

06.09.2023

To,  
BSE Ltd,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

**BSE Scrip Code: - 513642**

**Subject:** Submission of Annual Report of the Company for the Financial Year 2022 - 2023

Dear Sir/Madam,

The 31<sup>st</sup> Annual General Meeting ("AGM") of the Company will be held on Friday, 29<sup>th</sup> September, 2023 at 9:45 a.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Annual Report of our Company for the financial year 2022-23.

Yours Faithfully,

**For Axel Polymers Limited**

**Jigardan Gadhavi**  
**Company Secretary**  
**M. No. A52215**



## AXEL POLYMERS LIMITED

CIN: L25200GJ1992PLC017678

**Registered Office:** 309, Mokshi, Sankarda - Savli Road, Tal. Savli, Dist. Vadodara – 391780.

**Corporate Office:** B-312, Western Edge II, Off Western Express Highway, Borivali (East), Mumbai - 400066.

**Email Id:** cs@axelpolymers.com, **Website:** www.axelpolymers.com, **Phone:** +91 89800 29622.

### 31<sup>st</sup> Annual Report & Accounts – 2022-2023

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## **AXEL POLYMERS LIMITED**

### **COMPANY IDENTIFICATION NO (CIN)**

L25200GJ1992PLC017678

### **BOARD OF DIRECTORS / KMPs**

Mr. Gaurav Thanky	Chairman & Managing Director
Mr. A. B. Bodhanwala	Director (Executive) cum Chief Financial Officer
Dr. (Mrs.) M. A. Bodhanwala	Director (Woman Non-Executive)
Mr. Amitabh Thakore	Director (Independent - Non-Executive) (upto 29.09.2022)
Mr. Haresh Kothari	Director (Independent - Non-Executive)
Mr. Umang Dasani	Adt. Director (Independent - Non-Executive) (from 14.11.2022)
Mr. Jigardan Ajitdan Gadhvi	Company Secretary & Compliance Officer

### **STATUTORY AUDITORS**

#### **Mukund & Rohit**

Chartered Accountants  
E-8, Avishkar Complex, Old Padra Road,  
Vadodara, Gujarat - 390007

### **SECRETARIAL AUDITORS & COMPANY LAW ADVISOR**

#### **M/s. Devesh Pathak & Associates**

Practising Company Secretaries  
First Floor, 51, Udyognagar Society, Nr. Ayurvedic College,  
Outside Panigate, Vadodara-390019

### **REGISTRAR & SHARE TRANSFER AGENT**

#### **Link Intime India Private Limited**

B 102 - 103, Shangrila Complex, 1<sup>st</sup> Floor,  
Opp. HDFC Bank, Near Radhakrishna Char Rasta,  
Akota, Vadodara 390 020

### **BANKERS**

BANK OF BARODA  
BANK OF INDIA

### **REGISTERED OFFICE & WORKS**

309, Mokshi, Sankarda-Savli Road  
Tal. Savli, Dist. Vadodara 391 780  
Gujarat, India  
Phone: +91 89800 29622  
Website: [www.axelpolymers.com](http://www.axelpolymers.com)

### **CORPORATE OFFICE**

B-312, Western Edge II,  
Off. Western Express Highway, Borivali (East),  
Mumbai - 400 066, Maharashtra, India.  
Phone: +91 22 41207546  
Website: [www.axelpolymers.com](http://www.axelpolymers.com)

