

Date: 06th September, 2022

Company Code: - 539176

To,
The General Manager,
Corporate Relationship Department,
Bombay Stock Exchange Ltd.
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir/Madam,

Sub: - Submission of Annual Report under Regulation 34 of the SEBI (LODR) Regulations, 2015

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith 29th Annual Report of the Company.

Kindly take the same on your record.

Thanking you,

Yours Faithfully,

For, Hawa Engineers Limited.

Shital Dalavadi
Company Secretary

29th ANNUAL REPORT
2021-2022

BOARD OF DIRECTORS:

Mr. Aslam Kagdi	Chairman, Managing Director & CFO
Mr. Asad Kagdi	Joint Managing Director
Mr. Mohammed khan Pathan	Whole Time Director
Mr. Shad Mdafzal Ranginwala	Independent Director (Resignw w.e.f 12 th August, 2022)
Mr. Anwarahmed Mohammed Javid Daruwala	Independent Director
Mrs. Sabana Amjad Rehmani	Independent Director
Mr. Abdul Motibhai Desai	(Additional Independent Director (Appointed w.e.f 12 th August, 2022)
Mr. Johebhasan Aabidbhai Kureshi	(Additional Independent Director (Appointed w.e.f 12 th August, 2022)

COMPANY SECRETARY:

Ms. Shital Dalavadi

AUDITOR:

N. M. Pathak & Co.

Chartered Accountant, Ahmedabad

SECRATARIAL AUDITOR

M/s. Chirag Shah and Associates

Company Secretary, Ahmedabad

PRINCIPAL BANKERS:

Canara Bank

Navrangpura, Ahmedabad

REGISTERED OFFICE

Plot No. 129, Near Kashiram Textile Mill,

Narol Road, Ahmedabad - 382405

Tel : 079-25320781/82/83/86

E-mail : cs@hawaengltd.com

Website : www.hawaengltd.com

CORPORATE IDENTIFICATION NUMBER:

L29120GJ1993PLC019199

REGISTRAR & TRANSFER AGENT:

Bigshare Services Pvt. Ltd

A-802, Samudra Complex, off C G Road,

Navrangpura, Near Girish Cold Drinks

Ahmedabad 380009

Email Id: bssahd2@bigshareonline.com

Website: www.bigshareonline.com

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NOTICE

Notice is hereby given that the 29th Annual General Meeting of Members of **Hawa Engineers Limited** will be held on Thursday, 29th September, 2022 at 04:30 p.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Aslam Kagdi (DIN:00006879), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-Appointment of Mr. Aslam Kagdi (DIN:00006879) as a Managing Director of the Company.**

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

RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Aslam Kagdi (DIN:00006879) as a Managing Director of the Company, for a period of 3 (three) years, on expiry of his present term of office i.e. with effect from 7th February, 2022 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit subject to the same not exceeding the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 or any statutory modification or re-enactment thereof, for the time being force and as agreed by and between the Board of Directors and Mr. Aslam Kagdi without any further reference to the Company in General Meeting, to obtain further approval from members;

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Aslam Kagdi will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.

4. **Re-appointment of Mr. Asad Kagdi (DIN:00006898) as a Joint Managing Director of the Company.**

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

RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-

enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Asad Kagdi (DIN:00006898) as a Joint Managing Director of the Company, for a period of 3 (three) years, on expiry of his present term of office i.e. with effect from 7th February, 2022 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit subject to the same not exceeding the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 or any statutory modification or re-enactment thereof, for the time being force and as agreed by and between the Board of Directors and Mr. Asad Kagdi without any further reference to the Company in General Meeting, to obtain further approval from members;

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Asad Kagdi will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.

5. **Re-appointment of Mr. Mohammed khan Pathan (DIN:00006940) as a Whole Time Director of the Company.**

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

RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Mohammed khan Pathan (DIN:00006940) as a Whole Time Director of the Company, for a period of 3 (three) years, on expiry of his present term of office i.e. with effect from 7th February, 2022 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit subject to the same not exceeding the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 or any statutory modification or re-enactment thereof, for the time being force and as agreed by and between the Board of Directors and Mr. Mohammed khan Pathan without any further reference to the Company in General Meeting, to obtain further approval from members;

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Mohammed khan Pathan will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

6. **To appoint Mr. Abdul Motibhai Desai (DIN: 09671908) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Abdul Motibhai Desai (DIN: 09671908), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to 11th August, 2027;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. **To appoint Mr. Johebhasan Aabidbhai Kureshi (DIN: 09671800) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Johebhasan Aabidbhai Kureshi (DIN: 09671800), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to 11th August, 2027;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. **To consider and if thought fit, approve the appointment of Mr. Mohmedhabib Abdulnabi Narmawala (DIN: 03638577) as a Director (Non-Executive, Non-Independent) of the Company and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT Mr. Mohmedhabib Abdulnabi Narmawala (DIN: 03638577), who was appointed as an Additional Director (Non-Executive, Non- Independent) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

Registered Office:

Plot No. 129, Near Kashiram Textile Mill
Narol Road, Ahmedabad – 382405
CIN: L29120GJ1993PLC019199

Date: 12th August, 2022
Place: Ahmedabad

By order of Board of Directors
Hawa Engineers Limited

Sd/-
Aslam Kagdi
Chairman
DIN: 00006879

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued dated May 5, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 (collectively referred to as "MCA Circulars") prescribed the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 29th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no.16 and available at the Company's website www.hawaengltd.com
2. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800225533.
3. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking re-appointment at this AGM are also annexed.
4. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
5. Pursuant to the MCA Circulars, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the member 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 thereat and cast their votes through e-voting.
6. The attendance of the Members attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022, the Notice of AGM alongwith Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2021-22 has been uploaded on website of the Company at www.hawaengltd.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
8. The Register of members and share transfer books of the Company will remain closed from Thursday, 22nd September, 2022 to Thursday, 29th September, 2022 (both days inclusive) for the purpose of Annual General Meeting.
9. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

11. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
12. The Register of Director's and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection in electronic mode.
13. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the schedule 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. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, 22nd September, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.

14. Process for those shareholders whose email ids are not registered:
 - a) For members holding shares in Physical mode- please provide necessary details like Folio No., Name of shareholder by email to cs@hawaengltd.com/ bssahd@bigshareonline.com.
15. Members holding shares in Demat mode can get their Email-ID registered by contacting their respective Depository Participant.
16. Process and manner for members opting for voting through Electronic means:
 - I. 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 and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and 13th January, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
 - II. Members whose name are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date (record date) i.e. Thursday, 22nd September, 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

- III. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, 22nd September, 2022 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- IV. The remote e-voting will commence on Monday, 26th September, 2022 at 9.00 A.M and ends on Wednesday, 28th September, 2022 at 5.00 P.M. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Thursday, 22nd September, 2022 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- V. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- VI. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, 22nd September, 2022.
- VII. The Company has appointed CS Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP No. 3498), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

The instructions for shareholders for remote voting are as under:

- 1. The voting period begins on Monday, 26th September, 2022 at 9.00 A.M and ends on Wednesday, 28th September, 2022 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 22nd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- 4. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 5. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.hawaengltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
8. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13, 2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Monday, 26th September, 2022 at 9.00 A.M and ends on Wednesday, 28th September, 2022 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 22nd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single**

login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@hawaengltd.com(designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@hawaengltd.com . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id.
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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

Since 29th AGM of the Company will be held through VC / OAVM Facility, therefore Route Map is not annexed to this Notice.

17. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants.
18. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Private Limited.
19. Disclosure under regulation 36(3) of the SEBI (listing obligations and disclosure requirements) regulations, 2015 and secretarial standard on general meetings issued by the institute of company secretaries of India, in respect of a director seeking re-appointment at this AGM are as follows:

ITEM NO. 2 to 8

DETAILS OF DIRECTOR SEEKING APPOINTMENT & RE-APPOINTMENT AT THE 29TH AGM

NAME OF DIRECTOR	Mohamed Habib Abdulnabi Narmawala	Joheebhasan Aabidbhai Kureshi	Abdul Motibhai Desai	AslamKagdi	AsadKagdi	Mohammed khan Pathan
DIN	03638577	09671800	09671908	00006879	00006898	00006940
Date of Birth	04/08/1956	13/09/1987	20/06/1969	21/01/1961	28/06/1962	16/07/1976
Age	66	35	53	61	60	46
Expertise in Specific functional area/ Experience	Mr. Mohamed Habib Abdulnabi Narmawala is a retired IAS officer holding Bachelor's Degree in the field of LAW and Commerce.	Mr. Joheebhasan Aabidbhai Kureshi has done his Diploma in Information Technology from Cambridge college of Advanced Studies and has 10 years of experience in business.	Mr. Abdul Motibhai Desai has done his Bachelors of Commerce from Gujarat University and has 10 years of experience in business	Mr. AslamKagdi has been working as Director of the company since 1 st June, 2000. Aslam Kagdi is one of the key functionaries in the top management team and had been associated with the Company for about 13 years and he has wide business experience with Leadership Qualities.	Mr. AsadKagdi has been working as Director of the company since 26 th March, 1999. Asad Kagdi is one of the key functionaries in the top management team and had been associated with the Company for about 14 years and he has Wide business experience with Leadership Qualities.	Mr. Mohammed khan Pathan has been working as Director of the company for More than 10 years Experience in the field of Business Relation Marketing, Sales etc.
Qualification	B.com	Diploma	B.com	B.E	Commerce Degree and post Graduation in Management	M.E Mechanical
Terms and Conditions of Re-appointment	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement	As per Explanatory Statement
Number of Meetings of the Board attended during the year 2021-22	0	0	0	4	4	4

NAME OF DIRECTOR	Mohamed Habib Abdulnabi Narmawala	Johebhasan Aabidbhai Kureshi	Abdul Motibbhai Desai	AslamKagdi	AsadKagdi	Mohammed khan Pathan
Date of first appointment on the Board	12/08/2022	12/08/2022	12/08/2022	01/06/2000	26/03/1999	30/04/2004
Directorship of other listed companies as of date	None*	None*	None*	None*	None*	None*
Chairman/ Member of Committees (including Audit Committee & Stakeholder Committee)	None*	3*	2*	None*	1*	None*
No of shares held in the Company	NIL	NIL	NIL	183581Equity Shares	172462Equity Shares	24900 Equity Shares
Remuneration sought to be paid.	Sitting fees and commission	Sitting fees and commission	Sitting fees and commission	Refer explanatory statement	Refer explanatory statement	Refer explanatory statement
Remuneration last drawn.	NIL	NIL	NIL	₹ 12,00,000 (F.Y 21-22)	₹ 12,00,000 (F.Y 21-22)	₹ 6,00,000 (F.Y 21-22)
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Does not have any relationship with any other Director.	Does not have any relationship with any other Director.	Does not have any relationship with any other Director.	Mr. Aslam Kagdi is Brother of Mr. Asad Kagdi, Joint Managing Director of the Company.	Mr. AsadKagdi is Brother of Mr. AslamKagdi, Chairman and Managing Director of the Company.	Does not have any relationship with any other Director.

