31 March, 2022
iii. Capital venture fund (unquoted)		
Investment in venture fund	188.41	283.86
	188.41	283.86
iv. Investment in Compulsory convertible preference shares (Unquoted)		
SRL 142 Holdings Limited	1,710.11	1758.72
(These preference shares (18,00,000 shares having face value \$1 per shares) are fully paid up and will be compulsory converted into equity shares after eight years from the date of issue.)	1,710.11	1,758.72
	3,591.85	4,513.56
B. Investments carried at Fair value through profit and loss (Unquoted)		
Debt Mutual funds	2,931.97	2,809.75
Debt AIF (Alternative Investment Funds)	86.84	93.99
	3,018.81	2,903.74
C. Investments carried at amortised cost (Unquoted)		
i. Tax free Bonds	269.45	270.34
	269.45	270.34
ii. Corporate and PSU bonds		
Corporate and PSU bonds	2,708.04	883.61
Less Impairment on bonds	(20.40)	-
	2,687.64	883.61
	2,957.09	1,153.95
	9,567.75	8,571.25
Measured at fair value through profit or loss	3,018.81	2,903.74
Measured at amortised cost	2,957.09	1,153.95
Measured at fair value through other comprehensive income	3,591.85	4,513.56
	9,567.75	8,571.25
a. Aggregate amount of quoted investments and market value thereof	824.49	704.27
b. Aggregate amount of unquoted investments (including mutual funds)	8,743.26	7,866.98

	Non-current		Current	
	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
8 Loans (Unsecured, considered good) (at amortised cost)				
Loan to employees	0.52	0.16	17.48	24.68
	<u>0.52</u>	<u>0.16</u>	<u>17.48</u>	<u>24.68</u>
9 Other financial assets				
	Non-current		Current	
	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Security deposits				
Security deposits - considered good	51.45	40.32	84.71	82.98
	<u>51.45</u>	<u>40.32</u>	<u>84.71</u>	<u>82.98</u>
Fixed deposits with banks				
Bank Deposits with more than 12 months maturity (refer note 16 for deposit kept as margin with bank for issuing bank guarantee)	74.56	7.32	-	-
	<u>74.56</u>	<u>7.32</u>	<u>-</u>	<u>-</u>
Others				
Deposit with government tax authorities under protest	-	-	29.25	29.25
Interest accrued on financial assets carried at amortised cost:				
- fixed deposits with banks	0.07	0.17	2.34	5.31
- other deposits	-	-	-	1.58
- other investments	-	-	6.55	9.16
Export benefits receivable	-	-	3.35	7.10
Other receivable	-	-	52.16	11.47
	<u>0.07</u>	<u>0.17</u>	<u>93.65</u>	<u>63.87</u>
	<u>126.08</u>	<u>47.81</u>	<u>178.36</u>	<u>146.85</u>

10 Income tax assets (net)

	Non-current		Current	
	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Income tax assets				
Income tax paid (Net of provision for income tax)	34.16	228.39	-	-
	<u>34.16</u>	<u>228.39</u>	<u>-</u>	<u>-</u>

11 Other assets

	Non-current		Current	
	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Capital advances	127.43	19.29	-	-
Advance to suppliers	-	-	239.87	148.70
Balances with statutory / government authorities	-	-	458.81	381.44
Prepaid expenses	15.02	5.50	37.30	85.43
Advances to employees	-	-	11.85	14.15
Other advances	-	-	4.41	4.42
	<u>142.45</u>	<u>24.79</u>	<u>752.24</u>	<u>634.14</u>

12 Inventories

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Raw materials	1,531.96	1,362.48
[including stock in transit Rs 49.54 lakh (previous year Rs.254.29 lakh)]		
Packing materials	22.95	23.26
Stores and spare parts	119.75	125.12
Work-in-progress	244.38	287.03
Finished goods	2,274.59	2,101.62
Traded goods	22.92	22.38
	<u>4,216.55</u>	<u>3,921.89</u>

13 Investments

Current

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
A. Investments carried at Fair value through other comprehensive income		
i. Equity mutual funds (Unquoted)		
Equity mutual funds	1,288.67	2,194.24
	<u>1,288.67</u>	<u>2,194.24</u>
ii. Equity shares (Unquoted)		
Equity shares of SUN-AMP Solar India Private Limited (37,38,300 shares having face value of Rs. 10 each)	-	474.46
	<u>-</u>	<u>474.46</u>
B. Investments carried at Fair value through profit and loss		
i. Investments in Mutual Funds (Unquoted)		
Mutual funds	7.71	0.03
	<u>7.71</u>	<u>0.03</u>
C. Investments carried at Amortized cost		
i. Investments in Corporate bonds (unquoted)		
Corporate bonds	405.95	-
	<u>405.95</u>	<u>-</u>
Measured at fair value through profit or loss	7.71	0.03
Measured at Amortized cost	405.95	-
Measured at fair value through other comprehensive income	1,288.67	2,668.70
Aggregate amount of unquoted investments	<u>1,702.33</u>	<u>2,668.73</u>

14 Trade receivables

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Trade Receivables considered good - Secured	22.96	51.78
Trade Receivables considered good - Unsecured	2,907.10	2,207.79
Trade Receivables - Credit impaired	150.63	115.85
	<u>3,080.69</u>	<u>2,375.42</u>
Allowances for credit losses (doubtful debts)	150.63	115.85
	<u>2,930.06</u>	<u>2,259.57</u>

Notes:

- The credit period generally allowed on sales of goods and services varies from 21 to 60 days.
- The allowances for credit losses (doubtful debts) at the reporting period are analysed by the Company on case to case basis.
- Movement in the credit loss allowances:

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Balance at the beginning of the year	115.85	81.89
Movement in expected credit loss allowance on trade receivables	70.55	22.32
Written off debtors	35.77	-
Balance at the end of the year	150.63	115.85

d. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

e. **Trade Receivables Ageing Schedule :** Amount in lakh.