## PROFILE OF BOARD MEMBERS

<p>Mr. A. B. Bodhanwala (Executive Director cum CFO) DIN: 00421362</p>	<p><b>Mr. A.B. Bodhanwala</b> is a Chartered Accountant by profession and is the promoter of Axel Polymers Limited. He graduated from M.S. University of Baroda and has a long experience of 38 years in the field of Finance, Law and Corporate Activities.</p> <p>He also has a wide experience in Accounts, Audit, Company Law, Corporate Restructuring and MIS development &amp; Implementation.</p>
<p>Mr. Gaurav Thanky (Chairman and Managing Director) DIN: 02565340</p>	<p><b>Mr. Gaurav Thanky</b> is an Engineer by profession &amp; having more than 2 decades experience in Sales &amp; Marketing for the Polymer Industry.</p> <p>He was the Promoter in Dhara Petrochemicals Private Limited (amalgamated with Axel Polymers Limited).</p> <p>He started his career with GE Plastics as a trainee Engineer in the late 1990s. Then he entered in the business of Trading in Polymers. He grew to be a big time Importer of Polymers and Other Additives.</p>
<p>Dr. (Mrs.) M.A. Bodhanwala (Non-Executive Women Director) DIN: 00422067</p>	<p><b>Dr. (Mrs.) Minnie Bodhanwala</b>, Female-Non-Executive Director, is presently working as Chief Executive Officer at Wadia Hospitals, Parel, Mumbai.</p> <p>She is also associated as Director and Member of various Committees on Wadia Group Companies; Bombay Dyeing, National peroxide, Bombay Burmah Trading Co etc.</p> <p>She is also on the CSR, Strategic Planning, Corporate Affairs Committee of Wadia Group Companies. She is also associated with the activities of Wadia Colleges.</p>
<p>Mr. Haresh Kothari (Independent Director) DIN: 05140850</p>	<p><b>Mr. Haresh Kothari</b> is a Chartered Accountant having wide experience of over 35 years in the field of Accounts, Finance and corporate matters.</p>
<p>Mr. Umang Dasani (Independent Director) DIN: 09787208</p>	<p><b>Mr. Umang Dasani</b>, is a post graduate, M.Com (Economics) and also cleared CA Intermediate examination from the ICAI. He has an experience of 9 years at various levels in the field of Finance &amp; Accounts. Worked and having experience in the field of financial audit, accounts and Taxation.</p>

## **NOTICE OF THE 31<sup>st</sup> ANNUAL GENERAL MEETING OF AXEL POLYMERS LIMITED**

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting (AGM) of the Members of the Axel Polymers Limited will be held on **Friday, 29th September, 2023** at the deemed venue at the Registered Office of the Company at S No. 309, Vill. - Mokshi, Sankarda-Savli Road, Tal. Savli, Dist. Vadodara - 391780 Gujarat **at 9:45 a.m.** through **Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)** to transact the following business:

### **Ordinary Business: -**

- 1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2023 together with the Reports of the Auditors' and Board's thereon.**

To consider and if thought, to pass following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Financial Statement for the year ended 31st March, 2023 along with the Board's Report and Auditors' Report thereon as circulated to the shareholders, be and are, hereby received, considered and adopted pursuant to section 137 and any other provisions, applicable, if any, of the Companies Act, 2013.”

- 2. To appoint a Director in place of Mr. Gaurav Thanky (DIN: 02565340), who retires by rotation and being eligible offers himself for reappointment.**

To consider and if thought, to pass following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Gaurav Thanky (DIN: 02565340), who retires by rotation and being eligible, offers himself for re-election, be and is hereby re-appointed as a Director, liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013.”

### **Special Business: -**

- 3. To approve reappointment of Mr. Gaurav Thanky (DIN: - 02565340) as a Managing Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 and applicable provisions if any of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Gaurav Thanky, be and is, hereby re-appointed as Managing Director of the Company for a period of three years w.e.f. 1st October, 2023, as recommended by Nomination and Remuneration Committee and as approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, including to vary the terms and conditions of re-appointment as also to authorise any person to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**4. To approve the revision in remuneration of Mr. Gaurav Thanky (DIN: - 02565340) as a Managing Director.**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 and applicable provisions if any of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (‘LODR’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the revised remuneration payable to Mr. Gaurav Thanky, with effect from 1st October, 2023, shall be Rs. 9,50,000/- (Rupees Nine Lacs Fifty Thousand only) per month and other perquisites and on other terms and conditions as set out in the explanatory statement annexed hereto as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of LODR, as also applicable provisions of the Companies Act, 2013 read with rules made thereunder and other laws applicable, if any [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] as also pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, APPROVAL be and is hereby accorded, to the payment of remuneration to Mr. Gaurav Thanky (belonging to promoter group) as a Managing Director on aforesaid terms and conditions notwithstanding:

That the annual remuneration payable to him exceeds Rs. 5 Crores or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher,

OR

That the aggregate annual remuneration of all the Executive Directors exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of no profit or inadequacy of profits in any financial year during the currency of his tenure, the remuneration as aforesaid will be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, including to vary the terms and conditions of remuneration as also to authorise any person to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**5. To approve reappointment of Mr. A. B. Bodhanwala (DIN: - 00421362) as an Executive Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, and other applicable provisions, if any, read with Schedule V to of the Companies Act, 2013 and applicable provisions if any of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (‘LODR’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. A. B. Bodhanwala, be and is, hereby re-appointed as an Executive Director of the Company for a period of three years w.e.f. 1st October, 2023, on the terms and conditions as set out in the explanatory statement annexed hereto as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, including vary the terms and conditions of re-appointment as also to authorise any person to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**6. To approve revision in remuneration to Mr. A. B. Bodhanwala (DIN: - 00421362) as an Executive Director.**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 and applicable provisions if any of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (‘LODR’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the revised remuneration payable to Mr. A. B. Bodhanwala, with effect from 1st October, 2023, shall be Rs. 3,00,000/- (Rupees three lacs only) per month and other perquisites and on other terms and conditions as set out in the explanatory statement annexed hereto as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of LODR, as also applicable provisions of the Companies Act, 2013 read with rules made thereunder and other laws applicable, if any [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] as also pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, APPROVAL be and is hereby accorded, to the payment of remuneration to Mr. A. B. Bodhanwala (belonging to promoter group) as an Executive Director on aforesaid terms and conditions notwithstanding:

That the annual remuneration payable to him exceeds Rs. 5 Crores or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher,

OR

That the aggregate annual remuneration of all the Executive Directors exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of no profit or inadequacy of profits in any financial year during the currency of his tenure, the remuneration as aforesaid will be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary the terms and conditions of remuneration as also to authorise any person to do all such acts, deeds and things, including to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**7. To approve appointment of Mr. Haresh Padamshi Kothari (DIN: - 05140850) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] approval, be and is, hereby accorded to the appointment Mr. Haresh Padamshi Kothari (DIN:-05140850) as an Independent Director who was re-appointed by the Board of Directors of the Company at its meeting held on 18<sup>th</sup> August, 2023 on recommendation of Nomination & Remuneration Committee for the second term of consecutive two years with effect from 19<sup>th</sup> August, 2023, not liable to retire by rotation, who is eligible for re-appointment and has submitted a declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations.

**8. To approve appointment of Mr. Umang Hasmukhbhai Dasani (DIN – 09787208), as Independent Director.**

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

**“RESOLVED THAT** pursuant to Section 149, 150, 152, 161(1) and any other provisions applicable, if any read with Schedule IV to the Companies Act, 2013 (“the Act”) [including statutory modification(s) or re-enactment(s) thereof, for the time being in force] approval, be and is, hereby accorded to the appointment of Mr. Umang Hasmukhbhai Dasani(DIN: 09787208) as an Independent Director w.e.f 14<sup>th</sup> November, 2022 who was appointed by the Board of Directors as an Additional Director to hold office upto next Annual General Meeting as well as Independent Director for a term of two consecutive years with effect from 14<sup>th</sup> November, 2022 on recommendation of Nomination & Remuneration Committee not liable to retire by rotation and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 and in respect of whom the Company has received a requisite notice in writing under Section 160(1) of the Act from a Member, signifying intention to propose his candidature for the office of Director.