***Note:** The Directorship held by director mentioned above do not include directorship of Private Limited Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO. 3

The Board of Directors of the Company ("the Board"), at its meeting held on 13th November, 2021 has, subject to approval of members, re-appointed Mr. Aslam Kagdi (DIN: 00006879) as a Managing Director, for a period of 3 (three years) from the expiry of his present term i.e. with effect from 7th February, 2022, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board. Members' approval is sought for the re-appointment of and remuneration

payable to Mr. Aslam Kagdi as a Managing Director in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of, and remuneration payable to Mr. Aslam Kagdi are as under :

- (a) Period of re-appointment: 3 years w.e.f. February 7, 2022
- (b) Salary, Perquisites and Allowances as mentioned below:

Salary : Monthly Salary within the range of ₹ 1,00,000/- to ₹ 3,00,000/- as may be decided by the Board of Directors or Nomination and Remuneration Committee, from time to time. The annual increment will be decided by the Nomination and Remuneration Committee of the Company. In the event of any loss, absence or inadequacy of profit of the Company in any financial year, the salary specified herein shall be payable as minimum salary.

PERQUISITES CATEGORY - A

- (a) Medical benefit All medical expenses incurred for self and family shall be reimbursed, as per the policy of the Company.
- (b) Leave Travel Concession For self and family once in a year including one foreign trip in accordance with the rules of the Company.
- (c) Club fees Annual fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- (d) Personal Accident Insurance Personal Accident Insurance of an amount in accordance with the rules of the company.

CATEGORY – C

The Company shall provide a car with driver for official and personal use. Telephone at residence will be provided, the cost of which will be borne by the Company. Mr. Aslam Kagdi is liable to retire by rotation and shall not be paid any sitting fees for attending any meetings of Board or committees thereof.

- (c) The Company's contribution to provident fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable and encashment of leave, as per rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.
- (d) The Managing Director shall not be paid any sitting fees for attending any meetings of Board or Committees thereof.
- (e) Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.
- (f) **General:**
 - (i) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
 - (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

- (iii) The Managing Director shall adhere to the Company's Code of Conduct.
- (iv) The office of the Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing. Mr. Aslam Kagdi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Aslam Kagdi under Section 190 of the Act. The information required to be disclosed under Schedule V of the Act is as follows:

- i. The proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee and the Board;
- ii. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. The Company has not issued non convertible debentures;
- iii. A Special Resolution is being passed at the ensuing AGM for payment of the remuneration for a period not exceeding three years;
- iv. The statement containing further information is set out

4. Financial performance based on given indicators:

Particulars	31 st March, 2022	31 st March, 2021	31 st March, 2020
Revenue from Operations	73,23,79,517	48,10,70,111	4,71,955,265
Profit before Tax	13,523,068	10,142,536	8,637,669
Profit after Tax	10,930,401	7,981,366	8,470,893

5. Foreign investments or collaborations, if any: Nil

I. Information about the appointee:

1. Background details:

Mr. Aslam Kagdi has been working as Director of the company since 1st June, 2000. Aslam Kagdi is one of the key functionaries in the top management team and had been associated with the Company for about 13 years and he has wide business experience with Leadership Qualities.

2. Past remuneration:

The total remuneration Mr. Aslam Kagdi for the financial year ended 31st March, 2022 was ₹ 12,00,000.

II. General Information:

1. Nature of industry:

The Company is a leading in valve industries.

2. Date or expected date of commencement of commercial production:

The Company commenced its business operations in 1993.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, since the Company was incorporated on March 26, 1993.

4. Job profile and his suitability:

Mr. Aslam Kagdi is entrusted with the management of the whole of the affairs of the Company subject to the superintendence, control and direction of the Board. Within the above parameters, Mr. Aslam Kagdi performs such duties as are or may be entrusted to him by the Board or its Committees from time to time. He has wide ranging experience to effectively guide the Company in the pursuit of its goals.

5. Remuneration proposed:

The remuneration proposed to be paid to Mr. Aslam Kagdi is provided in Item No. 3 of the Notice.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

His remuneration is in line with that drawn by his peers in Industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 28th May, 2022.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:

Mr. Aslam Kagdi is promoter of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company.

III. Other information:

- 1. Reasons of loss or inadequate profits:** Not Applicable
- 2. Steps taken or proposed to be taken for improvement:** Not Applicable
- 3. Expected increase in productivity and profits in measurable terms:** Not Applicable

IV. Disclosures:

Brief resume and other details of Mr. Aslam Kagdi are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Aslam Kagdi is deemed to be interested in the said resolution as it relates to his re-appointment.

Mr. Asad Kagdi being relative of Mr. Aslam Kagdi is also interested in the said resolution.

None of the other Directors or key managerial personnel or their relatives is, in any way, concerned or interested in the said resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

The Board of Directors of the Company ("the Board"), at its meeting held on 13th November, 2021 has, subject to approval of members, re-appointed Mr. Asad Kagdi (DIN: 00006898) as a Joint Managing Director, for a period of 3 (three years) from the expiry of his present term i.e. with effect from 7th February, 2022, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board. Members' approval is sought for the re-appointment of and remuneration payable to Mr. Asad Kagdi as a Joint Managing Director in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of, and remuneration payable to Mr. Asad Kagdi are as under :

- (a) Period of re-appointment: 3 years w.e.f. February 7, 2022
- (b) Salary, Perquisites and Allowances as mentioned below:

Salary : Monthly Salary within the range of ₹ 1,00,000/- to ₹ 3,00,000/- as may be decided by the Board of Directors or Nomination and Remuneration Committee, from time to time. The annual increment will be decided by the Nomination and Remuneration Committee of the Company. In the event of any loss, absence or inadequacy of profit of the Company in any financial year, the salary specified herein shall be payable as minimum salary.

PERQUISITES CATEGORY - A

- (a) Medical benefit All medical expenses incurred for self and family shall be reimbursed, as per the policy of the Company.
- (b) Leave Travel Concession For self and family once in a year including one foreign trip in accordance with the rules of the Company.
- (c) Club fees Annual fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- (d) Personal Accident Insurance Personal Accident Insurance of an amount in accordance with the rules of the company.

CATEGORY – C

The Company shall provide a car with driver for official and personal use. Telephone at residence will be provided, the cost of which will be borne by the Company. Mr. Asad Kagdi is liable to retire by rotation and shall not be paid any sitting fees for attending any meetings of Board or committees thereof.

- (c) The Company's contribution to provident fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable and encashment of leave, as per rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.
- (d) The Managing Director shall not be paid any sitting fees for attending any meetings of Board or Committees thereof.
- (e) Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.
- (f) **General:**
 - (i) The Joint Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
 - (ii) The Joint Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
 - (iii) The Joint Managing Director shall adhere to the Company's Code of Conduct.
 - (iv) The office of the Joint Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing. Mr. Asad Kagdi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection

(3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Asad Kagdi under Section 190 of the Act. The information required to be disclosed under Schedule V of the Act is as follows:

- i. The proposed remuneration has been approved by a Resolution of the Nomination and Remuneration

Committee and the Board;

- ii. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. The Company has not issued non convertible debentures;
- iii. A Special Resolution is being passed at the ensuing AGM for payment of the remuneration for a period not exceeding three years;
- iv. The statement containing further information is set out

4. Financial performance based on given indicators:

Particulars	31 st March, 2022	31 st March, 2021	31 st March, 2020
Revenue from Operations	73,23,79,517	48,10,70,111	4,71,955,265
Profit before Tax	13,523,068	10,142,536	8,637,669
Profit after Tax	10,930,401	7,981,366	8,470,893

5. Foreign investments or collaborations, if any: Nil

I. Information about the appointee:

1. Background details:

Mr. Asad Kagdi has been working as Director of the company since 1st June, 2000. Asad Kagdi is one of the key functionaries in the top management team and had been associated with the Company for about 13 years and he has wide business experience with Leadership Qualities.

2. Past remuneration:

The total remuneration Mr. Asad Kagdi for the financial year ended 31st March, 2022 was ₹ 12,00,000.

II. General Information:

1. Nature of industry:

The Company is a leading in valve industries.

2. Date or expected date of commencement of commercial production:

The Company commenced its business operations in 1993.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, since the Company was incorporated on March 26, 1993.

4. Job profile and his suitability:

Mr. Asad Kagdi is entrusted with the management of the whole of the affairs of the Company subject to the superintendence, control and direction of the Board. Within the above

parameters, Mr. Asad Kagdi performs such duties as are or may be entrusted to him by the Board or its Committees from time to time. He has wide ranging experience to effectively guide the Company in the pursuit of its goals.

5. Remuneration proposed:

The remuneration proposed to be paid to Mr. Asad Kagdi is provided in Item No. 4 of the Notice.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

His remuneration is in line with that drawn by his peers in Industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 28th May, 2022.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:

Mr. Aslam Kagdi is promoter of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company.

III. Other information:

1. Reasons of loss or inadequate profits: Not Applicable

2. Steps taken or proposed to be taken for improvement: Not Applicable

3. Expected increase in productivity and profits in measurable terms: Not Applicable

IV. Disclosures:

Brief resume and other details of Mr. Asad Kagdi are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Asad Kagdi is deemed to be interested in the said resolution as it relates to his re-appointment.

Mr. Aslam Kagdi being relative of Mr. Asad Kagdi is also interested in the said resolution.

None of the other Directors or key managerial personnel or their relatives is, in any way, concerned or interested in the said resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

The Board of Directors of the Company ("the Board"), at its meeting held on 13th November, 2021 has, subject to approval of members, re-appointed Mr. Mohammed Khan Pathan (DIN: 00006940) as a Whole Time Director, for a period of 3 (three years) from the expiry of his present term i.e. with effect from 7th February, 2022, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board. Members' approval is sought for the re-appointment of and remuneration payable to Mr. Mohammed Khan Pathan as a Whole Time Director in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of, and remuneration payable to Mr. Mohammed Khan Pathan are as under:

(a) Period of re-appointment: 3 years w.e.f. 7th February, 2022

(b) Salary, Perquisites and Allowances as mentioned below:

Salary : Monthly Salary within the range of ₹ 1,00,000/- to ₹ 3,00,000/- as may be decided by the Board of Directors or Nomination and Remuneration Committee, from time to time. The annual increment will be decided by the Nomination and Remuneration Committee of the Company. In the event of any loss, absence or inadequacy of profit of the Company in any financial year, the salary specified herein shall be payable as minimum salary.

PERQUISITES CATEGORY - A

- (a) Medical benefit All medical expenses incurred for self and family shall be reimbursed, as per the policy of the Company.
- (b) Leave Travel Concession For self and family once in a year including one foreign trip in accordance with the rules of the Company.
- (c) Club fees Annual fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- (d) Personal Accident Insurance Personal Accident Insurance of an amount in accordance with the rules of the company.

CATEGORY – C

The Company shall provide a car with driver for official and personal use. Telephone at residence will be provided, the cost of which will be borne by the Company. Mr. Mohammed khan Pathan is liable to retire by rotation and shall not be paid any sitting fees for attending any meetings of Board or committees thereof.