Particulars		Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables – considered good	2891.75	14.36	16.85	7.10	-	2930.06
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk						
(iii)	Undisputed Trade Receivables – credit impaired		-	3.49	0.00	19.45	22.94
(iv)	Disputed Trade Receivables– considered good						-
(V)	Disputed Trade Receivables – which have significant increase in credit risk						-
(vi)	Disputed Trade Receivables – credit impaired	-	-	27.90	32.04	67.75	127.69
Total		2891.75	14.36	48.24	39.14	87.20	3080.69

15 Cash and cash equivalents

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Balances with banks:		
- On current accounts	2.12	0.60
- On cash credit accounts	171.84	67.50
	173.96	68.10
Cash on hand	0.64	2.63
	174.60	70.73

Note:

Cash credit under Multiple Banking Arrangements are from banks secured by first pari passu charge in favour of Kotak Mahindra Bank and State Bank of India on entire current assets including stocks lying at the Company's factory at Nalagarh and other stock points, on book debts and on entire fixed assets of the Company - present and future.

The Company has not utilised Cash Credit as on 31 March, 2023 (Previous Year - NIL).

Quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts;

All the charges registered with Registrar of Companies were filed within stipulated time.

16 Bank balances other than above

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Other bank balances:		
- Deposits with remaining maturity for less than 12 months (Deposits kept as margin with bank for issuing bank guarantees amounts to Rs 88.21 lacs) (refer note 9 for non-current portion)	13.65	122.07
- Unpaid dividend accounts	43.29	50.40
	56.94	172.47

17 Equity share capital

	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	(Rs. / lakh)	No. of shares	(Rs. / lakh)
Authorised shares				
Equity shares of Rs. 2 each	35,000,000	700.00	35,000,000	700.00
Issued, subscribed and fully paid-up shares				
Equity shares of Rs. 2 each fully paid up	26,250,000	525.00	26,250,000	525.00

Notes:

a. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	(Rs. / lakh)	No. of shares	(Rs. / lakh)
Equity shares				
At the beginning of the year	26,250,000	525.00	26,250,000	525.00
Movement during the year	-	-	-	-
Outstanding at the end of the year	26,250,000	525.00	26,250,000	525.00

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. .

c. Detail of shareholders holding more than 5% shares

	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	% Holding	No. of shares	% Holding
Equity shares of Rs. 2 each fully paid				
i. Mrs. Jeet Khemka	8,760,005	33.37%	8,760,005	33.37%
ii. Khemka Aviation Private Limited	6,272,325	23.89%	6,272,325	23.89%

d. Disclosure of Shareholding of Promoters as on 31.3.2023 as is follow:

Promoter Name	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	% of total Shares	No. of shares	% of total Shares
i. Unipatch Rubber Limited	1,187,415	4.52%	1,187,415	4.52%
ii. Khemka Aviation Pvt Ltd	6,272,325	23.89%	6,272,325	23.89%
iii. Mrs Jeet Khemka	8,760,005	33.37%	8,760,005	33.37%
iv. Mr. Nand Lal Khemka	18,505	0.07%	18,505	0.07%
v. Mrs. Urvashi Rajya Laxmi Rana Khemka	1,250,750	4.76%	1,250,750	4.76%
vi. Mr. Uday Harsh Khemka	1,250,750	4.76%	1,250,750	4.76%
vii. Sun Securities Limited	137,000	0.52%	137,000	0.52%
viii. Sun London Limited	376,000	1.43%	376,000	1.43%
Total	19,252,750	73.34%	19,252,750	73.34%

Note : There are no percentage change during the year in promoters holding

18 Other equity

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
i. Capital reserve		
a. Profit on re-issue of forfeited shares	0.29	0.29
	0.29	0.29
ii. Securities premium	450.00	450.00
iii. General reserve	1,148.80	1,148.80
iv. Retained earnings		
Balance at the beginning of year	16,122.86	16,493.68
Profit for the year	1,323.66	259.18
Final dividend (amount per share Rs. 1.50 , previous year Rs. 1.50)	(393.75)	(393.75)
Interim dividend (amount per share Rs 0.90, previous year Re. 0.90)	(236.25)	(236.25)
Balance at the end of year	16,816.52	16,122.86
v. Other comprehensive income		
Balance at the beginning of year	2,407.57	1,101.12
Gain/(loss) on change in fair valuation and sale of equity instruments carried at fair value through OCI	(137.92)	1,476.20
Re-measurement gain on defined benefit obligations (net)	(1.63)	31.33
Income tax relating to items that will not be reclassified to profit or loss	(69.02)	(118.80)
Deferred tax	41.66	(82.28)
Balance at the end of year	2,240.66	2,407.57
Total other equity	20,656.27	20,129.52

Notes

(i) Capital reserve

Capital reserve represents the amount on account of forfeiture of equity shares of the Company.

(ii) Securities premium

Securities Premium represents amount received on issue of shares in excess of the par value.

(iii) General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. Central cash subsidy amounting to Rs. 30 lakh received for the installation of plant at Nalagarh in 2006 is included in general reserve.

However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

(iv) Retained earnings

Retained earnings represent the amount of accumulated earnings of the Company.

(v) Other comprehensive income

It comprises amounts that will not be re-classified to profit & loss and are eligible to be re-classified in retained earning.

(vi) Payment of Dividend

The Board of Directors at its meeting held on 5th May 2023, recommended a final dividend of Rs 1.50 per share of the face value of Rs 2/- each, for the financial year ended 31 March 2023. This together with interim dividend of Rs. 0.90 per share declared on 7th November 2022, the total dividend for the financial year ended 31 March 2023 amounts to Rs. 2.40 per share of face value of Rs. 2/- each. Final dividend is subject to the approval of shareholders.