**9. To approve significant transactions and arrangements entered by the Company with its Related Parties:**

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

**“RESOLVED THAT** pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 6A and 15 of the Companies (Meetings of Board and its powers) Rules, 2014 and other Rules applicable, if any, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and subject to Regulation 23 and other regulations, applicable if any, of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 approval of the members be and is hereby accorded to the Company to carry on and/or enter into an agreement(s) or otherwise with V R Industries for purchase / sale of goods and services, for a period of three (3) years with effect from 1<sup>st</sup> October, 2023 to 30<sup>th</sup> September, 2026 for the amount not exceeding 10 Crores (Rupees Ten Crores) per annum on such other terms and conditions as may be agreed to by the Board of Directors subject to such agreement(s) being carried out in the ordinary course of business and at arm’s length.

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

**By order of the Board of Directors  
of Axel Polymers Limited**

Date: 05.09.2023  
Place: Mokshi

Sd/-  
Jigardan Gadhavi  
Company Secretary  
M. No. A52215

**GENERAL NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.



In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, *the 31<sup>st</sup> Annual General Meeting (“AGM”) of the Company is being held through VC / OAVM on Friday, 29<sup>th</sup> September, 2023, at 9:45 a.m. (IST)*. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at 309, Mokshi, Sankarda - Savli Road, Tal. Savli, Dist. Vadodara 391780, Gujarat, India.

2. In terms of the Circulars, the physical attendance of Members is dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting. Since the AGM will be held through VC/OAVM, the Route Map for AGM venue is not required to be annexed to the Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In compliance with the Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2022-2023 is being sent only through email to those Members whose email IDs are registered with the Company/Depositories. Members may note that the Notice of the AGM and Annual Report for the Financial Year 2022-2023 will also be available on the Company’s website [www.axelpolymers.com](http://www.axelpolymers.com), and the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency providing the e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic mode and with the Company’s Registrar & Share Transfer Agent i.e. Link Intime India Private Limited (“RTA”) in case the shares are held by them in physical mode.
6. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Company’s RTA.
7. In view of SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are being processed only in the dematerialised form with effect from April 1, 2019. Therefore, the Members are requested to take prompt action to dematerialise the Equity Shares of the Company. The Members may contact the Company or the Company’s RTA for assistance in this regard.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the businesses under Item Nos. 3 to 9 of the Notice, is annexed thereto. Further, the relevant details with respect to Item No. 2 to 8 to pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment/revision in remuneration at this AGM are also annexed to the Notice as **Annexure-I**.
9. The Members can join the AGM through VC/OAVM mode, 15 minutes before and after scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders

Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 29th September, 2023. Members seeking to inspect such documents can send an email to [cs@axelpolymers.com](mailto:cs@axelpolymers.com).

11. Pursuant to Section 91 of the Act, the Register of Members of the Company will be **closed from Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive)** for the purpose of AGM.

**12. Process for Registration/updation of E-mail ID, PAN, Bank Account Details and other details:**

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Link Intime India Private Limited either by email to <a href="mailto:vadodara@linkintime.co.in">vadodara@linkintime.co.in</a> or by post to B-102-103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020 Tel: 0265-2356794 / 6136000	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes/update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration for opting out of Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares/ debentures/ bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available at:  RTA (Link Intime) Website : <a href="https://linkintime.co.in/home-KYC.html">https://linkintime.co.in/home-KYC.html</a>  Company Website : <a href="https://axelpolymers.com/document/shareholder-services">https://axelpolymers.com/document/shareholder-services</a>	
Demat	Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (“NECS”), Electronic Clearing Service (“ECS”), mandates, nominations, power of attorney, change of address/name, e-mail address, contact numbers, etc. to their Depository Participant (“DP”) only, and not to the Company’s RTA.	
	Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records which will help the Company and its RTA to provide efficient and better services to the Members.	

This may be treated as an advance opportunity in terms of proviso to Rule 18(3) (i) of the Companies (Management and Administration) Rules, 2014.

