



indef

Ref: KSM/CM-6

July 17, 2023

Listing Department
The Bombay Stock Exchange Limited,
Phiroze jeejeebhoy Towers
Dalal Street, Mumbai- 400023
[Scrip Code- 505720]

Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (East), Mumbai-400051
[Scrip Code-HERCULES EQ]

Sub.: Notice of 61st Annual General Meeting (“AGM”) of the members of Hercules Hoists Limited (“Company”) and Annual Report 2022-23 of the Company

Further to our letter dated May 26, 2023, and in accordance with the provisions of Regulations 34 and 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), we hereby submit the Annual Report of the Company for the financial year ended March 31, 2023, containing, inter-alia, the Notice convening the 61st AGM of the Company to be held on **Friday, August 11, 2023, at 4.30 p.m. (IST)** through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), to transact the following businesses:

Ordinary Businesses:

1. To receive, consider and adopt the audited statement of profit and loss account for the year ended March 31, 2023, and the balance sheet as at that date and report of directors and auditors thereon. (Ordinary Resolution)
2. To confirm the payment of interim dividend on equity shares and to declare a final dividend on equity shares for the financial year ended March 31, 2023. (Ordinary Resolution)
3. To appoint a director in place of Shri Shekhar Bajaj (DIN 00089358), who retires by rotation and being eligible, offers himself for re-appointment. (Special Resolution)

Special Business

4. To ratify the remuneration of the Cost Auditors of the Company for the financial year ended March 31, 2024. (Ordinary Resolution)
5. To appoint Smt Neelima Bajaj Swamy [DIN No. 03120441], as a Non-Executive Non-Independent Director ((Ordinary Resolution)
6. To confirm appointment of Shri K J Mallya (DIN: 00094057]) as an Independent Director. (Special Resolution)

Corporate Office

Hercules Hoists Limited
501-504, Shelton Cubix
Sector 15, Plot # 87D Belapur
Navi Mumbai 400614, India

Plant/Factory

- ♦ Khalapur
- ♦ Chakan

Regional Offices

Pune, Delhi,
Chennai, Kolkata

Contact

T: +91 22 45417301
F: +91 2192 274125
E: indef@indef.com
U: www.indef.com

Registered Office

Bajaj Bhawan, 2nd Floor
226, Jamnalal Bajaj Marg
Mumbai 400 021, INDIA
CIN: L45400MH1962PLC012385





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The Notice of the ensuing 61st AGM of the Company and the Annual Report for the financial year ended March 31, 2023 sent to the Members, whose email IDs are registered with the Company or Registrar and Transfer Agents of the Company or the Depositories, through electronic mode.

The said Notice and Annual Report are also placed on the website of the Company: www.indef.com.

Date and Time of AGM	August 11, 2023, at 4.30 pm
Mode	Video Conferencing /Other Audio Visual Means
Weblink for participation in AGM	https://instameet.linkintime.co.in
Cut-off date for E-voting	August 4, 2023
E-voting Period	August 8, 2023 (9.00 am) to August 10, 2023 (5.00 pm)

We request you to take the above on record.

Thanking you,

For Hercules Hoists Limited
Digitally signed by
KIRAN SUBHASH MUKADAM
Kiran Mukadam
Company Secretary
Date: 2023.07.17
13:55:36 +05'30'

Encl: As Above

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61st

ANNUAL REPORT 2022-2023



BAJAJ

HERCULES HOISTS LIMITED

FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Description	2022-23	2021-22	2020-21	2019-20	2018-19
PROFIT & LOSS ACCOUNT					
Gross Sales	15,051.52	10,739.16	7,736.53	8,105.00	9,952.72
Net Sales	15,051.52	10,739.16	7,736.53	8,105.00	9,952.72
Sale of Power Units Generated	25.56	105.45	100.66	194.84	264.12
Other Income	1,768.58	1,598.22	850.13	1,493.27	976.05
Gross Revenue	16,845.66	12,442.84	8,687.32	9,793.11	11,192.89
Cost of Material	8,521.23	6,564.45	4,577.72	4,390.20	5,576.08
Operating & Other Expenses	4,884.51	3,592.08	2,864.38	3,448.89	3,702.49
Interest & Finance Expenses	54.91	0.96	0.89	1.91	-
Depreciation/Amortisation	395.65	247.35	289.25	353.20	301.54
Profit Before tax and exceptional items	2,989.36	2,038.00	955.09	1,598.91	1,612.78
Less-Exceptional Items	(8,622.70)	193.23	-	-	-
Profit Before tax	11,612.06	1,844.77	955.09	1,598.91	1,612.78
Current Tax (Income Tax)	1,138.09	295.24	91.15	167.92	361.61
Deferred Tax	143.26	55.52	87.47	133.07	-29.18
Profit After Tax & Adjustment for earlier Years	10330.71*	1,494.01	776.46	1,297.92	1,280.35
Dividend / Proposed Dividend	960.00	832.00	480.00	576.00	480.00
BALANCE SHEET					
Net Worth	70,665.39	61,900.98	49,440.29	33,724.21	42,677.61
Other Liabilities	608.22	61.00	67.37	65.50	74.78
Deferred Tax Liability (Net)	3,163.40	3,181.64	1,584.02	337.49	685.66
Current Liabilities	2,943.58	2,768.92	1,454.91	1,090.61	1,629.62
Total Equity and Liabilities	77,380.59	67,912.55	52,546.58	35,217.81	45,067.68
Fixed Assets -Gross (including Capital WIP)	4,808.70	4,010.70	4,679.79	4,572.67	4,436.38
Fixed Assets- Net	3,571.69	2,872.20	3,258.35	3,420.85	3,598.81
Investments	59,930.23	51,033.97	40,073.75	20,698.33	29,784.36
Other Assets	185.98	193.50	186.88	224.70	257.33
Current Assets	13,692.69	13,812.88	9,027.61	10,873.95	11,427.18
Total Assets	77,380.59	67,912.55	52,546.58	35,217.81	45,067.68
RATIOS and STATISTICS					
Proprietary Ratio	0.91:1	0.91:1	0.94:1	0.96:1	0.95:1
Debt Equity Ratio	0:1	0:1	0:1	0:1	0:1
Current Ratio	4.65:1	4.99:1	6.20:1	9.97:1	7.01:1
Return on Proprietor's Fund	14.62%	2.41%	1.57%	3.85%	3.00%
Return on Capital Employed	15.67%	2.83%	1.87%	4.69%	3.71%
Operating Expenses Ratio	88.91%	93.66%	94.96%	94.45%	90.82%
Operating Profit Ratio	8.10%	4.06%	1.34%	1.27%	6.23%
Net Profit Ratio	68.52%	13.78%	9.91%	15.64%	12.53%
Dividend Per Share (Rs.)	3.00	2.60	1.50	1.80	1.50
Earning per Equity Share (Rs.)	32.28	4.67	2.43	4.06	4.00
Price Earning Ratio	5.53	29.76	46.01	12.44	28.93
Debtors Turnover Ratio	16.65	12.78	7.98	4.10	4.07
Inventory Turnover Ratio	3.09	2.58	1.60	1.22	1.54
Book Value per Equity Share (Rs.)	220.83	193.44	154.50	105.39	133.37
No. of Equity Shareholders	15,884	16,394	17,052	11,327	11,387
No. of Employees	175	149	132	137	141