19 Provisions

	Non-current		Current	
	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Provision for employee benefits				
Provision for gratuity	-	-	7.61	-
Provision for leave encashment	86.39	91.32	7.65	8.30
	<u>86.39</u>	<u>91.32</u>	<u>15.26</u>	<u>8.30</u>

20 Deferred tax liabilities (Net)

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Deferred tax liabilities	390.34	418.96
Deferred tax assets	(85.45)	(69.94)
	<u>304.89</u>	<u>349.02</u>

	Opening Balance	Recognised in Profit and loss	Recognised in other comprehensive Income	Closing balance
	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)
As at 31 March, 2023				
Deferred tax (assets) / liabilities in relation to :				
Property, plant and equipment & other intangible assets	204.48	(8.04)		196.44
Fair value change in investments	214.48	12.78	(33.36)	193.90
Right to use assets	-	(1.86)		(1.86)
Provisions for doubtful debts	(29.15)	(8.75)		(37.90)
Provision for employee benefits	(22.61)	5.33	(8.30)	(25.58)
Tax impact of expenses chargeable in the financial statements but allowable under the Income Tax Act, 1961 in future years	(18.18)	(1.93)		(20.11)
Net Deferred (assets) / liabilities	349.02	(2.47)	(41.66)	304.89

As at 31 March, 2022

Deferred tax (assets) / liabilities in relation to :

Property, plant and equipment & other intangible assets	218.88	(14.40)	-	204.48
Fair value change in investments	142.41	(2.33)	74.40	214.48
Provisions for doubtful debts	(26.23)	(2.92)	-	(29.15)
Provision for employee benefits	(34.40)	3.91	7.88	(22.61)
Tax impact of expenses chargeable in the financial statements but allowable under the Income Tax Act, 1961 in future years	(17.57)	(0.61)	-	(18.18)
Net Deferred (assets) / liabilities	283.09	(16.35)	82.28	349.02

21 Trade payables

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Total outstanding dues of micro enterprises and small enterprises (refer note 38)	67.74	38.76
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,212.95	1,626.16
	2,280.69	1,664.92

Ageing for trade payables outstanding as at 31 March, 2023 is as follows:

(Rs. / lakh)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME*	67.74	-	-	-	67.74
(ii) Others	2,212.95	-	-	-	2,212.95
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

* MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

22 Other financial liabilities

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Current		
Unpaid dividend (refer note below)	43.29	50.40
Payable towards capital goods	16.47	19.06
Retention money and security deposits	65.31	186.48
Interest on sales tax	5.20	5.20
Interest payable on security deposits	9.18	7.82
Other payables	24.00	17.00
Payable towards employees	176.35	150.77
	<u>339.80</u>	<u>436.73</u>

Note:

Unpaid dividend is credited to Investor Education and Protection Fund as and when due.

23 Other liabilities

	Current	
	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Advances from customers	49.82	28.12
Others statutory dues payables (refer note below)	147.29	90.47
Other payables	71.08	57.86
	<u>268.19</u>	<u>176.45</u>

Note:

Others statutory dues majorly comprises of GST and TDS.

24 Revenue from operations

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Sale of products:		
Manufactured goods	24,258.92	16,611.64
Traded goods	49.53	30.88
	<u>24,308.45</u>	<u>16,642.52</u>
Sale of services	8.56	5.63
Other operating revenue:		
Scrap sales	64.58	40.78
Export benefits	3.94	3.59
Revenue from operations	<u>24,385.53</u>	<u>16,692.52</u>

25 Other income

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Interest income earned on financial asset recognised at amortised cost :		
- Bank deposits	4.43	8.26
- Investments carried at amortised cost	146.60	48.57
- Other financial assets	48.10	14.08
Dividend income	18.12	169.83
Gain on fair valuation of investments carried at fair value through profit or loss (net)	153.68	128.42
Gain on disposal of property, plant and equipment	0.04	1.00
Gain on foreign exchange fluctuations (net)	4.53	2.21
Provision /Liabilities no longer required written back	18.67	5.21
Income from MRO (Investment Property)	443.41	258.65
Other non-operating income	1.21	4.75
	838.79	640.98

Note: 1. FVTPL means Fair Value through Profit/Loss
2. OCI means Other Comprehensive Income

26 Cost of materials consumed

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Inventory at the beginning of the year	1,362.48	1,206.94
Add : Purchases	17,675.54	12,306.27
Less : Inventory at the end of the year	1,531.96	1,362.48
Cost of materials consumed	17,506.06	12,150.73

27 Changes in inventories of finished goods, stock-in-trade and work in progress

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Inventories at the end of the year		
Traded goods	22.92	22.38
Work-in-progress	244.38	287.03
Finished goods	2,274.59	2,101.62
	2,541.89	2,411.03
Inventories at the beginning of the year		
Traded goods	22.38	22.99
Work-in-progress	287.03	251.15
Finished Goods	2,101.62	1,988.16
	2,411.03	2,262.30
(Increase)/decrease in inventories	(130.86)	(148.73)
Insurance claim due to goods destroyed by fire or during transit	1.39	3.71
	(132.25)	(152.44)

28 Employee benefits expense

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Salaries, wages and bonus	2,014.52	1,880.80
Contribution to provident and other funds	123.10	118.75
Gratuity expense	34.38	36.85
Staff welfare expenses	39.55	29.45
	<u>2,211.55</u>	<u>2,065.85</u>

29 Depreciation and amortisation expense

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Depreciation of property, plant and equipment	309.51	307.41
Depreciation of Investment Property	105.71	101.84
Amortisation of ROU	23.73	
Amortisation of intangible assets	6.76	9.02
	<u>445.71</u>	<u>418.27</u>

30 Finance costs

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Interest expense	13.31	12.84
Other borrowing costs	2.25	3.99
Interest on lease liabilities	17.33	-
	<u>32.89</u>	<u>16.83</u>

31 Other expenses

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Consumption of stores and spare parts	79.47	52.86
Packing expenses	370.25	289.53
Power and fuel	523.48	375.93
Cost of retreading charges	8.56	-
Repairs and maintenance:		
-Plant & machinery	46.13	47.98
-Buildings	14.01	29.64
-Others	30.11	28.82
Rent (refer note 37)	169.88	209.39
Rates and taxes	6.27	3.58
Insurance	67.05	84.75
Travelling and conveyance	175.28	133.58
Communication costs	36.77	33.52
Printing and stationery	14.62	8.55
Legal and professional fees	447.84	314.44
Payments to statutory auditors (refer details below)	25.43	27.19

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Freight and forwarding charges	723.11	452.77
Provision for doubtful debts (net of recoverable)	70.55	11.64
Vehicle running and maintenance	25.67	9.72
Security and other service charges	93.80	86.06
Service charges to C and F agents	42.47	57.24
Advertisement and sales promotion	139.73	121.30
Bad debt written off	35.77	-
Less :Adjusted with provision	(35.77)	-
Impairment of financial instruments	20.40	-
Commission on sales	118.64	24.86
Bank charges	15.23	11.95
Donation	0.10	15.00
CSR expenditure (refer note 45)	35.50	33.75
Miscellaneous expenses	76.97	66.21
	3,377.32	2,530.26
Payments to statutory auditor		
As auditor:		
Audit fees	20.75	20.75
Tax audit fees	3.00	3.00
Certification	0.80	-
GST Audit fees	-	3.00
Reimbursement of expenses	0.88	0.44
	25.43	27.19

32 Earnings per equity share

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the years presented.