13. In compliance with Section 108 of the Act, read with the corresponding Rules, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as voting during AGM will be provided by NSDL.
14. Members who have cast their votes by remote e-Voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialised mode, physical mode and for Members who have not registered their e-mail addresses is provided in the "Instructions for e-Voting" section which forms part of this Notice.
15. The Board of Directors of the Company has appointed Mr. Devesh Pathak, Practising Company Secretary (Membership No.: FCS- 5545), Proprietor, M/s Devesh Pathak & Associates, Vadodara, as the Scrutinizer, to scrutinize the voting during the AGM and remote e-Voting process in a fair and transparent manner.
16. Members holding shares either in physical or dematerialised form, as on Friday, 22<sup>nd</sup> September, 2023 ("**Cut-off Date**"), may cast their votes electronically. **The e-Voting period commences on Tuesday, 26th September, 2023 (9:00 A.M. IST) and ends on Thursday, 28th September, 2023 (5:00 P.M. IST).** The e-Voting module will be disabled by NSDL thereafter. A Member will not be allowed to vote again on any resolution on which vote has already been cast.
17. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company **as on the Cut-off Date, i.e. as on 22<sup>nd</sup> September, 2023.**
18. A person who is not a Member as on the Cut-off Date is requested to treat this Notice for information purposes only.
19. Relevancy of questions and the order of speakers at the Meeting will be decided by the Chairman.
20. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, shall be frozen by the RTA. In terms of the said SEBI Circular, effective from October 01, 2023, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.
21. As the Company has adopted the practice of Green Initiative, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically
22. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM.
23. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as of the **Cut-off Date, i.e. 22<sup>nd</sup> September, 2023**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-Voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as of the Cut-off Date, may follow steps mentioned in the Notice under 'Instructions for e-Voting'.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Tuesday, 23<sup>rd</sup> September, 2023 at 09:00 A.M.** and ends on **Thursday, 28<sup>th</sup> September, 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as **on the record date (cut-off date) i.e. 22<sup>nd</sup> September, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> September, 2023.

### How do I vote electronically using NSDL e-Voting system?

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

#### Step 1: Access to NSDL e-Voting system

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

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

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

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

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility (available on App Stores &amp; Google Play Stores) for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below :

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

6. Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c. How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form.

The .pdf file contains your 'User ID' and your 'initial password'.

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

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

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

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

## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [maildeveshpathak@rediffmail.com](mailto:maildeveshpathak@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on. 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

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

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

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



- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before the Cut-off date; i.e. 22.09.2023 mentioning their name, demat account number/folio number, email id, mobile number at [cs@axelpolymers.com](mailto:cs@axelpolymers.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries on or before the Cut-off date; i.e. 22.09.2023 mentioning their name, demat account number/folio number, email id, mobile number at [cs@axelpolymers.com](mailto:cs@axelpolymers.com). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

**ANNEXURE - I**

**INFORMATION ABOUT THE APPOINTEE PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015: READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS-2: -**

<b>Name of the Director</b>	<b>Mr. A. B. Bodhanwala</b>	<b>Mr. Gaurav Thanky</b>
Designation	Executive Director & CFO	Chairman & Managing Director
DIN	00421362	02565340
Age	63 years	49 Years
Date of Birth	19.06.1960	15.01.1974
Nationality	Indian	Indian
Date of first Appointment	01.03.1993	01.06.2014
Qualification	Chartered Accountant	Engineer
Expertise	Corporate Law & Finance	Sales & Customer Development