1) Proprietary Ratio = (Equity Capital + Reserves & Surplus - Miscellaneous Expenses) / Total Assets

2) Debt Equity Ratio = Debt / Equity

3) Current Ratio = Current Assets / Current Liabilities

4) Return on Proprietor's Funds = Profit After Tax / (Equity Capital + Reserves & Surplus - Miscellaneous Expenses)

5) Return on Capital Employed = Profit Before Interest & Tax / (Equity Capital + Reserves & Surplus+ Non Current Liabilities - Miscellaneous Expenses)

6) Operating Expenses Ratio = (Cost of Material + Operating & Other Expenses) / (Net Sales+windmill income)

7) Operating Profit Ratio= (Profit before Tax-Other Income)/(Net Sales+windmill income)

7) Net Profit Ratio = Profit After Tax / (Net Sales+windmill income)

8) Price Earning Ratio=Market Price Per Share/ Earning Per Share

9) Debtors Turnover Ratio= (Net Sales+Windmill income)/(Average Trade Receivable)

10) Inventory Turnover Ratio= Cost of Materials / Average Inventory

* Net Profit FY 22-23 Included profit of 8696.16 lakhs on sale of mulund land and loss of Rs. 73.46 lakhs on sale of windmill considered as exceptional item

61st

ANNUAL REPORT 2022-2023



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HERCULES HOISTS LIMITED

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(₹ in Lakhs)

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* Net Profit FY 22-23 Included profit of 8696.16 lakhs on sale of mulund land and loss of Rs. 73.46 lakhs on sale of windmill considered as exceptional item



HERCULES HOISTS LIMITED

61st ANNUAL REPORT 2022-2023

BOARD OF DIRECTORS

Shekhar Bajaj - *Chairman*
 H A Nevatia (*Whole-time Director*)
 Gaurav V Nevatia
 Shruti Jatia
 Vandan Shah
 Nirav Nayan Bajaj

MANAGEMENT TEAM

Amit Bhalla (*President & CEO*)
 Vijay Singh (*Chief Financial Officer*)
 Debi Prasad Padhy (*Senior General Manager-Sales*)

COMPANY SECRETARY

Kiran Mukadam

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BANKERS

HDFC Bank

AUDITORS

Kanu Doshi Associates LLP - *Chartered Accountants*

COST AUDITORS

Aatish Dhattrak and Associates

SECRETARIAL AUDITORS

S N Ananthasubramaniam & Co. - *Company Secretaries*

CIN: L45400MH1962PLC012385

Website: www.indef.com

ANNUAL GENERAL MEETING

On Wednesday, August 11, 2023 at 4.30 p. m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

REGISTERED OFFICE

Bajaj Bhawan, 2nd floor, 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai, 400021 (MH)

CORPORATE OFFICE

501-504, Shelton Cubix, Sector 15, Plot 87, CBD Belapur, Navi Mumbai, Thane 400614



NOTICE

NOTICE is hereby given that the **61st Annual General Meeting of the Members of Hercules Hoists Limited** will be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on **Friday, August 11, 2023 at 4.30 PM** to transact the following businesses: -

Ordinary Business

1. To receive, consider and adopt the audited statement of Profit and Loss account for the year ended March 31, 2023 and the Balance Sheet as at that date and report of Directors and Auditors thereon.
2. To confirm the payment of interim dividend on equity shares and to declare a final dividend on equity shares for the financial year ended March 31, 2023.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:

"RESOLVED THAT Shri Shekhar Bajaj [DIN No. 00089358], who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby appointed as Director.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015, (including any statutory modification(s) or enactment(s) thereof), the continuation of the directorship till the 63rd Annual General Meeting of Shri Shekar Bajaj [DIN00089358] as Chairman and Non-Executive Director of the company, after attaining the age of seventy-five (75) years, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all the acts, deeds and things which are necessary for the continuation of the appointment of aforesaid person as Chairman and Non-Executive Director of the company."

Special Business

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, remuneration of Rs. 52,000/- plus applicable tax, reimbursement of out-of-pocket expenses payable to the M/s, Aatish Dhatrak & Associates, appointed as cost auditor by the Board of Directors of the Company, for the financial year 2023-24, be and are hereby ratified and confirmed.

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution-

"RESOLVED THAT Smt Neelima Bajaj Swamy [DIN No. 03120441], who was appointed by the Board of Directors as an Additional Director(Non-Executive) of the Company effective from July 11, 2023 and who holds office upto the date of this Annual General Meeting in terms of section 161 of the Companies Act 2013 and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 proposing her candidature for the office of a Director of the Company, as recommended by the Nomination and Remuneration Committee be and is hereby appointed a Director of the Company liable to retire by rotation".

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a special resolution-

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and the Rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Shri K J Mallya [DIN No. 00094057] who was appointed as an Additional Director of the Company with effect from July 11, 2023 by the Board of Directors of the Company pursuant to section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as recommended by the Nomination and Remuneration Committee, be and is hereby confirmed as an Independent Director of the Company at the ensuing Annual General Meeting, to hold office for five consecutive years with effect from the date of his appointment, not liable to retire by rotation and on such terms and conditions & in the manner set out in Schedule IV to the Companies Act, 2013."

NOTES:

1. Pursuant to previous general circulars and latest general circular no. 10/2022 and 11/2022 dated 28/12/2022 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and circular No. SEBI/HO/CFD/PoD-2/PCIR/2023/4 dated 05/01/2023 plus earlier circulars, issued by the Securities and Exchange Board of India (collectively

referred to as "SEBI Circulars") permitted the holding of the annual general meeting ("AGM") through VC / OAVM, without the physical presence of the members. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.

2. A member is entitled to attend, and to vote, to appoint a proxy in his/her place to attend the meetings. Since this AGM is being held pursuant to the MCA Circulars/ SEBI Circulars through VC/ OAVM, therefore, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence, proxy form and attendance slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e., other than individual/ HUF, NRI etc.) are required to send a scanned copy of respective Board resolution or authorization, authorizing its representative(s) to attend this AGM through VC/ OAVM on its behalf and to vote through remote e-voting.
4. The register of members and the share transfer books of the company will remain closed from August 5, 2023 to August 11, 2023 both days inclusive.
5. Subject to prior approvals, the payment of dividend, will be made after August 11, 2023 conditional upon the deduction or withholding of applicable taxes at source.
6. Since this AGM will be held through VC/OVAM, the route map is not required to be annexed to this Notice.
7. Members holding shares physically are requested to notify the Company of any address change on immediate basis.
8. Members desirous of asking any questions during this AGM are requested to send in their questions at the email id: ksm@indef.com, while ensuring that the Company is in receipt of said questions at least 10 days before this AGM, so that the same can be suitably replied.
9. In compliance with the aforesaid MCA circulars and SEBI circulars, the notice of AGM along with the Annual Report is being sent through electronic mode only, to those members whose email addresses are registered with the Company/ depositories. Members may note that the notice and annual report 2022-23 will also be available on the Company's website www.indef.com and stock exchange websites i.e. www.bseindia.com and www.nseindia.com. The Company has issued a public notice by way of advertisement with required details of 61st AGM, for information of the members.
10. All documents referred to in the accompanying notice and explanatory statement shall be open for inspection at the registered office of the Company during the office hours on all working days up to the date of AGM. Members seeking to inspect such documents can send an email to: ksm@indef.com
11. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in this notice.
12. The Company may send various notices/documents to through electronic mode to the registered email addresses of shareholders. Accordingly, members are requested to intimate/update their email addresses to the Company's registrar and share transfer agent. Please note that as a member of the Company, you may request to receive a physical copy of the said documents in accordance with the provisions of the Companies Act, 2013.