- (c) The Company's contribution to provident fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable and encashment of leave, as per rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.
- (d) The Whole Time Director shall not be paid any sitting fees for attending any meetings of Board or Committees thereof.
- (e) Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.
- (f) **General:**
 - (i) The Whole Time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
 - (ii) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
 - (iii) The Whole Time Director shall adhere to the Company's Code of Conduct.
 - (iv) The office of the Whole Time Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing. Mr. Mohammed khan Pathan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Mohammed khan Pathan under Section 190 of the Act. The information required to be disclosed under Schedule V of the Act is as follows:

- i. The proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee and the Board;
- ii. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. The Company has not issued non convertible debentures;
- iii. A Special Resolution is being passed at the ensuing AGM for payment of the remuneration for a period not exceeding three years;
- iv. The statement containing further information is set out

4. Financial performance based on given indicators:

Particulars	31 st March, 2022	31 st March, 2021	31 st March, 2020
Revenue from Operations	73,23,79,517	48,10,70,111	4,71,955,265
Profit before Tax	13,523,068	10,142,536	8,637,669
Profit after Tax	10,930,401	7,981,366	8,470,893

5. Foreign investments or collaborations, if any: Nil

I. Information about the appointee:

1. Background details:

Mr. Mohammed khan Pathan has been working as Director of the company for More than 10 years Experience in the field of Business Relation Marketing, Sales etc.

2. Past remuneration:

The total remuneration Mr. Mohammed khan Pathan for the financial year ended 31st March, 2022 was ₹ 6,00,000.

II. General Information:

1. Nature of industry:

The Company is a leading in valve industries.

2. Date or expected date of commencement of commercial production:

The Company commenced its business operations in 1993.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, since the Company was incorporated on 26th March, 1993.

4. Job profile and his suitability:

Mr. Mohammed khan Pathan is entrusted with the management of the whole of the affairs of the Company subject to the superintendence, control and direction of the Board. Within the above parameters, Mr. Mohammed khan Pathan performs such duties as are or may be entrusted to him by the Board or its Committees from time to time. He has wide ranging experience to effectively guide the Company in the pursuit of its goals.

5. Remuneration proposed:

The remuneration proposed to be paid to Mr. Mohammed khan Pathan is provided in Item No. 5 of the Notice.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

His remuneration is in line with that drawn by his peers in Industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 28th May, 2022.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:

Mr. Mohammed khan Pathan has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company.

III. Other information:

1. Reasons of loss or inadequate profits: Not Applicable

2. Steps taken or proposed to be taken for improvement: Not Applicable

3. Expected increase in productivity and profits in measurable terms: Not Applicable

IV. Disclosures:

Brief resume and other details of Mr. Mohammed khan Pathan are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Mohammed khan Pathan is deemed to be interested in the said resolution as it relates to his re-appointment.

None of the other Directors or key managerial personnel or their relatives is, in any way, concerned or interested in the said resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company, had approved the appointment of Mr. Abdul Motibhai Desai (DIN: 09671908) as an Additional Director, designated as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 12th August, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective 1st January, 2022, appointment of an Independent Director of a listed entity shall be subject to approval of shareholders by way of a special resolution.

Mr. Abdul Motibhai Desai is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

The Company has also received declaration from Abdul Motibhai Desai that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mr. Abdul Motibhai Desai for the office of a Director of the Company.

In the opinion of the Board, Mr. Abdul Motibhai Desai fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Abdul Motibhai Desai is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Abdul Motibhai Desai in Corporate Governance, Boardroom Strategy and Compliance Management as well as his educational background, appointment of Mr. Abdul Motibhai Desai as an Independent Director is in the interest of the Company.

Details of Mr. Abdul Motibhai Desai has provided in the "Annexure A" to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

he shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings. Copy of draft letter of appointment of Mr. Abdul Motibhai Desai setting out the terms and conditions of appointment is available electronically for inspection by the Members.

Mr. Abdul Motibhai Desai is interested in the resolutions set out at Item No. 6 of the Notice with regard to his appointment. His relatives may be deemed to be interested in the respective resolution to the extent of their shareholding interest, if any, in the Company

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company, had approved the appointment of Mr. Johebhasan Aabidbhai Kureshi (DIN: 09671800) as an Additional Director, designated as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 12th August, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ("Listing Regulations"), effective January 1, 2022, appointment of an Independent Director of a listed entity shall be subject to approval of shareholders by way of a special resolution.

Mr. Johebhasan Aabidbhai Kureshi is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

The Company has also received declaration from Mr. Johebhasan Aabidbhai Kureshi that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mr. Johebhasan Aabidbhai Kureshi for the office of a Director of the Company.

In the opinion of the Board, Mr. Johebhasan Aabidbhai Kureshi fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Johebhasan Aabidbhai Kureshi is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience Mr. Johebhasan Aabidbhai Kureshi in Corporate Governance, Boardroom Strategy and Compliance Management as well as his educational background, appointment of Mr. Johebhasan Aabidbhai Kureshi as an Independent Director is in the interest of the Company.

Details of Mr. Johebhasan Aabidbhai Kureshi has provided in the "Annexure A" to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

he shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings. Copy of draft letter of appointment of Mr. Johebhasan Aabidbhai Kureshi setting out the terms and conditions of appointment is available electronically for inspection by the Members.

Mr. Johebhasan Aabidbhai Kureshi is interested in the resolutions set out at Item No. 7 of the Notice with regard to his appointment. His relatives may be deemed to be interested in the respective resolution to the extent of their shareholding interest, if any, in the Company

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

For Item No. 8:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company, had approved the appointment of Mr. Mohamed Habib Abdulnabi Narmawala as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from 12th August, 2022. According to the provisions of Section 161 of the Act, he holds office as Director only

up to the date of the ensuing AGM. As required under Section 160 of the Act, a notice has been received from a Member signifying its intention to propose the appointment of Mr. Mohamed Habib Abdulnabi Narmawala as a Director.

Mr. Mohamed Habib Abdulnabi Narmawala is a retired IAS officer holding Bachelor's Degree in the field of LAW and Commerce.

Brief resume and other details of Mr. Mohamed Habib Abdulnabi Narmawala are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulation and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 8 of this Notice, for approval by the Members of the Company. Mr. Mohamed Habib Abdulnabi Narmawala is deemed to be interested in the said resolution as it relates to his appointment.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the resolution, as set out in the Item No. 8 of this Notice.

Contact details

Company	Hawa Engineers Limited
Regd. Office	Plot No. 129, Near Kashiram Textile Mill, Narol Road, Ahmedabad – 382405
Registrar and Transfer Agent :	Bigshare Services Pvt. Ltd., A-802, Samudra Complex, off C. G. Road, Navrangpura, Near Girish Cold Drinks, Ahmedabad - 380009.
E-voting Agency	central depository services limited E-mail : helpdesk.evoting@cdslindia.com . Phone : 022-22723333/8588
Scrutinizer	CS Chirag Shah Practising Company Secretary E-mail ID : chi118_min@yahoo.com , pcschirag@gmail.com

Registered Office:

Plot No. 129, Near Kashiram Textile Mill
Narol Road, Ahmedabad – 382405
CIN: L29120GJ1993PLC019199

Date: 12th August, 2022
Place: Ahmedabad

By order of Board of Directors
Hawa Engineers Limited

Sd/-
Aslam Kagdi
Chairman
DIN: 00006879

Board's Report

To,
The Members,
Hawa Engineers Limited

Your Directors have pleasure in presenting the Twenty Nine Annual Report together with the Audited Statements of Accounts for the Year ended 31st March, 2022.

FINANCIAL HIGHLIGHTS AND PERFORMANCE OF THE COMPANY:

(Amounts in rupees)

Particulars	Year ended 31/03/2022	Year ended 31/03/2021
Revenue from Operations	73,23,79,517	48,10,70,111
Other Income	52,72,123	37,18,509
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	357,63,024	321,12,182
Less: Depreciation/ Amortisation/ Impairment	83,27,388	83,02,114
Profit /loss before Finance Costs, Exceptional items and Tax Expense	274,35,636	238,10,068
Less: Finance Costs	13,912,568	13,667,532
Profit /loss before Exceptional items and Tax Expense	13,523,068	10,142,536
Add/(less): Exceptional items	0	0
Profit /loss before Tax Expense	13,523,068	10,142,536
Less: Tax Expense (Current & Deferred)	25,92,667	21,61,170
Profit /loss for the year (1)	10,930,401	79,81,366
Total Comprehensive Income/loss (2)	0	0
Total (1+2)	10,930,401	79,81,366
Balance carried forward	122,007,605	111,077,204

OPERATIONAL OVERVIEW:

During the Year under review, the total revenue from operations (gross) of your Company stood at ₹ 732,379,517 as against ₹ 48,10,70,111 for FY 2020-21. However, Earnings before interest, tax, depreciation and amortization (EBITDA) were ₹ 357,63,024 registering a growth as against ₹ 321,12,182, in 2020-21. Profit after tax (PAT) for the year was ₹ 10,930,401 over the PAT of ₹ 79,81,366 in 2020-21. The movement of finished products from factory, arrangement of raw materials etc. was satisfactory in comparison to previous financial year. The staff and workers put their sincere effort in the operation of the plant and achieving efficiency in the production level.

Your Directors have taken appropriate remedial action to mitigate the adverse circumstances and are hopeful of better performance and results during the current year.

Your Company has taken effective steps to improve its production and sales during the year under review.

AMOUNT, IF ANY, WHICH THE BOARD PROPOSES TO CARRY TO ANY RESERVES:

The Board of Directors of the Company has not transferred any amount to the Reserves for the year under review.

DIVIDEND:

The Company has made the profits during the year, but to conserve the resources, the Directors do not recommend Dividend this year.

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the company.

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

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

SHARE CAPITAL:

The Paid-up Equity Share Capital of the Company as on 31st March, 2022 is ₹ 3,52,64,000/- comprising of 35,26,400 shares of ₹ 10/- each. During the year under review, the Company has not issued any equity shares.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

DIN/DPID/ PAN	FULL NAME	DESIGNATION	DATE OF APPOINTMENT
00006879	Mr. Aslam Kagdi	Managing Director and CFO	01/06/2000
00006898	Mr. Asad Kagdi	Jt. Managing Director	26/03/1999
00006940	Mr. Mohammed khan Pathan	Whole Time Director	30/04/2004
01989939	Mr. Shad Mdafzal Ranginwala*	Independent Director	31/01/2008
06487724	Mr. Anwarahmed Mohammed Javid Daruwala	Independent Director	15/02/2013
06967822	Mrs. Sabana Amjad Rehmani	Independent Woman Director	30/09/2014
09671908	Mr. Abdul Motibhai Desai	Independent Director	12/08/2022
09671800	Mr. Johebhasan Aabidbhai Kureshi	Independent Director	12/08/2022
03638577	Mr. Mohamed Habib Abdulnabi Narmawala	Non Executive & Non-Independent	12/08/2022

Pursuant to the provisions of Section 152 (6) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) Mr. Aslam Kagdi (DIN: 00006879) Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible offers himself for reappointment.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of section 164 of the Companies Act, 2013.