Directorship in the other Board Companies as on 31.03.2023 (Excluding Axel Polymers Limited)	N.A.	N.A.
Chairmanship/Membership of Committee of the Board of the Listed Companies in which he/she is a director as on 31.03.2023	1. Audit Committee	No
Shareholding in the Company as on 31.03.2023	9,87,020 Equity Shares	36,10,025 Equity Shares
Relationship with any Director(s) and Key Managerial Personnel (KMP) of the Company	He is related to Dr. (Mrs.) Minnie A. Bodhanwala, Non-Executive Director of the Company.	NA
Terms and conditions of Reappointment	On the terms and conditions as set out in the explanatory statement.	Being re-appointment also a Director liable to retire by rotation as well as Managing Director on the terms and conditions as set out in the explanatory statement.
Details of Remuneration last drawn, if any	Rs. 24,00,000/- P.A. (for FY 2022-2023)	Rs. 1,02,00,000/- P.A. (for FY 2022-2023)
No. of Board Meetings attended	Attended all 7 Board Meetings held during the FY 2022-2023	Attended all 7 Board Meetings held during the FY 2022-2023

**INFORMATION ABOUT THE APPOINTEE PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015: READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS-2: -**

<b>Name of the Director</b>	<b>Mr. Haresh Padamshi Kothari</b>	<b>Mr. Umang Hasmukhbhai Dasani</b>
Designation	Non – Executive Independent Director	(Additional Director) Non – Executive Independent Director
DIN	05140850	09787208
Age	59 Years	30 Years
Date of Birth	18.05.1964	21.05.1993
Nationality	Indian	Indian
Date of first Appointment	19.08.2021	14.11.2022
Qualification	B.com, FCA	B.com, M.com in Economics
Expertise	Chartered Accountant having wide experience of over 35 years in the field of Accounts, Finance and corporate matters	Having experience in the field of finance and accounts since 2014 and worked in various areas like Accounts, tax planning, Financial Audit, consultancy etc.
Directorship in the other Board Companies as on 31.03.2023 (Excluding Axel Polymers Limited)	Jet Infraventure Limited Global Tax and Financial Consultants Private Limited	Green Global Agro Energy Private Limited
Chairmanship/Membership of Committee of the Board of the Listed Companies in which he/she is a director as on 31.03.2023	<b>Axel Polymers Limited</b> Audit Committee – Chairman Nomination & Remuneration Committee – Chairman Stakeholders’ Relationship Committee – Member	<b>Axel Polymers Limited</b> Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholders’ Relationship Committee – Chairman

	<b>Jet Infraventure Limited</b> Audit Committee – Chairman Nomination & Remuneration Committee – Member Stakeholders’ Relationship Committee – Member	
Shareholding in the Company as on 31.03.2023	NIL	1 Share
Relationship with any Director(s) and Key Managerial Personnel (KMP) of the Company	NA	NA
Terms and conditions of Appointment/Reappointment	Re-appointment as a Non-Executive Independent	Appointment as a Non-Executive Independent Non Retiring Director
Details of Remuneration last drawn, if any	NIL	NIL
No. of Board Meetings attended	Attended 6 Meetings out of 7 Board Meeting held during the FY 2022-2023	Attended 2 Meetings out of 3 Board Meetings held after his appointment during the year 2022-2023.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 3 to 6**

Considering valuable contributions as well as job responsibilities shouldered by Mr. Gaurav Thanky as Chairman & Managing Director and Mr. A. B. Bodhanwala as Executive Director - CFO, your Directors at their Meeting held on 5th September, 2023, in terms of the recommendation of Nomination and Remuneration Committee approved the reappointment of Mr. Gaurav Thanky as Managing Director and Mr. A. B. Bodhanwala as Executive Director - CFO of the Company for a period of 3 years w.e.f 1<sup>st</sup> October, 2023, in accordance with provisions of Section 196, 197 & 203 and other provisions applicable, if any read with Schedule V of the Companies Act, 2013.