Explanatory Statements under the Companies Act, 2013 and SEBI (LODR) Regulations 2015:

Item No. 3

Shri Shekhar Bajaj, Chairman of the Company who turned aged 75 years on June 8, 2023, is due for retirement by rotation at AGM to be held in August 2023.

Pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015, a listed entity shall appoint a person or continue the directorship of any person who has attained the age of seventy-five years, as a non-executive director, only on obtaining approval of the shareholders by way of a special resolution.

The Board of Directors are of the opinion that considering his immense experience in the industry and his leadership qualities, his continuation as Chairman & Non-Executive Director will be of great benefit to and in the interest of the Company. Accordingly, approval of the shareholders is therefore being sought by way of special resolution to continue the directorship of Shri Shekar Bajaj as Chairman and Non-Executive Director of the Company.



None of the Directors, Key Managerial Personnel, and their relatives other than Shri Shekar Bajaj are concerned or interested in the said Resolution.

Item No. 4

Upon the recommendation of the audit committee, Company's Board of Directors approved the appointment and remuneration of M/s, Aatish Dhattrak & Associates, appointed as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2023-24. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the appointed cost auditor is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the cost auditors as set out in the Resolution for the aforesaid services to be rendered by them. The Board recommends passing of the ordinary resolution as set out in item No. 4 of the Notice.

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

Item No. 5

The Board of Directors of the Company (based on the recommendation of Nomination & Remuneration Committee) appointed Smt Neelima Bajaj Swamy as an Additional Director (Non-Executive) of the Company with effect from July 11, 2023 pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company and she is eligible to be appointed as a Director, liable to retire by rotation, of the Company. The Company has received notice in writing from a member under section 160 of the act proposing her candidature as a Director. Her detailed profile is given under the head "Corporate Governance". The Board recommends passing of ordinary resolution's as set out in item no. 5.

None of the Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the said Resolution except Shri Shekhar Bajaj

Item No. 6

The Board of Directors of the Company (based on the recommendation of Nomination & Remuneration Committee) appointed Shri K J Mallya as an Additional Director (Independent) of the Company with effect from July 11, 2023 pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company. In terms of the provisions of the act, Shri K J Mallya hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member under section 160 of the act proposing his candidature as Director. The Company has received a declaration of independence from him under section 149 (6) of the Companies Act, 2013. His detailed profile is given under the head "Corporate Governance". The Board recommends passing of special resolution's as set out in item no. 6.

None of the Directors, Key Managerial Personnel and relatives thereof other than Shri K J Mallya are concerned or interested in the said Resolution.

On behalf of the Board of Directors

Dated : 11/07/2023
Place : Mumbai

Shekhar Bajaj
Chairman
(DIN No. 00089358)

VOTING THROUGH ELECTRONIC MEANS

- I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation no. 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its members with facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM will be provided by Link Intime India Private Limited (Link Intime).
- II) The facility for voting through e-voting shall be made available at the AGM and the members attending the meeting through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), who have not cast their vote by remote e-voting shall be able to exercise their right at AGM.
- III) The members who have cast their vote by e-voting prior to the AGM may also attend the AGM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), but shall not be entitled to cast their vote again.
- IV) The e-voting period commences on August 8, 2023 (9:00 am) and ends on August 10, 2023 (5:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of August 4, 2023 may cast their vote by e-voting. The e-voting module shall be disabled by Link Intime for voting thereafter.
- V) As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

A) Login method for individual shareholders holding securities in demat mode is given below:

1. Individual shareholders holding securities in demat mode with NSDL
 - a. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - c. Visit the e-Voting 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-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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 - a. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 - b. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 - c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 - d. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.



- Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

B) Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- Shareholders holding shares in **NSDL form**, shall provide 'D' above

E. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

F. Click "confirm" (Your password is now generated).

- Click on 'Login' under '**SHARE HOLDER**' tab.
- Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.
- After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**'; else to change your vote, click on 'No' and accordingly modify your vote.

C) Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

D) Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

E) Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

F) Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

G) Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

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

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

H) Other:

- 1) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of August 4, 2023
- 2) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting /voting at the AGM.
- 3) The Scrutinizer (M/s S N Ananthasubramaniam & Co., Practising Company Secretary, Thane) shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 4) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of Link Intime immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE /NSE. The resolution shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on August 11, 2023.



Process and manner for attending the Annual General Meeting through InstaMeet

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL Demat Account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL Demat Account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company, shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

2. **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the ksm@indef.com created for the general meeting.
 2. Shareholders will get confirmation on first cum first served basis depending upon the provision made by the Company.
 3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
 4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
 5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device
 6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
3. Shareholders/ Members are encouraged to join the meeting through tablets/ laptops connected through broadband for better experience. Shareholders/ Members are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
 4. Please note that Shareholders/ Members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 5. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.
 6. For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>. If you have already installed the Webex application on your device, join the meeting by clicking on Join Now. If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

7. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e., "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

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

**DIRECTORS' REPORT**

Dear Members,

We present our **61st Annual Report** together with the Audited Financial Statements for the year ended March 31, 2023:

1. Financial Results**(Rs. in Lakhs)**

Financial Results	As on March 31, 2023	As on March 31, 2022
Revenue from Operations	15,077.08	10,844.62
Other Income	1,768.58	1,598.22
Total Income	16,845.66	12,442.84
Profit before Finance Cost & Depreciation	3,439.92	2,286.31
Less- Finance Cost	54.91	0.96
Less-Depreciation	395.65	247.35
Profit before taxes and exceptional items	2,989.36	2,038.00
Profit before taxes after exceptional items*	11,612.06	1,844.77
Provision for Taxation for the year (including Deferred tax and earlier year's Income-Tax adjustment)	1,281.35	350.75
Profit after Taxes	10,330.71	1,494.01

* Includes profit of Rs. 8,696.16 Lakhs on sale of mulund land and loss of Rs. 73.46 Lakhs on sale of windmill considered as exceptional item

2. Dividend

During the year, the Company announced a final dividend of INR 1.50 per share of value INR 1.00 each, and special dividend of INR 1.00 per share of value INR 1.00 each subject to shareholders approval in the ensuing AGM for the year ended March 31, 2023, which brings the total dividend for the financial year 2022-23 to INR 3.00 [300%] per share, inclusive of interim dividend of INR 0.50 paid in the month of February 2023, against the total dividend of INR 2.60 paid per equity share of value INR 1 each in the previous year.

3. Operations

The revenue from operations of Rs. 15,077.08 lakhs is up by 39.03% as compared to the previous year's revenue from operations of Rs. 10,844.62 Lakhs. The profit after tax of Rs. 10,330.71 lakhs, is up by 591.48%, as compared to previous year's net profit of Rs. 1,494.01 lakhs.