The Board of Directors has:

1. Appointed Mr. Abdul Motibhai Desai (DIN: 09671908) as an Additional Director, to be an Independent Director, effective 12th August, 2022 for a term of 5 (five) consecutive years up to 11th August, 2027, who shall hold office as an Additional Director of the Company up to the date of ensuing AGM. In the opinion of Board, she possesses requisite expertise, integrity and experience for appointment as Independent Director of the Company;
2. Appointed Mr. Johebhasan Aabidbhai Kureshi (DIN: 09671800) as an Additional Director, to be an Independent Director, effective 12th August, 2022 for a term of 5 (five) consecutive years up to 11th August, 2027, who shall hold office as an Additional Director of the Company up to the date of ensuing AGM. In the opinion of Board, she possesses requisite expertise, integrity and experience for appointment as Independent Director of the Company;
3. Appointed Mr. Mohamed Habib Abdulnabi Narmawala (DIN:03638577) as an Additional (Non Executive& Non-Independent) Director, , who shall hold office as an Additional Director of the Company up to the date of ensuing AGM.
4. Re-appointed Mr. AslamKagdi (DIN:00006879) as Managing Director for a further period of three years effective 7th February, 2022.
5. Re-appointed Mr. AsadKagdi (DIN: 00006898) as Joint Managing Director for a further period of three years effective 7th February, 2022.
6. Re-appointed Mr. Mohammed khan Pathan (DIN:00006940) as Whole Time Director for a further period of three years effective 7th February, 2022.
- * Resignation of Mr. Shad Mdafzal Ranginwala (DIN:01989939) Director of the Company w.e.f 12th August, 2022.

The Board of Directors, on the recommendation of the NRC, commends their appointment/re-appointment at the ensuing AGM.

Mr. AslamKagdi, Chief Financial Officer and Ms. Shital Dalavadi, Company Secretary were Key Managerial Personnel on 31st March, 2022.

A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149:

The Company has received Declaration from Mr. Shad MdafzalRanginwala, Mr. Anwarahmed Mohammed JavidDaruwala, Mrs. Sabana Amjad Rehmani, Mr. Abdul Motibhai Desai and Mr. Mohamed Habib Abdulnabi Narmawala Independent Directors of the Company that they meet with the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Companies Act, 2013 and Reg. 25 (8) & (9) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

NUMBER OF MEETINGS OF THE BOARD:

The Board met five times during the Financial Year on 28th May, 2021, 25th June, 2021, 14th August, 2021, 13th November, 2021 and 12th February, 2022 the details of which are mentioned below the intervening gap between any two meetings was within the period prescribed under Companies Act, 2013.

MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met once during the financial year 2021-22. Such meeting was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE:

The Audit Committee consists of the following members:

1. Mr. Anwarahmed Mohammed Javid Daruwala, Chairman
2. Mr. Asad Kagdi, Member
3. Mr. Joheb hasan Aabidbhai Kureshi, Member

No. of Meeting of Audit Committee held during the year: 5

The Audit Committee met Fourtimes during the financial year on 28th May, 2021, 25th June, 2021, 14th August, 2021, 13th November, 2021 and 12th February, 2022.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

The Current Policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the Board, and separate its functions of Governance and Management. As on 31st March, 2022, the Board consists of 6 Directors, 3 of whom are Executive, Managing Director or Whole-time Directors, and 3 are Non-Executive Independent Directors. The Board periodically evaluates the need for change in its composition and size.

The policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of directors, and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013, adopted by Board, is available on Company website: www.hawaengltd.com.

FORMAL EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES OF THE BOARD AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of 134(3)(p) the Companies Act, 2013 the Board has carried out the annual evaluation of the performance of the Board, its Committees and of individual directors has been made. The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

PARTICULARS OF EMPLOYEES:

The ratio of remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this Report as **Annexure-I**.

The details as required under Section 197 (12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 there is no employee (except Managing Director, CFO, CEO and CS) in the Company employed throughout the financial year who has salary above ₹ 1 Crore 2 lacs per annum or employed in part of the financial year with average salary above ₹ 8.5 lacs per month.

The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

INTERNAL FINANCIAL CONTROLS:

The Companies Act, 2013 read with Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 re-emphasizes the need for an effective Internal Financial Control system in the Company which should be adequate and shall operate effectively. The Company has devised proper system of internal financial control which is commensurate with size and nature of Business.

FRAUDS REPORTED BY THE AUDITOR:

During the Year under review, no frauds were reported by the Auditors (Statutory Auditor, Secretarial Auditor) to the Audit Committee/ Board.

SUBSIDIARIES AND ASSOCIATES:

No disclosure under the provisions of the Companies Act, 2013 and Rules made there under, is required by the Company as there is no Subsidiary, Associate or Joint Venture Company.

DEPOSITS:

Pursuant to Section 73 and 74 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rule, 2014, the Company has not accepted or renewed any Public Deposits during the year.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, Guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to the financial statements provided in this Annual Report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Accordingly disclosure to be provided in AOC-2 is not enclosed.

CORPORATE SOCIAL RESPONSIBILITY:

Section 135 of the Companies Act, 2013 and framed Rules thereunder provides that certain Companies are required to spend 2% of its average net profit during 3 preceding years on CSR activities. It also provides formation of CSR committee of the Board. The Rules prescribe the activities qualify under CSR and the manner of spending the amount. The company is not covered under section 135 of the Companies Act, 2013 and the Rules framed thereunder for the financial year under report. CSR Committee of the Board will be constituted at the time of applicability, of section 135 of the Act. Hence CSR report is not required to be annexed.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**A) CONSERVATION OF ENGERGY:****i. Steps taken or impact on conservation of energy:**

Though the company is not a power intensive unit, it has always emphasized the importance of energy conservation at each stage of operation and is in the process of implementing all possible measures of minimizing power consumption.

ii. Steps taken by the Company for utilizing alternative sources of energy:

Not Applicable

iii. Capital Investment on energy conservation equipments:

Not Applicable

B) TECHNOLOGY ABSORPTION:**i. Efforts made towards Technology Absorption:**

Our Company has successfully introduced the Investment Casting Process in steel and Stainless steel of various grades in the manufacturing of Valves. The company's products have been modernized to confirm to international standards of API, BS and DIN.

ii. the benefits derived like product improvement, cost reduction, product development or import substitution:

Not Applicable

iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Not Applicable

iv. the expenditure incurred on Research and Development:

Not Applicable

C) FOREIGN EXCHANGE EARNINGS AND OUTGOING:

Particulars	2021-22	2020-21
Foreign Exchange Earned	132,82,412/-	251,95,425/-
Foreign Exchange Out go	10,94,195/-	8,57,004/-

RISK MANAGEMENT:

Apart from normal business risk, no major risk is foreseen that in the opinion of the Board may threaten the existence of the Company. During the Year, the Board has decided that Audit Committee shall identify risk, assess, monitor, review and report the risk engaged in the business and shall also carry out the role of Risk Management.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has established a vigil mechanism and overseas through the Committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning

the interests of employees and the Company. The board has approved a policy for vigil mechanism which has been hosted on the website of the Company at www.hawaengltd.com.

AUDITORS AND AUDITORS' REPORT:

Pursuant to the provision of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s N.M. PATHAK & CO. Chartered Accountants, having ICAI Firm Registration No.107786W as the Statutory Auditor of the Company to hold office for a period of 5 (Five) Consecutive Years, effective from the conclusion of 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting to be held in the calendar year 2025.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Auditors' Report annexed to the financial statements for the year under review does not contain any qualifications.

SECRETARIAL AUDITOR:

The Board has appointed M/s Chirag Shah & Associates, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2021-22. The Secretarial Audit Report for the financial year ended 31st March, 2022 is annexed herewith marked as **Annexure II** to this Report. One qualification is raised by the Secretarial Auditor in his Secretarial Audit Report for the year under review and the reply of the same is mentioned below in this Director's report.

INTERNAL AUDITORS:

M/s Jaykishan Darji & Co., Chartered Accountants, Ahmedabad have been re-appointed as Internal Auditor of the Company in terms of Section 138 of the Companies Act, 2013 and rules made thereunder, from Financial Year 2021-22 by the Board of Directors, upon recommendation of the Audit Committee.

EXPLANATIONS OR COMMENTS BY BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE:

- (i) By the auditor in his report; There is no qualification, reservation or adverse remark or disclaimer in audit report issued by the auditors of the Company.
- (ii) By the company secretary in practice in his secretarial audit report; Following qualification raised by the Secretarial Auditor in his Secretarial Audit Report:

Company has not complied with the provision of Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosures and Requirement) Regulation 2015.

Reply of Director for above qualification raised by secretarial auditor:

Company is in process to make necessary compliance and company has informed the all the promoters to dematerialized it's all promoter shareholding pursuant to Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SECRETARIAL STANDARDS:

Your Company is in compliance with the provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India in terms of the Companies Act, 2013.

ANNUAL RETURN

As required under Section 134(3)(a) of the Act, the Annual Return is available on the Company's website and can be accessed at www.hawaengltd.com.

HUMAN RESOURCE:

The company has continued to maintain harmonious and cordial relations with its officers, supervisors and workers enabling the Company to maintain the pace of growth. Training is imparted to employees at all levels and covers both technical and behavioral aspects.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) read with Section 134 (5) of the Companies Act, 2013, the Board of Directors, state that:

- a. In the preparation of the annual accounts for the year ended 31st March, 2022, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there were no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the profit of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a 'going concern' basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal finance controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

FORMAL ANNUAL EVALUATION:

The Board of Directors has carried out an annual evaluation of the performance of the Board, its committees and of individual directors has been made pursuant to the requirements of the Act and the Listing Regulations.

FAMILIARISATION PROGRAMME:

The Company undertook various steps to make the Independent Directors have full understanding about the Company. The details of such familiarisation programmes have been disclosed on the Company's website: www.hawaengltd.com.

PREVENTION OF INSIDER TRADING:

In January 2015, SEBI notified the SEBI (Prohibition of insider trading) Regulations, 2015 which came into effect from May 15, 2015. Pursuant thereto, the Company has formulated and adopted a new Code for Prevention of Insider Trading.

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Directors and the designated employees have confirmed compliance with the Code.

CORPORATE GOVERNANCE:

As provided under Regulation 15(2) of the SEBI (LODR) Regulations, 2015, the compliance with Corporate Governance as specified in Regulation 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company as paid up share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In accordance with the SEBI(Listing Obligation and Requirement) Regulations, 2015, the Management Discussion and Analysis Report are annexed to this Report as **Annexure-III**.

BUSINESS RISK MANAGEMENT:

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & under regulation 21 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, At present the company has not identified any element of risk which may threaten the existence of the company.

DISCLOSURES:

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

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2020-21 and the date of this Report.

DISCLOSURE REGARDING MAINTENANCE OF COST RECORDS:

The Company has maintained cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 as the said provision is applicable to Company.

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

Your Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made there under. Your Company has constituted an Internal Complaints Committee across its commercial offices and Manufacturing sites.

There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Insurance

Your Company has taken appropriate insurance for all assets against foreseeable perils.

ACKNOWLEDGEMENT:

The Directors wish to convey their gratitude and appreciation to all of the Company's employees for their tremendous personal efforts as well as their collective dedication and contribution to the Company's performance.

The Directors would also like to thank the employee unions, shareholders, customers, dealers, suppliers, bankers, government and all other business associates for their continued support extended to the Company and the Management.