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Net profit as per statement of profit and loss	1,323.66	259.18
No. of equity shares at the beginning and closing of the year	26,250,000	26,250,000
Weighted average number of equity shares for calculating basic and diluted EPS	26,250,000	26,250,000
Basic and Diluted earnings per share (Rs.)	5.04	0.99
[Nominal value of shares Rs.2]		

33 Segment Information

The Operating Segment has been reported in a manner consistent with the internal reporting provided to the G.M.(Accounts) & Chief Financial Officer and the Chief Executive Officer who are the Chief Operating Decision Maker (CODM).The Company is engaged in the manufacturing of the Precured Tread Rubber, Bonding Repair and Extrusion Gum and Rubber Cement, which are used for retreading of tyres and providing tyre retreading service. These products do not have any different risk and returns and thus the CODM performs review based on one operating segment.

34 Income Taxes Expenses

Amount recognised in profit and loss

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
A) Income taxes		
Current tax		
For current year	404.06	43.62
Income tax adjustment for earlier year	(1.20)	(9.06)
	<u>402.86</u>	<u>34.56</u>
Deferred tax		
In respect of the current year (refer note 20)	(2.47)	(7.29)
	<u>(2.47)</u>	<u>(7.29)</u>
Income tax expense recognised in the statement of profit and loss (i)	400.39	27.27
Other comprehensive income section		
Income tax relating to items that will not be reclassified to profit or loss		
a. Current tax	69.02	118.80
b. Deferred tax	(41.66)	82.28
	<u>27.36</u>	<u>201.08</u>
	<u>427.75</u>	<u>228.35</u>
Tax adjustment for earlier years (calculated for effective tax rates) (ii)	(1.20)	-
Net Effective Tax recognised in statement of profit and loss in respect of current year (i - ii)	401.59	27.27
B) Reconciliation of Effective Tax Rate:		
Profit before tax	1,724.05	286.45
Applicable tax rate	25.17%	25.17%
Calculated income tax expense	433.91	72.09
Tax effect of:		
a. Income not taxable as per applicable tax laws	(9.40)	(40.97)
b. Non-deductible expenses	16.20	13.05
c. Income Taxable at different rate/change in tax rate	(39.11)	(16.90)
Income tax expense as per statement of profit and loss	401.59	27.27
Effective tax rate	23.22%	9.52%

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in statement of profit and 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.

35 Related party disclosures

35.1 Name and relationships of related-parties:

a. Key management personnel

- i. Mr. Nand Khemka (Chairman cum Managing Director)
- ii. Mr. Shiv Vikram Khemka (Non Executive Director)
- iii. Mr. Uday Harsh Khemka (Non Executive Director)
- iv. Mr. Vijay Shrinivas (CEO and Whole Time Director)
- v. Mr Anil Bhardwaj [GM (Accounts) & CFO]
- vi. Mrs. Manali D. Bijlani (Company Secretary)
- vii. Ms. Bindu Saxena (Independent Director)
- viii. Mr. P.R. Khanna (Independent Director)
- ix. Mr. Harjiv Singh (Independent Director)
- x. Mr Raj Kumar (Independent Director)

b. Relatives of key management personnel

- i. Mrs. Jeet Khemka, wife of Mr. Nand Khemka
- ii. Mrs. Urvashi Khemka, wife of Mr. Shiv Vikram Khemka
- iii. Mrs. Nitya Mohan Khemka, wife of Mr. Uday Harsh Khemka

c. Enterprises owned or significantly influenced by key management personnel or their relatives (either individually or with others)

- i. Unipatch Rubber Limited
- ii. Khemka Aviation Private Limited
- iii. Nand and Jeet Khemka Foundation
- iv. Sun Securities Limited
- v. Sun London Limited
- vi. Youth Reach
- vii. SRL 142 Holdings Limited
- viii. The Nabha Foundation
- ix. Hooghly Holdings Private Limited
- x. M P Flour Mills Private Limited
- xi. Elcom Systems Private Limited

Related party transactions:

35.2 The following transactions were carried out with related parties in the ordinary course of business and on arm's length basis:

1 Enterprises owned or significantly influenced by key management personnel or their relatives (either individually or with others) (Rs. / lakh)

Particulars	Year ended		Year ended		Year ended	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Name of parties:	Sale of goods & services		Purchase of goods		Rent paid	
- Unipatch Rubber Limited	148.96	72.64	2.17	1.15	-	-
- Khemka Aviation Private Limited	-	-	-	-	90.00	90.00
- Hooghly Holdings Private Limited	-	-	-	-	46.80	46.80

Name of parties:	Reimbursement of expenses received		Dividend paid		CSR expenditure	
- Unipatch Rubber Limited	-	-	28.50	28.50	-	-
- Khemka Aviation Private Limited	0.83	0.60	150.54	150.54	-	-
- Nand and Jeet Khemka Foundation	1.01	0.86	-	-	-	-
- The Nabha Foundation	-	-	-	-	25.00	25.00
- Youth Reach	0.57	0.48	-	-	8.00	5.00
- Elcom Systems Private Limited	10.92	-	-	-	-	-
- Sun Securities Limited	-	-	3.29	3.29	-	-
- Sun London Limited	-	-	9.02	9.02	-	-