The Company places a significant emphasis on the quality and usage of latest technology. The Company has invested in various high-end manufacturing equipment's that ensure consistent high-quality products, services and delivery commitments while ensuring customer centricity.

The aforesaid action at company's end corroborated with China's plus one policy globally, "Make in India", supported by PLI schemes is providing a significant boost to new investments. Moreover, the Union governments focus on increasing capital expenditure in infrastructure and other various sectors along with the surge in private investments for expanding capacities, which have created a favorable environment for growth and development. In spite of global issues on macro-economic and geo-political front, India has confirmed to grow and invest into infrastructure. Even with the higher inflation, the demand for Material Handling Equipment continues to be strong, robust and fairly consistent

The Company has sold one balanced windmill in the second quarter of FY 2022-23.

The Company has completed sale and transfer of Mulund land approximately 8327 square meters [2.05 Acre] situated at 110, Minerva Industrial Estate, Mulund West Mumbai 400080, through Memorandum of Understanding (MOU) dated February 2, 2022, and received a lumpsum consideration of Rs. 90 Crore.

4. Scheme of Demerger

The scheme of arrangement between Hercules Hoists Limited ('HHL') and Indef Manufacturing Limited ('IML') under section 230-234 and other applicable provisions of the Companies Act, 2013 was approved by the Board of Directors of the Company on September 23, 2022. The scheme envisages transfer of manufacturing business of HHL to its wholly owned subsidiary (WOS), namely IML by way of a demerger in order to segregate the manufacturing business from investment business of HHL. HHL will continue to carry on the investment business post the scheme. Pursuant to the demerger, shares in the ratio of 1:1 will be issued to shareholders of HHL and shares held by HHL in IML will get cancelled thereby replicating mirror shareholding pattern of HHL in IML.

The Company has received "No Objection" to file the draft scheme before National Company Law Tribunal, from BSE on 23th May 2023 and from NSE on 24th May 2023. The Company will file application for sanction of the scheme before National Company Law Tribunal ('NCLT') bench in Mumbai.

5. Directors and Key Managerial Personnel-Changes

As per section 152 (6) of the Companies Act, 2013, Shri Shekhar Bajaj is liable to retire by rotation at the ensuing AGM and being eligible, offer himself for re-appointment.

The Board of Directors had appointed, in their meeting July 11, 2023, on recommendation of Nomination and Remuneration Committee, Smt Neelima Bajaj Swamy as an Additional Director (Non-Executive) and Shri K J Mallya as an Additional Director (Independent) of the Company for term of 5 years. Smt Neelima Bajaj Swamy and Shri K J Mallya holds office till the ensuing Annual General Meeting. The Ordinary Resolution for confirmation of appointment of both as a Director are given in the Notice. The detailed profile of Shri Shekhar Bajaj, Smt Neelima Bajaj Swamy and Shri K J Mallya are given under the head "Corporate Governance".

The members at the Annual General Meeting held on August 10, 2022 vide special resolution, had approved the re-appointment of Shri H A Nevatia as a whole-time director for the term November 22, 2022 to November 21, 2024.

6. Independent Directors

The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013. In the opinion of the Board, the independent directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. The independent directors have also confirmed that they have complied with the company's code of business conduct & ethics. All independent directors of the company have valid registration in the independent director's databank of Indian Institute of Corporate Affairs as required under Rule 6(1) of the Companies (Appointment and Qualification of Director) Fifth Amendment Rules, 2019. The terms and conditions of appointment including the code of conduct and the duties of independent directors as laid down in the Companies Act, 2013, are placed on the website of the Company. The details of familiarization programme for the independent directors are explained in the Corporate Governance Report.

7. Auditors

A) Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the auditors of the Company, M/s. Kanu Doshi Associates LLP, Chartered Accountants, Mumbai were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting (AGM) of the Members held August 10, 2022. The statutory auditors of the Company shall hold office from the conclusion of the 60th AGM of the Company till the conclusion of the 65th AGM. The audit report for FY 2022-23 is unmodified, i.e., it does not contain any qualification, reservation, or adverse remark.

B) Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 and rules made thereunder, the Board A Directors had on the recommendation of the audit committee, appointed M/s. Aatish Dhattrak & Associates, as a Cost Auditor, to audit the cost accounts of the Company for the financial year 2023-24 at a remuneration of Rs. 52,000/-plus applicable tax, reimbursement of out-of-pocket expenses, subject to ratification by the shareholders at ensuing AGM. Accordingly, a resolution seeking Members' ratification for the remuneration payable to Cost Auditors is given in the notice. The Company is in compliance with maintenance of cost records as specified by the Central Government under section 148 (1) of the Companies Act, 2013, and Rule 8(5)(ix) of Companies (Accounts) Rules]. There is no audit qualification for the cost audit report for the year ended March 31, 2022, under review.

C) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rule made thereunder, the Company has appointed M/s. S N Ananthasubramaniam & Co, as Company Secretaries, to undertake the secretarial audit of the Company. The secretarial audit report is annexed herewith as "Annexure C". There is no secretarial audit qualification for the year ended March 31, 2023, under review. The Company is following the applicable secretarial standards.

8. Significant and Orders passed by the Regulators or Court

During the year in review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

**9. Internal Control System and Financial Reporting**

The Company's internal control system is commensurate with its size, scale, and complexities of its operations. The internal and operational audit is entrusted to M/s. Deloitte Touche Tohmatsu India LLP. The audit committee of the Board of Directors periodically reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has policies and procedure in place for reliable financial reporting.

10. Material Changes & Commitments

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 of the Company and the date of this report.

11. Presentation of Financial Results

The financial results of the Company for the year ended March 31, 2023 have been disclosed as per Schedule III of the Companies Act, 2013.

The financial statements for the year ended March 31, 2023 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules 2006 as amended and other relevant provisions of the Companies Act, 2013.

The annexed financial statements comply in all material aspects with Indian Accounting Standards (IND AS) notified as per Companies (Indian Account Standard) Rules 2015 under section 133 of the Companies Act, 2013 and other relevant provisions.

12. Risk Management Policy

Risk management is embedded in your Company's operating framework. The risk management framework is reviewed by the Board and the audit committee. Information on the development and implementation of a risk management framework for the Company is given under management discussion and analysis.

13. Corporate Social Responsibility (CSR)

Detailed information on CSR Policy developed and implemented by the Company and the CSR initiatives taken during the year pursuant to section 134 & 135 of the Companies Act, 2013 is given in the "Annexure A".

14. Directors' Responsibility Statement

As required under section 134(3)(c) of the Companies Act, 2013, directors, to the best of their knowledge and belief, state that -

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on an on-going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. Vigil Mechanism

The details of the Vigil Mechanism Policy covered under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are explained in the Corporate Governance Report and posted on the website of the Company.

16. Directors' Remuneration Policy and Criteria for matters under section 178

Information regarding Directors' Remuneration Policy & criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 are provided in the annexed Corporate Governance Report.

17. Corporate Governance

Detailed reports on matters relating to Corporate Governance and Management Discussion and Analysis Report under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are annexed as part of this Annual report together with the report of practicing company secretary on its compliance thereon.