Registered Office:

Plot No. 129, Near Kashiram Textile Mill
Narol Road, Ahmedabad – 382405
CIN: L29120GJ1993PLC019199

Date: 12th August, 2022
Place: Ahmedabad

By order of Board of Directors
Hawa Engineers Limited

Sd/-
Aslam Kagdi
Chairman
DIN: 00006879

ANNEXURE-I

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- i. **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2021-22:**

Name of Directors/ KMP	Ratio of Remuneration to median Remuneration of Employees	% increase in remuneration in the Financial Year
Executive Directors		
Aslam Kagdi (MD & CFO)	6.59:1	NIL
AsadKagdi	6.59:1	NIL
Mohammedkhan Pathan	3.30:1	NIL
Non – Executive Directors	-	-
Sabana Amjad Rehmani	-	N.A.
Shad MdafzalRanginwala	-	-
Anwarahmed Mohammed Javid Daruwala	-	N.A.
KMP		
Shital Dalavadi	1.65:1	N.A.

- ii. **The percentage increase in the median remuneration of employees in the financial year:** 31%
- iii. **The number of permanent employees on the rolls of Company:** 89
- iv. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**
- Average increase in remuneration of employees excluding KMPs: NIL
 - Average increase in remuneration of KMPs: NIL
 - KMP salary increases are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.
- v. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms remuneration is as per the Remuneration Policy of the Company.

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2022

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

To,
The Members,
Hawa Engineers Ltd

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, 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 herein after. The physical Inspection or Verification of documents and records were taken to the extent possible:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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 during the audit period);**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 **(Not Applicable during the audit period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021; **(Not Applicable during the audit period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021; - **(Not Applicable during the audit period);**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018 **(Not Applicable during the audit period);**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures and Requirement) Regulation 2015; However, Company has not Complied with the provision of Regulation 31 of The Securities and Exchange Board of India (Listing Obligations and Disclosures and Requirement) Regulation 2015.
- (j) Other laws specifically applicable to the company, as per the representation made by the company.
 - 1. Factories Act, 1948
 - 2. Gujarat Pollution Control Board (Environment Pollution Act)

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with Stock Exchange(s), - BSE Limited.

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

We further report that

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period there were no 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.

Chirag Shah

Partner

Chirag Shah and Associates FCS No. 5545

C P No.: 3498

UDIN: F005545D000786853

Peer Review Cer. No. 704/2020

Place: Ahmedabad

Date: 12th August, 2022

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

‘Annexure A’

To,
The Members
Hawa Engineers Ltd

Our Secretarial Audit Report of even date is to be read along with this letter.

Management’s Responsibility

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

Auditor’s Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtain 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 representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: 12th August, 2022

Chirag Shah
Partner
Chirag Shah and Associates FCS No. 5545
C P No.: 3498

MANAGEMENT DISCUSSION AND ANALYSIS

KEY FINANCIAL RATIO:

Pursuant to amendment made in Schedule V to the SEBI Listing Regulations, details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios and any changes in Return on Net Worth of the Company (on standalone basis) including explanations therefore are given below:

Sr.	Particulars	F.Y. 2021-22	F.Y. 2020-21	% Changes
	PROFITABILITY RATIOS (%):			
1	Operating Profit Margin	3.75%	4.95%	- 1.2%
2	Net Profit Margin	1.85%	2.11%	-0.26
3	Return on Net Worth	8.60%	6.93%	1.67
	WORKING CAPITAL RATIOS:			
4	Debtors Turnover	4.70	7.31	-2.61
5	Inventory Turnover	4.38	2.99	1.39
	GEARING RATIOS:			
6	Interest Coverage	1.97	1.74	0.23
7	Debt / Equity	2.89	2.72	0.17
	LIQUIDITY RATIO:			
8	Current Ratio	1.63	1.86	-0.23

Return on Net worth ratio is increased due to increase in net profit of the company.

Global Economy

Global economy growth is estimated to have increased by 6.1% in 2021 despite worsening impact of supply chain issues and surge in pandemic due to new variants. Manufacturing and trade rebounded at a fast pace due to revival in demand and improved consumer and business sentiment. Robust recovery in 2021 was mainly driven by strong consumer spending and increase in investment. However, pandemic outbreaks led to supply chain disruptions which along with rapid recovery in demand resulted in increase in inflation globally. As such, central banks across the globe are pivoting towards policy tightening to rein in inflation and at the same time strike a balance so as to not threaten the ongoing economic recovery.

The Indian economy grew by 8.9% in FY22 led by growth in the industrial and services sector. The economy gained momentum during the second quarter of the fiscal as the pandemic induced disruption eased significantly. Manufacturing activity picked up and trade growth rebounded strongly as states eased localised restrictions. Several high frequency indicators like E-way bills, rail freight, port traffic, GST collections and power consumption demonstrated a V-shaped recovery. However, consumption demand picked up at a slower pace due to pandemic's lingering impact on household incomes, spending capacity, and lending. The government announced significant increase in capital expenditure in the union budget to reinvigorate infrastructure development and revive the economy. This is expected to boost private investment and consumption.

According to IMF, the Indian economy is expected to grow by 8.2% in FY23 led by increased infrastructure expenditure and boost in manufacturing activity through Production-Linked Incentive (PLI) schemes and revival in overall demand. The recovery in economic activity is expected to gain strength as both manufacturing and services remain in expansion mode on the back of uptick in consumer and business confidence. Recovery in mobility indicators, robust goods and service tax (GST) collection, increased toll collections and e-way bill generations signal towards meaningful revival. Moreover, upbeat farm sector and increase in manufacturing activity bodes well for the economy. However, rising inflation on the back of supply bottlenecks and increasing fuel prices could act as dampener to growth. Sustained foreign direct investment, large foreign exchange reserves, and rising export earnings will help the Indian economy to sustain growth in the policy tightening phase. Moreover, the rapid vaccination drive across the country will ensure that the risk of future wave is minimised.

VALVE INDUSTRY STRUCTURE AND DEVELOPMENTS:

Valves are used to control or divert the flow of liquids, gases, slurries, dry material or steam in all types of industries. They are also used to control or isolate the rate of flow volume, pressure, direction or a combination of these parameters. There are only two known ways of controlling the flow of liquids and gases, and all valves are based on one of the two principles. Your Company's primary business is the design, manufacture and sale of Industrial valves, valve cores and accessories.

India's economy is estimated to have contracted by 8.5% in FY22 reduced domestic consumption despite substantial fiscal and monetary stimulus. However, there was a sharper recovery in the second half of the fiscal in terms of consumption and investment. The manufacturing sector indicated notable traction as industrial units were able to function with greater capacity. The infrastructure and construction sector also saw resurgence owing to the government's Capex push, easing of movement restrictions, and repressed and festive demand. According to the IMF, the economy is expected to grow 12.5% in FY23 led by favourable policy support and recovery in economic activity. However, the second wave of coronavirus and resultant lockdown has impacted the economic activities in FY23. In order to attract more investments, generate employment and boost exports, the Government introduced production-linked incentive (PLI) scheme to boost cost competitiveness in various manufacturing sectors. The recently announced budget has increased allocation to sectors like infrastructure to revive economic growth. Going forward, rollout of vaccines should lead to increased economic activity and increased mobility which should help in gradual and sustainable economic revival.

The global industrial valves market size is expected to reach \$93,664.9 million in 2028, from \$58,547.9 million in 2020, growing at a CAGR of 6.0% from 2021 to 2028. Industrial valves are used in process industries for direction, regulation, and control of gases, slurries, liquids, vapors, and others. Industrial valves are mainly manufactured using carbon steel, cast iron, stainless steel, and other high functioning metal alloys to obtain efficient flow control in industries such as water & waste water, oil & power, food & beverages, chemicals, and others.

Moreover, a valve mainly consists of a main body, a stem, and a seat that are generally manufactured using different materials including polymers, rubber, metals, and others to avoid wastage of liquid flowing through the valve. Valves are mainly differentiated by their operating mechanisms. The most widely used valves in industries are globe valves, butterfly valves, ball valves, gate valves, plug valves, pinch valves, diaphragm valves, and check valves.

Moreover, a valve mainly consists of a main body, a stem, and a seat that are generally manufactured using different materials including polymers, rubber, metals, and others to avoid wastage of liquid flowing

through the valve. Valves are mainly differentiated by their operating mechanisms. The most widely used valves in industries are globe valves, butterfly valves, ball valves, gate valves, plug valves, pinch valves, diaphragm valves, and check valves.

OPPORTUNITIES AND THREATS:

- India is poised to grow faster than most of the large economies over the next decade giving rise to tremendous opportunities. The industry is staring at immense growth prospects in terms of exports, enhancing import substitution, expanding aftermarket offerings, developing data-enabled services and solutions, and offering new or modified features in line with constantly shifting market dynamics and changing OEM needs. The automotive value chain is likely to see significant shift to non-traditional sub-segments such as EVs, advanced driver assistance systems (ADAS), data-enabled services, etc. in the coming future. Adapting to the required changes to seize these upcoming opportunities, the auto component manufacturers will be in a strategic position to leapfrog into the global arena.
- As uncertainties prevail in the global economy, the industry continues to face a range of business risks related to supply chain and changing customer preference. Delay in economic recovery, increase in commodity prices and forex volatility are some of the headwinds being confronted. Moreover, evolving regulatory and trade environment, technological changes and environmental regulation, continue to pose challenges to the sector.

SEGMENT-WISE PERFORMANCE:

There is no segment in the company.

OUTLOOK:

The Indian economy is expected to rebound and attain a growth of 12.5% in FY22 on the back of improvement in trade and manufacturing against the backdrop of widespread vaccination campaigns. Responding to the recent pandemic crisis, the policymakers announced various fiscal and monetary stimulus to stimulate demand and revive manufacturing growth.

RISKS AND CONCERNS:

Apart from the normal business risk, no major risk is foreseen.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has proper and adequate systems of internal controls. Internal audits and checks are carried out at regular intervals. An audit committee, headed by an Independent Director, reviews control systems and their adequacy.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The details of the financial performance of the Company appear in the Balance Sheet, Statement of Profit and Loss and other Financial Statements. Highlights for the year 2021-22 are as under:

(Amounts in rupees)

Particulars	Year Ended 31/03/2022	Year Ended 31/03/2021
Revenue from Operations	73,23,79,517	48,10,70,111
Other Income	52,72,123	37,18,509
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	357,63,024	321,12,182

(Amounts in rupees)

Particulars	Year Ended 31/03/2022	Year Ended 31/03/2021
Less: Depreciation/ Amortisation/ Impairment	83,27,388	83,02,114
Profit /loss before Finance Costs, Exceptional items and Tax Expense	274,35,636	238,10,068
Less: Finance Costs	13,912,568	13,667,532
Profit /loss before Exceptional items and Tax Expense	13,523,068	10,142,536
Add/(less): Exceptional items	0	0
Profit /loss before Tax Expense	13,523,068	10,142,536
Less: Tax Expense (Current & Deferred)	25,92,667	21,61,170
Profit /loss for the year (1)	10,930,401	79,81,366
Total Comprehensive Income/loss (2)	0	0
Total (1+2)	10,930,401	79,81,366
Balance carried forward	122,007,605	111,077,204

The financial performance of the Company has been explained in the Directors' Report of the Company for the financial year ended 31st March 2022 appearing separately.