Name of parties:	Reimbursement of expenses paid		Lease charges		Dividend Income	
- Khemka Aviation Private Limited	0.83	1.37	-	-	-	-
- Hooghly Holdings Private Limited	-	4.80	-	-	-	-
- Unipatch Rubber Limited	-	0.05	-	-	-	-
- M P Flour Mills Private Limited	-	0.07	-	-	-	-
- Elcom Systems Private Limited	-	-	443.40	258.65	-	-
- SRL 142 Holdings Limited	-	-	-	-	-	160.73

Dividend Paid is before tax deduction

2 Key management personnel

(Rs. / lakh)

Particulars	Year ended		Year ended	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Name of parties:	Remuneration		Sitting fees	
- Mr. Nand Lal Khemka :			-	-
- Short term employee benefits	84.00	82.42		
- Mr. Vijay Shrinivas :				
- Short term employee benefits	149.33	104.05	-	-
- Post employee benefits	7.97	6.64	-	-
- Mr. K.K. Kapur :				
- Short term employee benefits	-	14.00	-	-
- Post employee benefits	-	0.04	-	-

Particulars	Year ended		Year ended	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Name of parties:	Remuneration		Sitting fees	
- Mr. Anil Bhardwaj :				
- Short term employee benefits	37.67	33.70	-	-
- Post employee benefits	1.89	1.67	-	-
- Mrs. Manali D Bijlani :				
- Short term employee benefits	27.39	25.01	-	-
- Post employee benefits	1.71	1.59	-	-
- Ms. Bindu Saxena	6.00	3.00	5.10	5.90
- Mr. P.R. Khanna	6.00	5.50	7.10	8.40
- Mr. Harjiv Singh	6.00	5.50	6.80	9.20
- Mr. Raj Kumar	6.00	3.00	6.50	6.50

The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.

3 Relatives of Key management personnel

Particulars	Year ended	
	31 March 2023	31 March 2022
Name of parties:	Dividend paid	
- Mrs. Jeet Khemka	210.24	210.24
- Mrs. Urvashi Khemka (Joint holder with Mr. Shiv Vikram Khemka)	30.02	30.02

Dividend Paid is before tax deduction

4 Joint Venture Company

Particulars	Year ended		Year ended	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Name of parties:	Sale of Investment in equity shares		Redemption of Investment in optionally convertible redeemable preference shares	
- Sun Mobility EV Infra Private Limited (Formerly known as Alberieth EV Services Private Limited)	-	219.63	-	1,757.04

35.3 Balances outstanding at year ended :

(Rs. / lakh)

Particulars	As at	As at
	31 March 2023	31 March 2022

1 Key management personnel

Name of parties:	Remuneration	
- Mr. Vijay Shrinivas	27.74	5.16
- Ms. Bindu Saxena	6.00	3.00
- Mr. P.R. Khanna	6.00	5.50
- Mr. Raj Kumar	6.00	3.00
- Mr. Harjiv Singh	6.00	5.50

(Rs. / lakh)

Particulars	As at	As at
	31 March 2023	31 March 2022

2 Enterprises owned or significantly influenced by key management personnel or their relatives (either individually or with others)

Name of parties:	Trade Payable	
- Hooghly Holdings Private Limited	-	7.70
- M P Flour Mills Private Limited	0.02	0.02
Name of parties:	Trade Receivable	
- Unipatch Rubber Limited	0.63	0.01
- Elcom Systems Private Limited	43.60	43.60
Name of parties:	Expense Receivable	
- Youth Reach	0.02	0.04
- Khemka Aviation Private Limited	0.10	0.08
- Nand and Jeet Khemka Foundation	-	0.01

36 Capital commitments

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
a. Estimated amount of contracts remaining to be executed on capital account and not provided for [net of advances of Rs. 127.43 lakh (As at 31 March, 2022 Rs. 19.29 lakh)]	198.6	37.27

37 Leases

a. Lease liabilities are presented in the statement of financial position as follows:

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Current	39.25	-
Non Current	594.21	-

The Company has leases for the corporate office, depots and related facilities. With the exception of short term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability.

b. The statement of profit and loss impacts as follows :

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Depreciation expense of right-of-use assets	23.73	-
Interest expense on lease liabilities	17.33	-
Rent expense in term of short term leases	169.88	209.39
	<u>210.94</u>	<u>209.39</u>

38 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006")

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
i. Principal amount remaining unpaid to any supplier at the end of each accounting year		
- Trade payables	67.74	38.76
- Payable for capital creditors	-	-
ii. Interest due on above.	-	-
iii. Amount of interest paid by the Company to the suppliers in terms of section 16 of the Act.	-	-
iv. Amount paid to the suppliers beyond the respective due date.	-	-
v. Amount of interest due and payable for the year of delay in payments (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act.	-	-
vi. Amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
vii. 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 this Act.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

37 (a) Contingent liabilities

Claims against the Company not acknowledged as debt

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
i. The Company is under litigation with the revenue authorities regarding expenditure claimed by the Company arising out of an arbitration award. As per the Company, the expenditure should be allowed in the year the arbitrator has passed the award. The department is of the view that the liability is not accrued till the award becomes a rule of court and has therefore disallowed the expenditure in the AY 1998-99. During the financial year 2006-2007, the Company had received a demand notice from Income tax authorities pursuant to the order by Income Tax Appellate Tribunal, Delhi. The Company is presently in appeal before the Hon'ble Delhi High Court. The Company has deposited Rs. 20.00 Lakh against the demand which is included under note no. 10.	159.15	159.15
ii. In respect of the assessment year 2017-18, the Assessing Officer has disallowed expenditure of Rs.57.66 lakh and also made additions amounting to Rs.1.58 lakh under Income Tax Act. The Company has filed an appeal before CIT (Appeals) against the order of the Assessing Officer and the proceedings are in progress. The Company has deposited a sum of Rs.4.11 Lakh against the demand which is included under note no.10.	20.50	20.50

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
iii. In respect of the assessment year 2018-19, the Assessing Officer has disallowed expenditure of Rs.33.28 lakh. The Company has filed an appeal before CIT (Appeals) against the order of the Assessing Officer and proceedings are in progress. The Company has deposited a sum of Rs 2.03 lakh against the demand which is included under note no. 10.	10.11	10.11
iv. In respect of the assessment year 2020-21, the Assessing Officer has not given full credit against the deposit of Dividend Distribution Tax. The Company has filed a rectification application under section 154 before the assessing officer.	14.94	-
v. Pending labour cases, being disputed by the Company.	10.81	10.81
vi. Demand raised by the Sales Tax Authorities, being disputed by the Company.	35.08	33.76
vii. Input Credit claimed by the Company but not allowed by the GST department.	317.52	308.96
viii. Demand raised by the GST Authorities, being disputed by the Company. The Company has deposited a sum of Rs.1.52 Lakh against the demand which is included under note no.10.	1.52	1.52
Total	569.63	544.81

The amount assessed as contingent liability does not include interest (except in demand raised by the sales tax authorities) that could be claimed by the counter parties.