18. Business Responsibility and Sustainability Report

As per SEBI's circular no. SEBI/HO/CFD/CMD-2/P/CIR/2021/562M dated 10 May 2021, the top 1,000 listed companies in India are mandated to submit a Business Responsibility and Sustainability Report (BRSR) as part of their annual reports to the stock exchanges. However, as of March 31, 2022 and March 31, 2023, Hercules Hoists Limited is not covered under the top 1,000 companies based on market capitalization, and therefore, a BRSR is not included in our Annual Report. Nonetheless, as a responsible corporate citizen, we remain committed to ensure that our business operations adhere to the highest standards of ethical and sustainable practices.

19. Particulars of Employees

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. The details of remuneration of directors, key managerial personnel and details of employee who was in receipt of remuneration more than Rs. 102 lakh per annum in the current financial year are given in note No. 45 to the Financial Statements and Corporate Governance Report.

In terms of Section 136 of the Act, 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 up to the date of the ensuing Annual General Meeting.

20. Particulars of Loans, Guarantees or Investments

Details of loans, guarantees and investments, if any covered under the provisions of Section 186 of the Companies Act, 2013 are given in note No. 8, 13, 18 and 32a to the financial statements.

21. Number of Meetings of the Board and Audit Committee

During the year, five Board Meetings and five Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report.

22. Formal Annual Evaluation of the performance of Board, its Committees and Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the board has carried out an annual performance evaluation of its own performance, board as a whole and committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

23. Related Party Transactions

All transactions entered with related parties for the year under review were on arm's length basis and thus a disclosure in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required. There were no materially significant related party transactions made by the Company with promoters, directors and key managerial personnel which may have a potential conflict with the interest of the Company. All related party transactions are mentioned in the notes to the accounts. All related party transactions are placed before the audit committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. Transactions entered into pursuant to omnibus approval are verified and a statement giving details of all related party transactions are placed before the audit committee and the Board for review and approval on a quarterly basis. The policy on related party transactions as approved by the board is placed on the Company's website www.indef.com/investor

24. Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace

The Company has in place an anti-sexual harassment policy and internal complaints committee (ICC) to redress complaints received regarding sexual harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees are covered under this policy. There were no complaints received during the year. As part of the compliance under this policy, the workforce at the company was also trained towards appropriate behavior at workplace.

**25. Energy Conservation, Technology Absorption and Foreign Exchange Earning and Outgo**

The information on conservation of energy, technology absorption, foreign exchange earnings and outgo etc. to the extent applicable stipulated under section 134 (3) (m) of the Companies Act, 2013 read with Rule no. 8 of the Companies (Accounts) Rules, 2014 is set out in "Annexure A" annexed hereto.

26. Annual Return

As required under Section 134(3)(a) of the Companies Act, 2013 and as per Companies (Management and Administration) Amendment Rules 2022, annual return for 2021-22 in the prescribed Form MGT 7 is put up on the Company's website – www.indef.com/investor

27. Industrial Relations

The relationship with the employees continued to remain cordial during the year.

Company's directors take this opportunity to thank the banks, government authorities, regulatory authorities, stock exchanges, employees and all stakeholders for their continued co-operation and support to the Company.

On behalf of the Board of Directors

Dated : 26/05/2023
Place : Mumbai

Shekhar Bajaj
Chairman
(DIN No. 00089358)

ANNEXURE A

Information furnished, as required under section 134 of the Companies Act, 2013 read with the Rule No. 8 of the Companies (Accounts) Rules, 2014 and Rule no. 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

I) Particulars of contracts or arrangements with related parties referred to section 188 (1) of the Companies Act, 2013 prescribed in Form AOC-2 (Pursuant to section 134 (3) (h) of the Companies Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)- There were no such transactions.

II) Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgoings:

A. Conservation of Energy

The Company's manufacturing process is not energy intensive. The details of energy consumption and costs are as follows:-

i. Power and Fuel Consumption

Particulars		2022-23	2021-22
(a) Electricity Purchased	Units	3,11,451	2,49,502
	Total Amount (Rs. in lakhs)	29.82	28.12
	Rate/Unit (Rs. in Lakhs)	9.58	11.27
(b) Own Generation Electricity	Units	6,600	5,400
	Units per litre of Diesel Oil	3.24	2.62
	Diesel Cost (Rs. in Lakhs)	6.23	5.03
	Rate/Unit (Rs.)	26.70	35.59
2, 3 & 4. Coal, Furnace Oil, Others/Internal Generation		NIL	NIL

ii. Consumption per Unit of Production

From the records and other books maintained by the Company, in accordance with the provisions of the Companies Act, 2013, the Company is not in a position to give the required information for the current year as well as the previous year.

B. Technology Absorption

The Company's design and development team has played a critical role in enhancing the quality and design of our products. The Company places great importance on continuous improvement in design, production, sourcing, and quality management processes, which is reflected in its key result areas. Throughout the year, the company has upgraded its products to meet the changing needs of its customers and remain ahead of the competition. Additionally, the Company has taken measures to increase the level of standardization in its products to capitalize on the benefits it provides.

C. Foreign Exchange Earnings & Outgoings**(Rs. in Lakhs)**

Particulars	2022-23	2021-22
Foreign Exchange Earnings	624.66	52.86

Particulars	2022-23	2021-22
Foreign Exchange Outgo	665.93	598.20

III) Annual Report on CSR Activities for the financial year ended March 31, 2023:**1. Brief outline on CSR Policy of the Company**

The Corporate Social responsibility (CSR) activities of Bajaj Group are guided by the vision and philosophy of its Founding Father, late Shri Jamnalalji Bajaj, who embodied the concept of trusteeship in business and common good, and laid the foundation for ethical, value-based and transparent functioning. The objective of CSR policy of the Company is to undertake CSR activities to do overall good to the community, with special emphasis on activities for the benefit of the poor and needy sections of the society. CSR policy gives an overview of the projects or programmes which are proposed to be undertaken by the Company in the coming years.

2. Composition of the CSR Committee:

SN	Name of Director	Nature of Directorship	Number of meetings of CSR Committee held and attended during the year
1	Shri Shekhar Bajaj	Non-Executive Director and Chairman of the CSR Committee	1
2	Shri H A Nevatia	Executive Director and Member of the CSR Committee	1
3	Smt Shruti Jatia	Non-Executive & Independent Director and Member of the CSR Committee	1

3. The Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company: www.indef.com/investor
4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (CSR Policy) Rules, 2014, if applicable (attach the report): **Not Applicable**
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not Applicable**
6. Average net profit of the company as per section 135(5): **Rs. 990.12 Lakhs**
7. (a) Two percent of average net profit of the company as per section 135(5): **Rs. 19.80 Lakhs**
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **NIL**
 (c) Amount required to be set off for the financial year: **NIL**
 (d) Total CSR obligation for the financial year (7a+7b+7c): **Rs. 19.80 Lakhs**



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

(Rs. in Lakhs)

Total Amount Spent in the Financial Year. (Rs. in lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 103.31	NA	NA	NA	NA	NA

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

SN	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area	Location of the project (State and District)	Amount spent (Rs. in Lakhs).	Mode of implementation	Mode of implementation - Through implementing Agency Name and CSR registration number
1	Swami Vivekananda School Khalapur Project	Promoting education activities	Yes	Place: Khalapur Taluka: Khalapur District: Raigad State: Maharashtra	19.75	Indirect	Hercules Hoists Charitable Trust (CSR00001938)
2	Tobacco Rehabilitation & Control	Promoting preventive health care	Yes	Place: Khopoli Taluka: Khalapur District: Raigad State: Maharashtra	5.00	Indirect	Hercules Hoists Charitable Trust (CSR00001938)