HUMAN RESOURCES:

Human Resources are a key focus area of the Company. The Company endeavours to attract and develop the best talent available in each area of its operations. The Company's policy is to create a conducive environment for nurturing talent and developing the requisite skills needed to keep pace with the ever-changing needs of the market. Training is imparted to employees at all levels and covers both technical and behavioural aspects.

The Industrial Relations scenario during the year under review was smooth. The Company has an excellent track record in this regard and has maintained cordial relationships with all its employees.

CAUTIONARY STATEMENT:

Certain statements in the Management Discussion and Analysis describing the Company's views about the industry, expectations, objectives, etc ... may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Factors like supply and demand situations, input prices and their availability, changes in Government regulations, economic developments, etc. may influence the Company's operations or performance.

Registered Office:

Plot No. 129, Near Kashiram Textile Mill
Narol Road, Ahmedabad – 382405
CIN: L29120GJ1993PLC019199

Date: 12th August, 2022

Place: Ahmedabad

By order of Board of Directors
Hawa Engineers Limited

Sd/-
Aslam Kagdi
Chairman
DIN: 00006879

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
Hawa Engineers Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL RESULTS OPINION

We have audited the accompanying standalone financial results of Hawa Engineers Limited for the year ended 31 March 2022, period from 01.04.2021 to 31.03.2022, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with their cognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the year ended 31 March 2022, period from 01.04.2021 to 31.03.2022.

Basis for Opinion

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

Management's Responsibilities for the Standalone Financial Results

These annual financial results have been prepared on the basis of the annual financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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 also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

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

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

- Identify and assess the risks of material misstatement of the standalone financial results, 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and

other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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.

- a) 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
- b) The company is having centralized system of accounting & all the books of accounts are maintained from the registered office only.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 1. The Company has disclosed the impact of pending litigations (if any) on its financial position in its financial statements.
 2. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **N.M. Pathak & Co.**
Chartered Accountants
FRN: 0107786W

Nitin Maheshkumar Pathak
Proprietor
Membership No: 037802
UDIN: 22037802AJURAG4955

Place: Ahmedabad
Date: 28/05/2022

Annexure-A to the Independent Auditors' Report (CARO, 2020)

1.
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title to use immovable properties are held in the name of the company.
 - (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
 - (e) No proceedings have been initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
2.
 - (a) The management has conducted the physical verification of inventory at reasonable intervals and there are no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
 - (b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; and the monthly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
3. During the year the company has not made any 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.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7.
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31st March, 2022 for a period of more than six months from the date on when they become payable.
 - (b) According to the information and explanation given to us, No dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8. There are not any truncations not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
10. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised money by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
11. (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees 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.
(c) No whistle-blower complaints received during the year by the company.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. (a) The company has an internal audit system commensurate with the size and nature of its business;
(b) The reports of the Internal Auditors for the period under audit were considered by the statutory auditor.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.
17. The Company has not incurred any cash losses in the Financial Year and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. The company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.

21. There have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For **N.M. Pathak & Co.**
Chartered Accountants
FRN: 0107786W

Nitin Maheshkumar Pathak
Proprietor
Membership No: 037802
UDIN: 22037802AJURAG4955

Place: Ahmedabad
Date: 28/05/2022

Annexure-B to the Independent Auditors' Report

Report of even date on the Standalone Financial Statements of HAWA ENGINEERS LIMITED

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

We have audited the internal financial controls over financial reporting of HAWA ENGINEERS Limited ("the Company") as of 31st March, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **N.M. Pathak & Co.**
Chartered Accountants
FRN: 0107786W

Nitin Maheshkumar Pathak
Proprietor
Membership No: 037802
UDIN: 22037802AJURAG4955

Place: Ahmedabad
Date: 28/05/2022

BALANCE SHEET AS AT 31st MARCH, 2022

Particulars		Note	As at 31 st March, 2022		As at 31 st March, 2021	
I	ASSETS :-					
1	NON-CURRENT ASSETS :					
	Property, Plant and Equipment	3	5,88,40,508		6,58,22,679	
	Financial Assets :					
	Investments	4	10,00,600		50,00,600	
				5,98,41,108		7,08,23,279
2	CURRENT ASSETS :					
	Inventories	5	16,73,47,401		16,08,14,148	
	Financial Assets :					
	Trade Receivables	6	15,58,52,835		6,57,69,916	
	Cash and Cash Equivalents	7	5,14,21,776		4,56,28,535	
	Loans and Advances	8	1,63,15,028		2,40,33,712	
	Other Current Assets	9	42,46,041		3,10,88,402	
				39,51,83,080		32,73,34,713
	TOTAL ASSETS			45,50,24,188		39,81,57,992
II	EQUITY AND LIABILITIES :					
	SHAREHOLDERS' FUNDS :					
	Equity Share Capital	10	3,52,64,000		3,52,64,000	
	Other Equity	11	12,20,07,605		11,10,77,204	
				15,72,71,605		14,63,41,204
	NON-CURRENT LIABILITIES :					
	Financial Liabilities :					
	Borrowings	12	2,09,85,540		2,27,66,020	
	Deferred Tax Liabilities (Net)	13	55,29,090		63,77,064	
	Other Non-Current Liabilities	14	1,68,83,820		3,58,86,256	
	Provisions	15	1,26,11,170		1,09,91,615	
				5,60,09,620		7,60,20,955
	CURRENT LIABILITIES :					
	Financial Liabilities :					
	Borrowings	16	13,98,58,926		6,75,76,624	
	Trade Payables	17	9,06,01,125		10,05,83,373	
	Provisions	18	1,12,82,912		76,35,836	
				24,17,42,962		17,57,95,833
	TOTAL EQUITY AND LIABILITIES			45,50,24,188		39,81,57,992
(Significant Accounting Policies & Notes forming Part of the Financial Statements)		1 & 2				

As per our Report of even date
For **N.M.Pathak & Co**
Chartered Accountants
(FRN : 107786W)

For and on behalf of the board
Hawa Engineers Limited

Nitin M Pathak
Proprietor
Membership No. : 037802

ASLAM F. KAGDI
Chairman, M. D. and CFO
(DIN:00006879)

ASAD F. KAGDI
Jt. Managing Director
(DIN:00006898)

Place :AHMEDABAD
Date :28/05/2022

SHITAL DALAVADI
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2022

Particulars		Note	Year ended 31 st March, 2022	Year ended 31 st March, 2021
I	Revenue From Operations	19	73,23,79,517	48,10,70,111
II	Other Income	20	52,72,123	37,18,509
III	Total Revenues (I + II)		73,76,51,640	48,47,88,620
IV	Expenses :			
	Cost of Materials Consumed	21	54,23,03,732	33,93,04,728
	Purchases of Stock-in-Trade		3,08,857	-
	Change in Inventories of Finished Goods	22	(1,60,64,691)	(2,91,47,300)
	Employee Benefits & Expense	23	3,57,68,342	2,28,33,098
	Finance Costs	24	1,39,12,568	1,36,67,532
	Depreciation	3	83,27,388	83,02,114
	Other Expenses	25	13,95,72,375	11,96,85,912
	Total Expenses		72,41,28,572	47,46,46,084
V	Profit Before Tax (III - IV)		1,35,23,068	1,01,42,536
VI	Tax Expenses :			
	Current Tax		34,40,641	25,52,876
	Deferred Tax		(8,47,974)	(3,91,706)
VII	Profit for the year (V - VI)		1,09,30,401	79,81,366
VIII	Earnings per equity share of face value of ₹ 10 each Basic and Diluted (in ₹)		3.10	2.26
	(Significant Accounting Policies & Notes forming Part of the Financial Statements)	1 & 2		

As per our Report of even date
For **N.M.Pathak & Co**
Chartered Accountants
(FRN : 107786W)

For and on behalf of the board
Hawa Engineers Limited

Nitin M Pathak
Proprietor
Membership No. : 037802

ASLAM F. KAGDI
Chairman, M. D. and CFO
(DIN:00006879)

ASAD F. KAGDI
Jt. Managing Director
(DIN:00006898)

Place :AHMEDABAD
Date :28/05/2022

SHITAL DALAVADI
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR 2021 - 2022

Particulars		Year ended 31 st March, 2022 (Rupees)		Year ended 31 st March, 2021 (Rupees)	
A	CASH FLOW FROM OPERATING ACTIVITIES :				
	Net Profit before tax as per statement of Profit and Loss		1,35,23,068		1,01,42,536
	Add :				
	Depreciation	83,27,388		83,02,116	
	Profit on Sale of Assets (net)	-		-	
	Finance Costs	1,39,12,568		1,36,67,532	
			2,22,39,956		2,19,69,648
	Less :				
	Interest Income	52,72,123		37,18,509	
			52,72,123		37,18,509
	Operating Profit before Working Capital Changes		3,04,90,898		2,83,93,675
	Adjusted for :				
	Trade and Other Receivables	(6,32,40,557)		(1,56,50,264)	
	Inventories	(65,33,253)		(6,19,27,487)	
	Movement in Loans and Advances	77,18,684		67,79,171	
	Trade and Other Payables	(2,37,18,053)		1,53,65,745	
			(8,57,73,179)		(5,54,32,835)
	Cash Generated from Operations		(5,52,82,281)		(2,70,39,160)
	Taxes Paid (Net)		34,40,641		35,98,982
	Net Cash from Operating Activities (A)		(5,87,22,922)		(3,06,38,142)
B	CASH FLOW FROM INVESTING ACTIVITIES :				
	Sale of Fixed Assets	-		17,28,041	
	Interest Income	52,72,123		37,18,509	
			52,72,123		54,46,550
	Less :				
	Purchase of Fixed Assets	13,45,217		9,49,345	
	Investment for M F				
			13,45,217		9,49,345
	Net Cash Flow used in Investing Activities (B)		39,26,907		44,97,204

CASH FLOW STATEMENT FOR THE YEAR 2021 - 2022 (Contd.)

Particulars		Year ended 31 st March, 2022 (Rupees)		Year ended 31 st March, 2021 (Rupees)	
C	CASH FLOW FROM FINANCING ACTIVITIES :				
	Proceeds from Issue of Share Capital		-		-
	Proceeds from Long Term Borrowings		22,19,520		1,45,35,906
	Repayment of Long Term Borrowings		-		-
	Short Term Borrowings (net)		7,22,82,302		2,31,097
	Finance Costs		(1,39,12,568)		(1,36,67,532)
	Net Cash Flow used in Financing Activities (C)		6,05,89,253		10,99,471
	Net Increase in Cash and Cash Equivalents (A+B+C)		57,93,238		(2,50,41,466)
	Opening Balance of Cash and Cash Equivalents		4,56,28,538		7,06,70,004
	Closing Balance of Cash and Cash Equivalents		5,14,21,776		4,56,28,538

As per our Report of even date
For **N.M.Pathak & Co**
Chartered Accountants
(FRN : 107786W)

For and on behalf of the board
Hawa Engineers Limited

Nitin M Pathak
Proprietor
Membership No. : 037802

ASLAM F. KAGDI
Chairman, M. D. and CFO
(DIN:00006879)

ASAD F. KAGDI
Jt. Managing Director
(DIN:00006898)

Place :AHMEDABAD
Date :28/05/2022

SHITAL DALAVADI
Company Secretary

1. CORPORATE INFORMATION :

Hawa Engineers Limited is in business of Manufacturing of Industrial Valves, etc. The Company was incorporated in 1993 and it is situated in Ahmedabad, Gujarat.