Based on expert opinions, the management believes that the Company has a strong chance of success in the above mentioned cases and hence no provision is considered necessary in respect of the disputed amounts detailed above.

40 Employee benefit plans

a. Defined contribution plans

The Company makes contribution to Provident Fund and Employee State Insurance Scheme which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

All provident fund contributions are charged to the statement of profit and loss.

b. Defined benefit plan

Gratuity

The Company has a defined benefit gratuity plan. Employee who have 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.

The most recent valuation of the present value of defined benefit obligation was carried as at 31 March, 2023 in which 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.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	Valuation as at	
	As at 31 March, 2023	As at 31 March, 2022
Expected rate of return	6.50%	6.50%
Discount rate (%)	7.34%	7.16%
Expected rate(s) of salary increase	7.00%	7.00%
Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
Retirement Age (Years)	58/70	58/70
Withdrawal Rate (%) (Ages)		
Upto 30 years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Service cost:		
Total service cost	35.08	35.17
Net interest expenses	(0.70)	1.68
Components of defined benefit costs recognised in profit or loss	34.38	36.85
Remeasurement on the net defined benefit liability		
Actuarial gain/(loss) on plan assets	(2.36)	0.43
Actuarial gain/(loss) from change in financial assumptions	6.08	12.51
Actuarial gain/(loss) from change in experience adjustment	(5.35)	18.39
Components of defined benefit costs recognised in other comprehensive income	(1.63)	31.33

Notes:

- The current service cost and the net interest expenses for the year are included in the 'Employee benefits expense' line item in the Statement of profit and loss.
- The remeasurement of the net defined liability is included in other comprehensive income.

The amounts included in the balance sheet arising from the Company's obligation in respect of defined benefit plans is as follows:

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Present value of defined benefit obligation		
Non-current	-	-
Current	7.61	(9.78)
	7.61	(9.78)

Movement in the present value of the defined benefit obligation and fair value of the plan assets are as follows:

A Present value of the defined benefit obligation

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Opening defined benefit obligation	356.46	356.28
Current service cost	35.07	35.17
Interest cost	25.52	24.23
Actuarial (gain)/loss on obligation	(0.73)	(30.90)
Benefits paid	(44.47)	(28.32)
Closing defined benefit obligation	371.85	356.46

B Fair value of the plan assets

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Opening fair value of plan assets	366.24	331.58
Return on plan assets (excluding amount included in net interest expense)	21.50	22.55
Remeasurement gain/(loss)	2.36	0.43
Contributions from the employer	18.61	20.00
Benefits paid	(44.47)	(8.32)
Closing fair value of plan assets	364.24	366.24

C Net liability/(asset) (A-B)

7.61 (9.78)

The fair value of the plan assets are as follows

Fund managed by insurer **364.24** 366.24

The company has invested fund in LIC of India ("insurer"). The future information of fund investments are not available with the Company.

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Sensitivity analysis:

If the expected salary growth and discount rate increases /(decreases) by 0.50%, the defined benefit obligation would change as:

	As at 31 March 2023		As at 31 March 2022	
	Increase by 0.50%	Decrease by 0.50%	Increase by 0.50%	Decrease by 0.50%
	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)	(Rs. / lakh)
Discount rate	(16.19)	17.56	(16.14)	17.53
Salary growth rate	16.82	(15.62)	16.77	(16.20)

Notes

- Sensitivities due to mortality and withdrawals are not material and hence impact of change not calculated.
- Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by 0.50 percentage, keeping all other actuarial assumptions constant.

Maturity Profile of Defined Benefit Obligation

	Year	Amount (Rs. / lakh)
a.	0 to 1 Year	41.91
b.	1 to 2 Year	26.00
c.	2 to 3 Year	24.02
d.	3 to 4 Year	10.41
e.	4 to 5 Year	23.70
f.	5 to 6 Year	31.78
g.	6 Year onwards	214.04

41 Financial instruments

A. Capital Management

Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company's capital management is to safeguard its ability to continue as going concern and to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. No changes were made in the objectives, policies or processes for managing capital.

B. Categories of financial instruments

	As at 31 March, 2023 (Rs. / lakh)	As at 31 March, 2022 (Rs. / lakh)
Financial assets		
i) Measured at fair value through profit or loss		
a. Investments		
- non current	3,018.81	2,903.74
- current	7.71	0.03
ii) Measured at amortised cost		
a. Investments		
- non current	2,957.09	1,153.95
- current	405.95	-
b. Loans		
- non current	0.52	0.16
- current	17.48	24.68
c. Trade receivables	2,930.06	2,259.57
d. Cash and cash equivalents	174.60	70.73
e. Other bank balances	56.94	172.47
f. Other financial assets		
- non current	126.08	47.81
- current	178.36	146.85
iii) Measured at fair value through other comprehensive income		
a. Investments		
- non current	3,591.85	4,513.56
- current	1,288.67	2,668.70
Financial liabilities		
a. Lease liability		
- non current	594.21	-
- current	39.25	-
b. Trade payables	2,280.69	1,664.92
c. Other financial liabilities	339.80	436.73

C. Financial risk

In the course of its business, the Company is exposed primarily to fluctuations in Interest rates, security price risk, credit risk and liquidity risk which may adversely impact the fair value of its financial instruments, the operation of the Company did not have an exposure for foreign currency exchange rates as the majority of the operations are in India only. The Company has a risk management policy covering risks associated with the financial assets and liabilities such as interest rate risk, security price risk and credit risk. The risk management policy has been approved by the board of directors. The risk management framework aims to:

- Create a stable business planning environment by reducing the impact of interest rate fluctuations on the Company's business plan.
- Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

The Company does not use the derivative financial instruments for risk mitigation.

a. Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in 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 foreign currency exchange rates, interest rates, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

i. Foreign currency exchange rate risk

The Company operates majorly in India but is exposed to foreign exchange risk arising through its sale and purchase of goods and services with overseas suppliers and investment in foreign currency transactions primarily with respect to US Dollar ('USD'). The Company does not use the derivative financial instruments to manage its risk.