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

SN	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area	Location of the project (State and District)	Amount spent (Rs. in Lakhs).	Mode of implementation	Mode of implementation - Through implementing Agency Name and CSR registration number
1	Cardiac Ambulance	Hospital support facilities	Yes	Place: Khopoli Taluka: Khalapur District: Raigad State: Maharashtra	29.37	Indirect	Hercules Hoists Charitable Trust (CSR0001938)
2	Apta Schools	Promoting education activities	Yes	Place: Apta Taluka: Panvel District: Raigad State: Maharashtra	11.45		
3	Dhamani Water Tank	Rural development project	Yes	Place: Dhamani Taluka: Khalapur District: Raigad State: Maharashtra	29.00		

(d) Amount spent in Administrative Overheads: **Rs. 0.24 Lakhs**

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) = **Rs. 103.31 lakhs**

(g) Excess amount for set off, if any: **5.82 lakhs**

As per Board decision, the excess amount of Rs. 77.69 Lakhs fully adjusted against old carried forward unspent CSR amount for FY 2015-16 and 2016-17 and the previous carried forward balance for FY 2014-15 to 2016-17 is NIL now.

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**

(b) Details of CSR amount spent in the FY for ongoing projects of the preceding financial year(s):

SN	Name of the Project	Item from the list of activities in schedule VII to the Act.	Financial Year in which the project was commenced	Project Duration	Total amount allocated for the project (Rs. in lakhs)	Amount spent on the project in the reporting Financial Year (Rs. in lakh)	Cumulative amount spent at the end of reporting Financial Year (Rs. in lakh)	Status of the project - Completed / Ongoing
1	Happy School Project- Sumnagal School	Promoting education activities	2021-22	2 years	25.38	9.50	25.38	Completed

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

Date of creation or acquisition of the capital asset(s)	Amount of CSR spent for creation or acquisition of capital asset (Rs. in Lakhs)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Details of the capital asset(s) created or acquired (including complete address and location of the capital asset)
02-11-2022	Rs. 29.37	Sahajseva Foundation Khopoli	Fully equipped cardiac ambulance
01-07-2022	Rs. 29.00	Kumbhivali Grampanchayat	Water Tank, 80000 Liter
31-03-2023	Rs. 3.33	Tata Memorial Trust	Equipments for tobacco rehabilitation centre project including laptop, audio visual protection system with screen and smoke check equipments.

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):
Not Applicable

Shekhar Bajaj
Chairman of CSR Committee
(00089358)

H A Nevatia
Whole-Time Director
(00066955)

Amit Bhalla
President & CEO

ANNEXURE B

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

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

To,
The Members,
Hercules Hoists Limited
CIN L45400MH1962PLC012385

Bajaj Bhawan, 2nd floor, 226,
Jamnalal Bajaj Marg, Nariman Point Mumbai – 400021

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hercules Hoists Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

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

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



- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – **Not Applicable as there was no reportable event during the period under review;**
- (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) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable as there was no reportable event during the period under review;**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 – **Not Applicable as the Company has not made any offer of its shares to its employees during the period under review;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not Applicable as the Company has not issued and listed any debt securities during the financial year under review;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **Not applicable as the Company has not delisted its equity shares from any Stock Exchange during the financial year under review;** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable as the Company has not bought back any of its securities during the financial year under review.**
 - (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The Management has informed that there are no laws which are specifically applicable to the Company.

We have also examined compliance with the applicable provisions of the following:-

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

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 including an Independent Woman Director. There were no changes in the composition of the Board of Directors that took place during the period under review.
- Adequate notice is given to all Directors to schedule the Board and Committee Meetings. Agenda and detailed notes on agenda were sent atleast seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- All decisions of the Board and Committee thereof were carried through with requisite majority.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is 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 financial year ended 31st March, 2023, there were following major events having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc., as:

- (i) Indef Manufacturing Limited, a wholly owned subsidiary was incorporated on 12th September, 2022 pursuant to the approval of the Board of Directors vide circular resolution dated 19th July, 2022.
- (ii) Subject to the approval of NCLT, Shareholders and Creditors, the Board of Directors of the Company at their meeting held on 23rd September, 2022 approved the Scheme of Arrangement between the Company and Indef Manufacturing Limited ("Resulting Company") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013, ("Scheme") which inter alia, provides for demerger, transfer

and vesting of the Demerged Undertaking (as defined in the Scheme) from the Company into the Resulting Company on a going concern basis. Pursuant to the scheme, the Manufacturing, sales, service, distribution, and marketing of mechanical hoists, electric chains hoists, wire rope hoists and other material handling equipment's will be undertaken by Resulting Company. The Scheme is filed with the Stock Exchanges on October 7, 2022 for their approval.

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

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries
Firm Registration No. P1991MH040400
Peer Review Cert. No.: 606/2019

Malati Kumar
Partner
ACS : 15508
COP No. : 10980
Date : 19th May, 2023
Place : Thane

To,
The Members,
Hercules Hoists Limited
CIN L45400MH1962PLC012385
Bajaj Bhawan, 2nd Floor,
226, Jammalal Bajaj Marg, Nariman Point, Mumbai - 400021

Annexure – A

Our Secretarial Audit Report for the Financial Year ended 31st March, 2023 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 have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.
4. We believe that audit evidence and information obtained from the Company's Management is adequate and appropriate for us to provide a basis for our opinion.
5. Wherever required, we have obtained reasonable assurance about whether the statements prepared, documents or Records, in relation to Secretarial Audit, maintained by the Auditee, are free from misstatement.
6. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

7. 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.
8. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries
ICSI Unique Code P1991MH040400
Peer Review Cert. No.: 606/2019

Malati Kumar
Partner
ACS : 15508
COP No. : 10980
ICSI UDIN: A015508E000339832
Date : 19th May, 2023
Place : Thane

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development:

Material handling equipment facilitates the movement, storage, and control of products & materials across their entire lifecycle, from manufacturing, warehousing, distribution, to disposal processes. The Company offers the entire gamut of solutions for overhead material handling including lifting, moving, and storing. The products and solutions offered by the Company cover mechanical hoists (chain pulley blocks, ratchet lever hoists, pulling & lifting machines), electric chain hoists, electric wire rope hoists, cranes (hoist one track crane, electric overhead travelling crane, light profile, jib cranes), storage and retrieval solutions including floor operated stackers, roll out racks, winches and manipulators etc. through its trusted and well-known brands of 'Bajaj Indef', 'iStacker', 'iCrane' and 'Stier'.

The Company provides capital equipment and solutions that are utilized in a variety of industrial verticals, including automotive and auto ancillary, energy and power, infrastructure, heavy and light engineering, steel and metals, chemicals and petrochemicals, logistics, textile and food processing. Company's products are used by organizations of all sizes, ranging from large companies to independent contractors and are applicable to both private and public sectors. The Company has two production facilities, located in Khalapur in District Raigad, Maharashtra and Chakan in District Pune, Maharashtra, where it manufactures its products and solutions.