2. SIGNIFICANT ACCOUNTING POLICIES :

I. Basis of Preparation of Financial Statements :

For all periods upto and including the year ended 31st March, 2022, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") with effect from April 1, 2018 and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended 31st March, 2022. These financial statements as and for the year ended 31st March, 2022 (the "Ind AS Financial Statements") are the first financial statements, the Company has prepared in accordance with Ind AS.

II. Use of Estimates :

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcome requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

Significant judgments and estimates about the carrying amount of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible assets, intangible assets including goodwill, investments, employee benefits and other provisions and recoverability of deferred tax assets.

III. Property, plant and equipment :

The Company has applied Ind AS 16 with retrospective effect for all of its property, plant and equipment as at the transition date, viz., 1 April 2016.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised 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 recognised in the statement of profit and loss as incurred.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss, when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition / sale proceeds of fixed assets 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 derecognised.

IV. Depreciation :

Depreciation on fixed asset is calculated on Straight Line Method (SLM) based on the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013. Depreciation on assets purchased / sold during the period is proportionally charged.

V. Valuation of Inventories :

Raw materials and stores and spares are valued at lower of cost and net realizable value. Cost is determined on moving weighted average method and includes freight, taxes and duties net of tax credits, wherever applicable.

Finished goods and work-in-process are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of overheads based on normal operating capacity.

VI. Investments :

Investments are either classified as current or long term based on Management's intension. Current investments are carried at lower of cost and quoted / fair value, computed category-wise. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

VII. Sales :

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Sales of goods are recognized on dispatch to customer, Sales exclude excise duty and state / central sales tax recovered on sales, wherever applicable and stand net of rate differences, sales returns etc.

VIII. Impairment of Assets :

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

IX. Employee Benefits :

Short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Contributions towards Provident Funds are recognized as expenses. Provident Fund contributions in respect of employees are made to Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

Liability towards gratuity, covering eligible employees, is provided on the basis of year end estimation.

Contribution to Central Government administered Employees' State Insurance Scheme for eligible employees are recognized as charge.

X. Taxation :

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years / period. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

XI. Provisions and Contingencies :

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS.

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognized nor disclosed in the financial statements.

XII. Foreign Currency Transactions :

Transactions denominated in foreign currency are accounted for at the exchange rate prevailing on the date of transactions.

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit & Loss Statement.

XIII. The cost of land has been stated as per banakhat executed and includes expenses for registration of banakhat and lawyer's fees.

XIV. In the opinion of the Board, the current assets, loans and advances and other receivables are approximately of the value stated if realized in the ordinary course of business and all known liabilities have been adequately provided for.

XV. The disclosures as required by Ind AS-19 on Employees Benefits are as under :

Details of expenses incurred for defined contribution plans during the year:

Particulars	31.03.2022	31.03.2021
Provident Fund & Other Funds	₹ 30,64,454/-	₹ 23,91,274/-
Gratuity	₹ 15,13,555/-	₹ 12,97,079/-

In respect of employees who have completed five years continuous service as on 31st March 2022, Provision for gratuity payable in respect of them is made on the basis of the calculation made in accordance with the provision of payment of Gratuity Act up to 31st March 2022 ₹ 1,25,05,170 (Previous year ₹1,09,91,615/-)

XVI. CONSUMPTION OF INDIGENOUS GOODS (IN-VALUE) :

ITEM	VALUE	PERCENTAGE	TOTAL VALUE
RAW-MATERIALS	₹ 54,23,03,732/-	100%	₹ 54,23,03,732/-
	₹ (33,93,04,728/-)	(100%)	₹ (33,93,04,728/-)
STORES & PACKING MATERIALS	₹ 1,32,86,894/-	100%	₹ 1,32,86,894/-
	₹ (72,93,509/-)	(100%)	₹ (72,93,509/-)

XVII. RELATED PARTY INFORMATION :

The Management has identified the following entities and individuals as related parties of the Company for the year ended 31st March, 2022 for the purposes of reporting as per IND AS 24 - Related Party Transactions, which are as under:

A. Subsidiary Company: Nil

B. Partnership Firms / Proprietary Concern /Associates Companies:

Hydint Valve Automation, Orbit Engineers, Marck & Care Engineers, Airmax Pneumatics Ltd., Hawa Control Enterprises, Hawa & Marck Engineers, Luft Techno Cast, Aira Automation Engineers, Marck & Aira Engineers, Flange-N-Flange, A. S. Engineers, Aira Euro Automation Pvt. Ltd., Mark & Aira Trading LLC., Aira Electro Pneumatics, Aira Pneumatics, Aira Eurotech Automation, Airmax Engineers, Airmax & Aira Automation, Aira & Cair Engineers, Cair & Aira Automation, Marck Valves N Flanges, Marck Valves, Marck Engineers, Marck Engineers International, Marck & Suzhik Valves, Marck & Aira Valves Automation, Marck & Aira Engineering, Marck & Aira Automation, Marck & Aira Enterprises, Marck Valves Engineering & Automation, Hawa Valves Automation, Hawa Valves & Pneumatics, Hawa Automation Enterprise, Care Engineers, Marck & Care Engineers (India), Marck & Care Engineers

(Bengaluru), Hawa & Marck Engineers (Hyderabad), Hydint Pneumatics, Versa Industrial Valves, Utech Engineers (India), Zac Valves & Fittings, Aim Metals, Steelmac Controls Pvt. Ltd., Suzhik Flow Control Pvt. Ltd., Aira 4Matics Global Valve Automation Pvt. Ltd., Cair Euromatics Automation Pvt. Ltd.

C. Key Management Personnel :

Chairman & Managing Director	:	Aslam F. Kagdi
Jt. Managing Director	:	Asad F. Kagdi
Whole Time Director	:	Mohammed Khan Pathan

D. Transactions with Related Parties During the Year 2021-22 :

NATURE OF TRANSACTIONS COMPANY	ASSOCIATE COMPANIES	FIRMS	KEY MANAGEMENT	RELATIVES OF KEY MANAGEMENT PERSONNEL
Purchase	₹ 1,08,74,000/-	₹ 16,54,25,007/-	---	---
Previous Year	₹ 1,56,03,730/-	₹ 13,84,48,720/-	---	---
Sales	₹ 1,37,68,442/-	₹ 49,26,99,409/-	---	---
Previous Year	₹ 1,49,49,292/-	₹ 23,87,77,701/-	---	---
Sales	---	₹ 2,12,55,583/-	---	---
Commission	---	₹ 3,08,38,745/-	---	---
Previous Year	---	---	---	---
Office Rent	---	---	₹ 15,84,000/-	₹ 19,32,000/-
Previous Year	---	---	₹ 13,20,000/-	₹ 16,10,000/-
Expenses	---	₹ 28,80,345/-	---	---
Previous Year	---	₹ 36,03,201/-	---	---
Managerial	---	---	₹ 24,00,000/-	---
Remuneration/	---	---	₹ 24,00,000/-	---
Seating Fees/				
Other Benefits				
Previous year				
OUTSTANDINGS :				
- Payables	₹ 44,82,348/-	₹ 9,66,25,719/-	---	---
Previous Year	₹ 56,88,050/-	₹ 8,00,64,287/-	---	---
- Receivables	₹ 36,81,933/-	₹ 21,60,65,688/-	---	---
Previous Year	₹ 41,070/-	₹ 13,26,81,448/-	---	---

XVIII. DEFERRED TAX :

The components of Deferred Tax Liability (net) are as follows:

Particulars	As at 31st March, 2021	For the year	As at 31st March, 2022
Tax effect of items constituting Deferred Tax liability : On difference between book balance and Tax balance of fixed assets	₹ 63,77,064/-	₹ (8,47,974/-)	₹ 55,29,090/-

XIX. EARNINGS PER SHARE :

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

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

Particulars	31.03.2022	31.03.2021
1. Net Profit after tax	1,09,30,401/-	79,81,366/-
2. Number of Equity Shares	35,26,400	35,26,400
3. Nominal Value of Shares (₹)	10/-	10/-
4. Earnings Per Share (₹)	3.10	2.26

XX. SEGMENT REPORTING :

Considering the nature of company's business & operations there are no separate reportable segments.

XXI. Under the Micro, Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Company is in the process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information is not readily available, no separate disclosures have been made in the accounts.

XXII. CONTINGENT LIABILITIES NOT PROVIDED FOR :

Counter Guarantees, against Bank Guarantees given by the bankers ₹ 5,19,45,631/- (Previous year ₹ 6,95,33,112/-)

XXIII. Balance of Trade receivable, Trade Payable, Deposits & Advances to Suppliers are subject to confirmation and adjustments, if any.

XXIV. Salary to Directors (including Chairman & Managing Director):

Particulars	31.03.2022	31.03.2021
Salary, Allowances & Benefits	₹ 30,00,000/-	₹ 30,00,000/-

XXV. Expenditure in foreign currency (on accrual basis) :

Particulars	31.03.2022	31.03.2021
A P I Expenses	₹ 10,94,195/-	₹ 8,57,004/-

XXVI. Details of Auditors Remuneration :

Particulars	31.03.2022	31.03.2021
Statutory Audit Fees	₹ 1,06,000/-	₹ 1,00,000/-
Tax Audit Fees	-----	-----
Total ₹	₹ 1,06,000/-	₹ 1,00,000/-

XXVII. Income earned in foreign exchange :

Particulars	31.03.2022	31.03.2021
Export of own products	₹ 1,32,82,412/-	₹ 2,51,95,425/-

XXVIII. Previous year's figures have been regrouped / reclassified wherever necessary to make them comparable with the current year's classification / disclosure.For **N.M. Pathak & Co.**

Chartered Accountants

FRN: 0107786W

Nitin Maheshkumar Pathak

Proprietor

Membership No: 037802

UDIN: 22037802AJURAG4955

Place: Ahmedabad

Date: 28/05/2022

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

NOTE : 3 : PROPERTY, PLANT AND EQUIPMENT

Particulars	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As at 01.04.2021	Addition	Impairment	Deduction	As at 31.03.2022	As at 01.04.2021	For the year	Deduction	Upto 31.03.2022	As at 31.03.2022	As at 31.03.2021
TANGIBAL ASSETS :											
(OWN ASSETS)											
Freehold Land	84,215	-	-	-	84,215	-	-	-	-	84,215	84,215
Buildings	2,80,89,887	-	-	-	2,80,89,887	95,73,949	8,52,226	-	1,04,26,175	1,76,63,712	1,85,15,936
Plant & Machinery	8,93,45,288	9,00,885	-	-	9,02,46,173	5,01,23,610	55,34,235	-	5,56,57,845	3,45,88,329	3,92,33,580
Electric Installation	24,05,236	-	-	-	24,05,236	20,69,840	2,73,475	-	23,43,315	61,921	3,35,396
Furniture & Fittings	74,65,155	1,786	-	-	74,66,941	58,68,228	7,09,273	-	65,77,501	8,89,440	15,96,927
Veehicles	1,04,25,067	4,42,545	-	-	1,08,67,612	43,56,542	9,58,179	-	53,14,721	55,52,891	60,56,625
TOTAL	13,78,14,848	13,45,217	-	-	13,91,60,064	7,19,92,168	83,27,388	-	8,03,19,556	5,88,40,508	6,58,22,679