The Company has exposure in US dollars only as per details given below:

Particulars	Receivable- Trade Receivables (Rs. / lakh)	Cash in Hand (Rs. / lakh)	Payable - Trade Payables (Rs. / lakh)	Investments (Rs. / lakh)
As at 31 March, 2023	11.69	19.31	50.92	1,710.11
As at 31 March, 2022	60.92	-	-	1,758.72

ii. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the year are as follows:

Particulars	USD (Rs. / lakh)
As at 31 March, 2023	
Assets	1,721.80
Liabilities	70.23
As at 31 March, 2022	
Assets	1,819.64

iii. Interest rate risk

Financial liabilities

The company is virtually debt free and the exposure to Interest Rate risk from the perspective of financial liabilities is negligible. Further, treasury activities focus on managing investments and debt instruments and are administered under a set of approved policies guided by safety, liquidity and returns.

Financial assets

The Company's investments are primarily in fixed rate interest bearing investments. Hence the Company is not significantly exposed to interest rate risk.

b. Security price risk

The Company is exposed to equity price risks arising from equity investments held by the Company and classified in the balance sheet as fair value through OCI.

i. Equity price sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of the year.

If the equity instruments (equity shares and equity linked mutual fund) prices had been 5% higher / lower. Other comprehensive income for the year ended 31 March, 2023 would increase / decrease by Rs.244.03 Lakh (for the year ended 31 March 2022: increase / decrease by Rs. 359.11 lakh) as a result of the change in fair value of equity investment measured at FVTOCI.

ii. Exposure in mutual funds (Other than equity linked mutual fund)

The Company manages the surplus funds majorly through investments in debt based mutual fund schemes. The price of investment in these mutual fund schemes is reflected through Net Asset Value (NAV) declared by the Asset Management Company on daily basis as reflected by the movement in the NAV of invested schemes. The Company is exposed to price risk on such Investments.

Mutual fund price sensitivity analysis - The sensitivity analysis below have been determined based on Mutual Fund Investment at the end of the year.

If NAV has been 1% higher / lower: Profit for the year ended 31 March 2023 would increase / decrease by Rs. 30.27 lakh (for the year ended 31 March 2022 by Rs. 29.04 Lakh) as a result of the changes in fair value of mutual fund investments.

iii. If the investment in bonds and preference shares prices had been 1% higher / lower:

Profit for the year ended 31 March 2023 would increase / decrease by Rs.29.65 Lakh (for the year ended 31 March 2022: increase / decrease by Rs. 11.54 Lakh) as a result of the change if there is no change in the market risk and other assumptions.

c. Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle its obligations. To manage trade receivables, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and ageing of such receivables.

Financial instruments that are subject to credit risk, principally consist of investments, trade receivables and loans and advances. None of the financial instruments of the Company carry material concentration of credit risks. Financial assets for which loss allowance is measured relates to trade receivables where loss allowance at the year ended March 2023 was estimated at Rs. 150.63 lakh (Previous year Rs. 115.85 lakh).

Other than financial assets mentioned above, none of the Company's financial assets are either impaired or past due, and there are no indications that defaults in payment obligations would occur as exposure to Trade Receivable is diversified. There is no single customer whose sales are exceeding 10% of the turnover of the Company.

d. Liquidity risk

Liquidity risk refers to the risk that the Company can not meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per the requirements.

During the year ended, the Company generated sufficient cash flows from operations to meet its financial obligations as and when they fall due.

The amounts disclosed in the table are the contractual undiscounted cash flows. The table below provides details regarding the contractual maturities of significant financial liabilities as at:

Contractual maturities of financial liabilities

	less than 1 year (Rs. / lakh)	1 to 5 year (Rs. / lakh)	more than 5 year (Rs. / lakh)	Total (Rs. / lakh)
As at 31 March, 2023				
Lease liabilities	90.00	500.18	317.40	907.58
Trade payables	2,280.69	-	-	2,280.69
Other financial liabilities	339.80	-	-	339.80
As at 31 March, 2022				
Trade payables	1,664.92	-	-	1,664.92
Other financial liabilities	436.73	-	-	436.73

The Company has cash credit facility from banks of Rs. 400 Lakh (As at 31 March, 2022 Rs. 400 Lakh). However, the company has not utilised the same as on 31 March 2023 and 31 March 2022.

e. Unhedged Foreign currency exposures

Particulars	As at 31 March, 2023			As at 31 March 2022	
	Currency	In foreign currency (in lakh)	(Rs. / lakh)	In foreign currency (in lakh)	(Rs. / lakh)
Receivables					
-Trade Receivables	USD	0.14	11.69	0.80	60.92
Advance from customers	USD	0.23	19.31	-	-
Trade payable	USD	0.61	50.92	-	-

42 Fair value measurements

Financial assets and financial liabilities are measured at fair value at the end of each year. The information of the valuation techniques and the input used are as follows:

Particulars	Level	As at 31 March, 2023 (Rs. / lakh)	As at 31 March 2022 (Rs. / lakh)
Measured at fair value through profit or loss			
Investment			
- non current	Level 2	3,018.81	2,903.74
- current	Level 2	7.71	0.03
Sub Total		3,026.52	2,903.77
Measured at fair value through other comprehensive income			
- Investments in Equity shares(quoted)	Level 1	824.49	704.27
- Investments in equity oriented mutual funds	Level 2	2,157.52	3,960.95
- Investments in Capital venture fund (unquoted)	Level 3	188.41	283.86
- Investment in Compulsory convertible preference shares (Unquoted)	Level 3	1,710.11	1,758.72
- Investment in equity shares (Unquoted)	Level 3	-	474.46
Sub Total		4,880.52	7,182.26
Grand Total		7,907.04	10,086.03

Valuation technique

Level 1: Quoted prices in the active market. This level of hierarchy includes financial assets that are measured by reference to quoted prices in the active market.