The Company places a strong emphasis on utilizing the latest technology and maintaining a high standard of quality. As evidence of this commitment, its quality systems have been certified to meet the ISO 9001:2015 at its our Khalapur and Chakan plants and ISO 14001:2015, and ISO 45001:2018 standards at its Khalapur plant. Additionally, its products Chain pulley blocks, electric chain hoists, and wire rope hoists are certified to meet ISI and CE standards. To ensure consistent high-quality production, the Company has invested in various high-end manufacturing equipment. It also works with a network of suppliers and vendors to source components and materials, and continuously strives to improve the quality and capabilities of its supply chain partners. The Company takes pride in its dedication to excellence and the ongoing pursuit of technological advancements to meet the needs and expectations of its customers.

The Company has established a robust distribution and service network across India through our Authorized Business Partners (ABPs) and sub-dealers. To further expand its customer reach for its our solution business, it has set up direct sales offices in Mumbai, Pune, Delhi, Chennai and Kolkata. To ensure that its customers receive excellent after-sales support, the Company has a dedicated team of service engineers who are equipped with the latest tools and technology. The Company, on a regular basis, organizes training sessions for all its ABPs, which help them to better understand products and provide efficient and effective after-sales support to its customers. It believes that that customer satisfaction is the key to its success, and it will continue to invest in its service network and training programs to meet and exceed its customers' expectations.

Opportunities and Threats:

Intrinsic Factors

The Company has recognized the importance of its brand value and has taken steps to enhance it through a rebranding effort that incorporates the Bajaj Group's legacy of 96 years. By symbolizing the Company's strong foundation and long-term vision, and emphasizing its commitment to integrity, honesty, and transparency, the new logo for Bajaj Indef can help to reinforce the Company's reputation for reliability and continuity. Its products are designed to improve productivity and safety while maintaining a low cost of ownership throughout the entire lifecycle of the product. It is committed to leveraging its service strengths through its business partners to provide high-end products and solutions. To expand its market reach in the digital space, it is investing in market research and digital marketing.

The Company believes that its continued investment in technological improvements both in-house and with external technology partners will enable it to consolidate and strengthen its market position, both domestically and internationally.

Extrinsic Factors

The industrial and infrastructure developments have been playing a vital role in the Indian economy. Growing investments in the infrastructure sector and other strategic initiatives of the Government, are likely to boost the capital goods, logistics, warehousing, and construction sector in the country, in turn, boosting the demand for material handling equipment in the country. The Company has been agile enough to adapt to such changing environments over the past years and has shown that it can handle such disruptions. The Company is also working towards reducing its import dependence and strengthening its local supply chain. The material handling industry is also expected to gain from robust demand from resource heavy industries like steel, cement, automobile & auto ancillaries, tire, power, minerals, other infrastructure sector, food processing, pharma, chemicals, irrigation etc.

Financial Review / Segment wise Performance:

(Rs. in lakhs)

Particulars	FY 2022-23	FY 2021-22	Growth %
Revenue from operations/ segment performance	15,077.08	10,844.62	39.03%
Material Handling Equipment	15,051.52	10,739.16	40.16%
Windmill	25.56	105.45	(75.76%)
Earnings before interest, tax, depreciation, and amortization [EBITDA]	3,439.92	2,286.31	50.46%
Profit after Tax [PAT]	10,330.71*	1,494.01	591.48%

* Includes profit of Rs. 8,696.16 Lakhs on sale of mulund land and loss of Rs. 73.46 Lakhs on sale of windmill.

The revenue from operations of Rs. 15,077.08 lakhs is up by 39.03% as compared to the previous year's revenue from operations of Rs. 10,844.62 Lakhs. The profit after tax of Rs. 10,330.71 lakhs, is up by 591.48%, as compared to previous year's net profit of Rs. 1,494.01 lakhs.

Internal Control Systems and their adequacy:

The Company has adequate internal control systems commensurate with its size and nature of business. The Company has engaged the services of a reputed internal audit firm. The audit committee and the Board reviews the performance of the audit and the adequacy of internal control systems and compliance with regulatory guidelines. The Company's management takes corrective actions based on recommendations received from internal auditor and the audit committee.

Risks and Concerns:

Every business has an inherent element of uncertainties owing to uncertain factors and risk mitigation and management is critical for the success of the enterprise. The Company has a Risk Assessment and Management Policy, wherein the Company has identified key risks including market information (product, price and competition), competition risk (competition from Chinese, European, local organized and un-organized sector), employee risk (health and retention), supply chain impact (disruptions in raw commodities and SME vendors) and credit risk (recovery of outstanding dues). Risk mitigation and management steps are regularly undertaken, and reports are placed before the audit committee meetings and Board meetings. This enables the Company to proactively manage risks and make informed decisions that help it achieve its business objectives.

Business Out-look:

The Company's business is directly linked to investments in new projects, expansion of existing capacities and positive sentiments in industrial production activities. In 2022-23, there was demand from capex industry and positive vibes from Government towards capex investment. With a customer-centric approach, the Company is focused on becoming more competitive in the market. The Company is dedicated to putting its our customers at the center of its operations. To remain competitive in the market, the Company is continuously working to enhance its supply chain efficiency, optimize costs and refine its product portfolio. The Company is also investing to expand its domestic and export market reach. By prioritizing its customers and committing to ongoing innovations, the Company is confident that it can continue to move forward in the path of growth and success .

Development in Human Resources / Industrial Relations front:

The Company recognizes that people are the prime assets of an organization and implements initiatives to train and motivate them. The Company continues to focus on attracting and retaining the right talent by giving them the right opportunities. The selected candidates undergo a structured induction program, which gives them a good exposure and become a good contributor in growth of the Company. Industrial relations during the year have been cordial and contributed to mutual development.

Cautionary Statement:

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

For and on behalf of the Board of Directors

Dated :26/05/2023
Place : Mumbai

Shekhar Bajaj
Chairman
(DIN No. 0089358)

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY

The Company's philosophy on corporate governance aims at ethical corporate behavior and always strives to achieve optimum performance at all levels by adhering to good corporate governance practices. The Company has put in place the systems to comply with all the rules, regulations and requirements mentioned in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

BOARD OF DIRECTORS

Composition of the Board

In compliance with the provisions of the Listing Regulations, the Company has an optimum combination of executive and non-executive directors with a woman independent director. A non-executive (Promoter) Chairman heads the Board and one-half of the directors are 'Independent'. The independent directors do not have any pecuniary relationship or transactions with the Company, promoters or management, which may affect their judgment in any manner. There is no relationship between directors inter-se. Policy formulation, evaluation of performance and the control functions vest with the Board.

Composition of the Board, attendance at Board Meetings (BM) held during the financial year under review and the last Annual General Meeting (AGM) and number of directorships and memberships/chairmanships in other companies are given below.