NOTE : 4 : INVESTMENTS

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	IN EQUITY SHARES - UNQUOT-ED FULLY PAID UP : 60 Shares of the Bombay Mercantile Co-Operative Bank Ltd. of ₹ 10/- each		600		600
2	CANARA BANK ROBACCO FUND: Mutual Fund		10,00,000		50,00,000
	TOTAL		10,00,600		50,00,600

NOTE : 5 : INVENTORIES

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	Raw Materials		8,69,07,746		9,64,29,526
2	Finished Goods		8,02,67,124		6,42,02,433
3	Stores and Spares				-
4	Packing Materials		1,72,531		1,82,189
	TOTAL		16,73,47,401		16,08,14,148

NOTE : 6 : TRADE RECEIVABLES

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
A	Outstanding for a period exceeding six months from the date they are due for payment (Unsecured Considered Good)		8,70,35,092.95		85,58,686
B	Others (Unsecured Considered Good)		6,88,17,742		5,72,11,229
	TOTAL		15,58,52,835		6,57,69,916

NOTE : 7 : CASH AND CASH EQUIVALENTS

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	CASH AND CASH EQUIVALENTS: Balances with Banks In Current Accounts		16,40,396.11		62,82,898
2	Cash on hand		23,25,888.99		21,28,667
3	OTHER BANK BALANCES : Fixed Deposit (Under Lien) Fixed Deposit & Recurring Deposit	4,70,55,492 4,00,000		3,72,16,971	
			4,74,55,492		3,72,16,971
	TOTAL		5,14,21,777		4,56,28,536

ANNUAL REPORT 2021-2022**NOTE : 8 : LOANS AND ADVANCES**

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	DEPOSIT		92,15,738		89,17,704
2	LOANS AND ADVANCES TO EMPLOYEES :		1,30,000		3,91,442
	(Unsecured, considered good)				
3	BALANCES WITH GOVERNMENT AUTHORITIES :				
	(Unsecured, considered good)				
	CENVAT/GST credit receivable	17,70,500		22,28,749	
	VAT credit receivable	-		1,02,72,464	
4	ADVANCE INCOME TAX & TDS :		17,70,500		1,25,01,213
	(Unsecured, considered good)		51,98,790		22,23,353
	TOTAL		1,63,15,028		2,40,33,712

NOTE : 9 : OTHER CURRENT ASSETS

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	Advance to Suppliers		35,40,005		2,87,92,113
2	Interest accrued but not received on deposits to Banks & Service providers		10,88,877		12,92,296
3	Other Advances		(3,82,841)		10,03,994
	TOTAL		42,46,041		3,10,88,402

NOTE : 10 : EQUITY SHARE CAPITAL

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	AUTHORISED :				
	40,00,000 Equity Shares of ₹ 10/- each		4,00,00,000		4,00,00,000
2	ISSUED, SUBSCRIBED AND PAID UP :				
	35,26,400/- Equity Shares of ₹ 10/- each fully paid up		3,52,64,000		3,52,64,000
	TOTAL		3,52,64,000		3,52,64,000

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
Number of shares at the beginning		35,26,400		35,26,400
Number of shares at the end		35,26,400		35,26,400
Amount of Share Capital at the beginning		3,52,64,000		3,52,64,000
Amount of Share Capital at the end		3,52,64,000		3,52,64,000

Details of Share holders holding more than 5% equity shares :

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
Jameela F. Kagdi (5.95%)		2,09,700		2,09,700
Mohammed Aslam F. Kagdi (5.21%)		1,83,581		1,77,210

Terms / Rights attached to Shares :

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per Share. Each holder of equity shares is entitled to one vote per share.

NOTE : 11 : OTHER EQUITY

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	GENERAL RESERVE :				
	As per last Balance Sheet	10,13,90,000		9,73,90,000	
	Add : Transferred from Profit & Loss Account	-		40,00,000	
			10,13,90,000		10,13,90,000
2	SURPLUS IN THE STATEMENT OF PROFIT & LOSS :				
	As per last Balance Sheet	96,87,204		67,51,944	
	Add : Short Provision for Tax			(10,46,105)	
	Profit for the year	1,09,30,401		79,81,366	
		2,06,17,605		1,36,87,204	
	Less : Appropriations :				
	Transferred to General Reserve			40,00,000	
			2,06,17,605		96,87,204
	TOTAL		12,20,07,605		11,10,77,204

ANNUAL REPORT 2021-2022**NOTE : 12 : BORROWINGS**

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	FROM OTHER PARTIES : (Unsecured) Luft Capital Ltd.		40,67,433		47,05,657
2	FROM BANK : (Secured) H D F C Bank - Car Loan Canara Bank - Term Loan	- 1,69,18,107	1,69,18,107	3,15,474 1,77,44,889	1,80,60,363
	TOTAL		2,09,85,540		2,27,66,020

NOTE : 13 : DEFERRED TAX LIABILITIES (NET)

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	DERERRED TAX LIABILITIES Related to Fixed Assets (Note No. 2.1 {XVIII})		55,29,090		63,77,064
	TOTAL		55,29,090		63,77,064

NOTE : 14 : OTHER NON-CURRENT LIABILITIES

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	Trade Advances		-		-
2	Trade Security Deposit		-		-
3	Advances from Customers		1,68,83,820		3,58,86,256
4	Others		-		-
	TOTAL		1,68,83,820		3,58,86,256

NOTE : 15 : PROVISIONS

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	PROVISION FOR EMPLOYEE BENEFIT : Provision for Gratuity Provision for Audit Fees		1,25,05,170 1,06,000		1,09,91,615
	TOTAL		1,26,11,170		1,09,91,615

NOTE : 16 : BORROWINGS

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	FROM BANK : (Secured) Canara Bank	13,98,58,926		6,75,76,624	
			13,98,58,926		6,75,76,624
2	FROM OTHER PARTIES : (Unsecured)				
	TOTAL		13,98,58,926		6,75,76,624

Cash Credit from Canara Bank @ Canara Bank base rate. The loan is secured by hypothecation of inventories, book debts and other receivables, both present and future and by way of a first charge on the Company's movable properties. Personal guarantee of three directors. The Cash Credit is repayable on demand.

NOTE : 17 : TRADE PAYABLES

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	Micro, Small and Medium Enterprises & Others (Note No. 2.1 {XXI})				
	- For Goods		7,09,57,514.99		7,52,80,570
	- For Expenses		1,96,43,609.85		2,53,02,803
	TOTAL		9,06,01,125		10,05,83,373

NOTE : 18 : PROVISIONS

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	PROVISION FOR EMPLOYEE BENEFIT :				
	Provision for Bonus	-		-	
	Provision for other Employee Benefit	33,17,302		33,00,388	
			33,17,302		33,00,388
2	PROVISION OTHERS :				
	Provision for Income Tax	76,18,180		39,45,318	
	Provision for Expenses	3,47,430		3,90,130	
			79,65,610		43,35,448
	TOTAL		1,12,82,912		76,35,836

NOTE : 19 : REVENUE FROM OPERATIONS

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	SALES OF PRODUCTS :				
	Domestic Sales	71,76,45,270		45,26,49,832	
	Export Sales	1,38,90,409		2,79,59,765	
			73,15,35,679		48,06,09,597
2	OTHER OPERATING REVENUES :				
	Sale of Scrape	8,43,838		4,60,514	
			8,43,838		4,60,514
	Less : Excise Duty		-		-
	Revenue From Operations (Net)		73,23,79,517		48,10,70,111

ANNUAL REPORT 2021-2022**NOTE : 20 : OTHER INCOME**

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	Interest		50,87,793		17,61,595
2	Other Non Operating Income		1,84,330		11,49,474
3	Bad debts recovered				8,07,440
	TOTAL		52,72,123		37,18,509

NOTE : 21 : COST OF MATERIALS CONSUMED

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	Opening Stock	9,64,29,526		6,37,30,986	
	Add : Purchases	53,27,81,952		37,20,03,268	
			62,92,11,478		43,57,34,254
	Less : Closing Stock		8,69,07,746		9,64,29,526
	TOTAL		54,23,03,732		33,93,04,728

NOTE : 22 : CHANGES IN INVENTORIES OF FINISHED GOODS

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	Inventories at the beginning of the year				
	Finished Goods		6,42,02,433		3,50,55,133
2	Inventories at the end of the year				
	Finished Goods		8,02,67,124		6,42,02,433
	(Increase) in Inventories		(1,60,64,691)		(2,91,47,300)

NOTE : 23 : EMPLOYEE BENEFITS & EXPENSE

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	Salaries and Wages		2,73,51,522		1,43,00,770
2	Contribution to Provident and Other Funds (Note No. 2.1 {XV})		30,64,454		23,91,274
3	Staff Welfare Expenses		35,92,455		45,95,669
4	Gratuity (Note No. 2.1 {XV})		15,13,555		12,97,079
5	Other Benefits		2,46,356		2,48,306
	TOTAL		3,57,68,342		2,28,33,098

ANNUAL REPORT 2021-2022**NOTE : 24 : FINANCE COSTS**

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	Interest		1,01,81,122		1,10,91,495
2	Bank Charges		36,67,875		23,86,070
3	Hire Charges		63,571		1,89,967
	TOTAL		1,39,12,568		1,36,67,532

NOTE : 25 : OTHER EXPENSES

Sr. No.	Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
1	Manufacturing Expenses :				
	Labour Expenses	5,66,76,635		4,63,08,487	
	Transport Inward	2,708		-	
	Consumption of Stores and Packing Materials	1,32,86,894		72,93,509	
	Electric Power	45,93,810		43,30,286	
	Gas Charges	1,45,944		84,332	
	Repairs to Building	14,90,776		23,11,443	
	Repairs to Machinery	27,77,753		24,47,498	
	Design, Drawing & Development Charges	18,000		-	
	Late Delivery Charges	22,92,963		5,89,123	
	Trade Discount	-		-	
			8,12,85,483		6,33,64,678
2	Selling and Distribution Expenses :				
	Excise, Income Tax, GST & Vat Assessment	47,43,809		7,51,688	
	Other Selling and Distribution Expenses	3,43,28,493		4,08,84,197	
			3,90,72,301		4,16,35,885
3	Establishment Expenses :				
	Professional Fees	7,23,042		15,30,200	
	General Expenses	80,37,241		63,03,469	
	Insurance	2,07,117		1,96,795	
	Rent & Taxes	41,60,800		32,54,738	
	Other Repairs	29,37,902		24,85,692	
	Travelling & Conveyance Expenses	7,19,948		7,46,003	
	Payment to Auditors	1,06,000		1,00,000	
	Loss / (Profit) on Sale of Fixed Assets	-		(2,50,003)	
	Short Provision of Income tax	17,69,522			
	Donation	50,000		-	
			1,87,11,572		1,43,66,893
4	B S E Expenses		5,03,000		3,00,000
5	GST Diff Rounding off.		19		18,456
	TOTAL		13,95,72,375		11,96,85,912