Level 2: Valuation techniques with observable inputs. This level of hierarchy includes items measured using inputs other than quoted prices included within Level 1 that are observable for such items, either directly or indirectly.

Level 3: Valuation techniques with unobservable inputs. This level of hierarchy includes items measured using inputs that are not based on observable market data (unobservable inputs). Fair value determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instruments nor based on available market data.

The fair value of the financial assets are determined at the amount that would be received to sell an asset in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

- Investments in mutual funds: Fair value is determined by reference to the quotes of net asset value (NAV) declared by the financial institutions.
- Quoted equity investments: Fair value is derived from quoted market prices in active markets.
- Unquoted investments: Fair value is derived on the basis of income approach, in this approach the discounted cash flow method is used to capture the present value of the expected future economic benefits to be derived from the ownership of these investments or from valuation declared by fund house.

Trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items as generally they are of short term nature. There has been no change in the valuation methodology for Level 3 inputs during the year ended.

Derivative contracts: The Company has not entered into any forward contracts and swaps to manage its exposure as the Company management expects that there are nominal exposure of the Company for foreign exchange and are manageable.

43 Capital-Work-in Progress (CWIP)

CWIP aging schedule :

(Rs. / lakh)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress (Renovation)	39.92	1.77	-	-	41.69
Total	39.92	1.77	-	-	41.69

Particulars	(Rs. / lakh)
As at 01.04.2021	1933.89
Additions during the year	568.75
Capitalised during the year	2,404.21
As at 31.03.2022	98.43
Additions during the year	353.47
Capitalised during the year	410.20
As at 31.03.2023	41.69

44 Events after the reporting period

There were no events after the reporting date that could have a material effect on the financial position of the Company as at 31 March 2023.

45 Details of Corporate Social Responsibility (CSR) expenditure

	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
a. Gross amount required to be spent by the Company during the year	14.35	21.50
b. Amount spent during the year on the following :		
i. Construction/ acquisition of any asset	-	-
ii. On purposes other than (i) above	35.50	33.75
c. Shortfall at the end of the year	-	-
d. Total of previous years shortfall	-	-
e. Reason for shortfall	N.A	N.A

As per section 135 of the Companies Act, 2013, amount required to be spent on CSR by the Company during the year is computed at 2% of its average net profit for the immediately preceding three financial years.

Details of related parties transaction relating to CSR expenditure :-	Year ended 31 March, 2023 (Rs. / lakh)	Year ended 31 March, 2022 (Rs. / lakh)
Name of Related parties are:		
i. The Nabha Foundation	25.00	25.00
ii. Youth Reach	8.00	5.00
	33.00	30.00

46 Disclosure required under Section 186(4) of the Companies Act, 2013

The Company has given loans only to staff members which as on 31 March 2023 amounted to Rs. 18.00 lakh (AS on Mar'22 Rs. 24.84 lakh). The investments made by the Company in various entities have been detailed in Notes 7 and 13. The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMP's and the related parties.

47 Additional Regulatory information – Ratios

S. No	Ratio	Numerator	Denominator	As at 31 March, 2023	As at 31 March, 2022	Change March 2022 vs March 2021	Explantaion for change by more than 25%
a	Current Ratio	Total Current Assets	Total Current Liabilities	3.41	4.33	-21.30%	Change in the ratio is less than 25%
b	Debt Equity Ratio	Total liabilities	Total Closing equity	0.19	0.13	40.50%	Due to increase in trade payables
c	Debt Service Coverage Ratio	Profit before tax, finance cost and Depreciation	finance cost	66.97	42.87	56.21%	Higher profit before tax, finance cost and depreciation due to increase in revenue from operations

S. No	Ratio	Numerator	Denominator	As at 31 March, 2023	As at 31 March, 2022	Change March 2022 vs March 2021	Explantaion for change by more than 25%
d	Return on Equity Ratio	Total comprehensive income	Total opening equity	5.60%	7.94%	-29.47%	Reduction in other comprehensive income due to lower income from investments
e	Inventory Turnover Ratio	Cost of material consumed + purchase of stock in trade + changes in inventory	closing inventories	2.85	3.06	-6.99%	Change in the ratio is less than 25%
f	Trade Receivable Turnover Ratio	Revenue from operations	Closing trade receivables	8.32	7.39	12.66%	Change in the ratio is less than 25%
g	Trade Payables Turnover Ratio	Purchase of raw material	closing trade payables	7.75	7.32	5.92%	Change in the ratio is less than 25%
h	Net Capital Turnover Ratio	Revenue from operation	Total current assets - Total current liabilities	3.44	2.19	56.96%	Due to increase in revenue from operations
i	Net Profit Ratio	Profit/(loss) for the year	Revenue from operations	5.43%	1.55%	249.59%	Higher net profit due to increase in revenue from operations
j	Return on Capital Employed	PBT before finance cost	Total Opening equity + Total non-current liabilities	8.33%	1.51%	451.57%	Higher net profit due to increase in revenue from operations
k	Return on Investment	Investment Income	Opening Investment value	1.42%	19.26%	-92.61%	Last year major gain was on liquidation of Subsidiary and Joint Venture Companies.

48 Previous year figures

Previous year figures have been regrouped/reclassified, wherever necessary to conform to this year's classification.

As per our report of even date

For Khanna & Annadhanam

Chartered Accountants

ICAI Firm's Registration No.: 001297N

B. J. Singh

Partner

Membership No. 007884

Place: New Delhi

Date: May 5, 2023

For and on behalf of the Board of Directors

Nand Lal Khemka

Chairman cum Managing Director

DIN : 00211084

Place: New York

Manali D Bijlani

Company Secretary

Place: Noida

Vijay Shrinivas

CEO & Whole Time Director

DIN : 08337007

Place: New Delhi

Anil Bhardwaj

GM (Accounts) & CFO

Place: New Delhi