Name of the Director	Category	No. of Shares held in the Company	Financial Year ended 31st March 2023		Other directorships	No. of Committee Position held in other Companies.		List of Directorship held in Other Listed Companies and Category of Directorship
			BMs	AGM		Chairman	Member	
Shri Shekhar Bajaj- Chairman	NED (Promoter)	9,06,400	05	Yes	12	1	1	1. Bajaj Electricals Limited (Chairman) 2. Bajaj Holding and Investment Limited (Chairman and NED)
Shri H A Nevatia	ED	1,600	05	Yes	2	-	-	-
Shri Gaurav V Nevatia	NED (ID)	-	05	Yes	1	-	-	-
Smt Shruti Jatia	NED (ID)	-	04	Yes	9	-	-	Control Print Limited (NED and ID)
Shri Vandan Shah	NED (ID)	52,040	05	Yes	5	-	1	Hind Rectifiers Limited (NED and ID)
Shri Nirav Nayan Bajaj	NED	-	05	Yes	3	-	-	-

- NED** – Non-Executive Director; **ED** - Executive Director; **ID**- Independent Director; **BMs**- Board Meetings
- Only audit committee and stakeholders' relationship committee of Listed and Unlisted Public Companies are considered for the purpose of reckoning committee positions.

During the financial year under review, five Board Meetings were held on May 26, 2022, August 10, 2022, September 23, 2022, November 10, 2022 via video conferencing, and physically on February 9, 2023 and the Annual General Meeting of the Company was held on August 10, 2022 via Video Conferencing.

Skills / Expertise / Competencies of the Board of Directors

The Board has identified the following core skills/ expertise/ competencies with reference to its business and industry:

- Knowledge of Companies business
- Administration and decision making
- Financial and management Skills
- Technical/ Professional Skills and specialized knowledge in relation to engineering business
- Corporate Governance

The following table shows expertise of each of the Director in the specific functional area:

Name of the Director	Expertise in Specific Functional Area
1. Shri Shekhar Bajaj	Industrialist, business strategy and decision making, corporate management
2. Shri H A Nevatia	Technical and specialized knowledge in relation to engineering business, administration and decision making, and corporate governance
3. Shri Gaurav Nevatia	Financial analysis & management
4. Smt Shruti Jatia	Expert in finance, accounts and human resources management, Corporate Governance
5. Shri Vandan Shah	Industrialist, technical and specialized knowledge in relation to engineering, business administration and decision making
6. Shri Nirav Nayan Bajaj	Technical and specialized knowledge in relation to engineering, business administration and management

Opinion of the Board

In the opinion of the Board, the independent directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) and other applicable provisions of the SEBI Listing Regulations.

Board Procedure

The Board agenda comprises of relevant information on various matters related to the working of the Company, especially those that require deliberation at the Board level. The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings. To enable the Board to discharge its responsibilities effectively, the chairman, whole-time director and the President & CEO review the overall Company's performance. In addition to the legal matters compulsorily required to be dealt, the Board also reviews:

- a) Strategy and business plans
- b) Approval of quarterly results/annual results.
- c) Listing requirements, attending to shareholders' grievances, etc.
- d) Annual operating and capital expenditure budgets and any updates
- e) Investment of Company's funds.
- f) Compliance with statutory/regulatory requirements and review of major legal issues.
- g) Any other matter which is serious in nature or requires the attention of the Board.

The independent directors, at their separate meeting held on February 9, 2023, assessed the quantity, quality, and timely flow of information between the management and the Board, and found it to be in line with the expectations.

AUDIT COMMITTEE

The terms of reference of this committee cover the matters specified for audit committee under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as well as in section 177 of the Companies Act, 2013. The audit committee inter alia performs the functions of review of financial reporting system, internal controls system, discussion on financial results, interaction with statutory and internal auditors, reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process, reviewing the adequacy of internal audit function, to review the functioning of the whistle blower mechanism, scrutiny of inter-corporate loans and investments, recommendation for the appointment of statutory, internal and cost auditors and their remuneration, review of internal audit reports and significant related party transactions. In fulfilling the above role, the audit committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

The Audit Committee comprised of Shri Gaurav Nevatia, Chairman, Shri H A Nevatia, Shri Vandan Shah and Smt Shruti Jatia, all of whom are Independent Directors, except Shri H A Nevatia.

During the year under review, the audit committee met five times, viz on May 26, 2022, August 10, 2022, September 23, 2022, November 10, 2022 via Video Conferencing and physically on February 9, 2023. All members attended all five meetings except Smt Shruti Jatia attended four meetings. Shri Gaurav Nevatia was present at the Annual General Meeting of the Company held on August 10, 2022, to answer the shareholders' queries, as chairman of the audit committee.

There were no instance for the period under review where the Board has not accepted the recommendation of Audit Committee

**STAKEHOLDER RELATIONSHIP COMMITTEE**

The stakeholder relationship committee comprised of Shri Shekhar Bajaj, Chairman (Non-Executive Director), Shri Gaurav Nevatia (Independent Director) and Shri Vandan Shah (Independent Director).

The stakeholder relationship committee considered the redressal of shareholders complaints and grievances and all other matters incidental or related to shares, debentures, and other securities of the Company, if any and reviewed measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend / annual reports by the shareholders of the company. During the year, the Company has not received any complaint from a shareholder. As on date of this report, there are no unresolved shareholders complaints. The secretarial department endeavors to resolve the shareholders complaints within prescribed time. During the year under review, the stakeholder relationship committee met on February 9, 2023. All members attended the meeting.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

CSR committee consists of three members, viz. Shri Shekhar Bajaj, Chairman, Shri H A Nevatia, Whole-time Director, and Smt. Shruti Jatia (Independent Director). The CSR committee provides guidance and monitors various CSR activities to be undertaken by the Company, as per CSR Policy. During the year under review, the CSR committee met on May 26, 2022 via video conferencing. All members attended the meeting.

NOMINATION AND REMUNERATION COMMITTEE (NRC)

NRC consists of three members, viz. Shri Gaurav Nevatia, Shri Vandan Shah, Chairman and Smt. Shruti Jatia. All members of the NRC are non-executive independent directors.

The terms of reference of this committee cover the matters specified for Nomination & Remuneration Committee under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as well as in section 178 of the Companies Act, 2013 including

- To help the Board in determining the appropriate size, diversity and composition of the Board,
- To recommend to the Board appointment/re-appointment and removal, recommend remuneration of directors and senior management,
- To frame criteria for determining qualifications, positive attributes, and independence of Directors,
- To create an evaluation framework for independent directors and the Board
- To assist in developing a succession plan for the Board and senior management;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;

During the year under review, NRC met on May 26, 2022 via video conferencing and February 9, 2023 through physically. All members attended both meetings except Smt Shruti Jatia attended one meeting.

COMPLIANCE OFFICER

Shri Kiran Mukadam, company secretary of the Company is compliance officer of the Company

BOARD TRAINING AND INDUCTION

As part of familiarization programme, the directors were explained in detail about the new products and upgradation in existing product line, competition, order position, product marketing, assembly process etc. The details of such familiarization programmes are placed on website of the Company i.e., www.indef.com

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance and that of its committees and individual directors including the chairman. A structured questionnaire covering various criteria of the Board's functioning such as adequacy of the composition of the Board and its committees, board culture, execution and performance of specific duties, obligations and corporate governance was circulated to all the directors. The said criteria are placed on the Company's website -www.indef.com/investor

Based on the said criteria, rating sheets were filled by each director regarding evaluation of performance of the Board, its committees and directors (except for the director being evaluated). A consolidated summary of the ratings given by each of the director was then prepared. Based on summarized evaluation statements, the performance was reviewed by the Board, nomination & remuneration committee and independent directors in their meetings held on February 9, 2023. The directors expressed their satisfaction with the evaluation process.