**Details of major terms & conditions of reappointment are as follows:**

Sr. No.	Particulars / Terms and Conditions	Mr. Gaurav Thanky	Mr. A. B. Bodhanwala
A)	Basic Salary	Rs. 9,50,000/- (Rupees Nine Lacs Fifty thousand only per month)	Rs. 3,00,000/-, (Rupees Three Lacs only per month)
B)	Perquisites* (as below)		
1)	EXPENSES	Reimbursement of expenses on Gas, Electricity, Water etc. will be paid at actuals.	
2)	MEDICLAIM	Mediclaim Premium for the health of self and family.	
3)	LEAVE TRAVEL CONCESSION:	For self and family to and from any place in India or abroad, once in a year in accordance with the rules of the Company.	
4)	CLUB FEES:	Fee paid to Club, subject to a maximum of two clubs will be allowed, provided no admission or life membership fees shall be paid.	
5)	PERSONAL ACCIDENT INSURANCE	Personal Accidental premium for self.	
6)	PROVIDENT FUND	Company’s contribution towards Provident Fund subject to a ceiling of 12% of the Basic Salary as mentioned above.	
7)	SUPERANNUATION FUND	Company’s contribution towards superannuation fund, if any, subject to a ceiling of 15% of the Gross Salary.	

8)	GRATUITY	Payable at a rate not exceeding one half month's salary for each completed year of service as per rules of the Company.
9)	LEAVE	On full pay and allowances as per rules of the Company, but not more than one month's leave for every eleven months of services. Leave not availed of shall be allowed to be carried forward and to be encashed at the end of the tenure.

\* However, aggregate monetary value of aforesaid perquisites in this part shall not exceed Rs. 24,00,000/- per annum for each appointee.

**Minimum Remuneration:** Notwithstanding anything contained, wherein in any financial year, during the currency of the tenure of Mr. Gaurav Thanky as Managing Director and Mr. A. B. Bodhanwala as Executive Director - CFO of the Company, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above.

**Other terms and conditions:**

- a. In the event of absence or inadequacy of profits in any financial year during their tenure, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b. "Family" means the spouse and dependent children of the appointee Director
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. No sitting fees shall be paid to the Executive Directors for attending the meetings of the Board of Directors or Committees thereof.
- e. They are liable to retire by rotation.
- f. The perquisites as listed on above table from Point B. 1 to B. 5 shall be valued as per the Income Tax Rules, 1962, as may be applicable. All other existing terms and conditions for the re-appointment shall remain unchanged.

Sub regulation 6 (e) to Regulation 17 to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015('LODR') requires approval of shareholders by way of Special Resolution in following circumstances.

"the payment of any fees or compensation to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution, if:

- a) the annual remuneration payable to such executive director exceeds Rs. 5 crore or 2.5 percent of the net profits of the listed entity, whichever is higher; or
- b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity."

Since Mr. Gaurav Thanky, Managing Director and Mr. A. B. Bodhanwala, Executive Director and CFO both are Executive Director and belong to Promoter group, in order to pay remuneration as aforesaid, on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 5th September, 2023, your Directors recommend and seek your approval to the resolutions as set out in item no. 3 to 6 of the accompanying notice way of Special Resolution.

Requisite Additional information as prescribed in item no. (iv) of sub-paragraph "B" of paragraph (1) of section II of schedule V of Companies Act, 2013 is available in "Annexure A" to this notice.

**Nature of Duties of appointee Director:**

Mr. Gaurav Thanky shall be subject to the supervision and control of the Board, entrusted with substantial powers of managing the affairs of the Company and day to day management of the Company and to represent the Company before the government offices, various stakeholders and outside parties and shall also perform such duties as, from time to time, be entrusted to him by the Board of Directors by passing a resolution and/ or entering into an agreement with him and the business activities of any one or more of its subsidiary and/or associate companies, if any, including performing duties as requested by the Board of Directors from time to time, by serving on the Boards of such companies or by any other executive body or any committee of such a Company.

Mr. A. B. Bodhanwala shall be subject to the supervision and control of the Board, entrusted with substantial powers of managing the financial affairs of the Company and day to day management of the Company and to represent the Company before the government offices, various stakeholders and outside parties and shall also perform such duties as, from time to time, be entrusted to him by the Board of Directors by passing a resolution and/ or entering into an agreement with him and the business activities of any one or more of its subsidiary and/or associate companies, if any, including performing duties as requested by the Board of Directors from time to time, by serving on the Boards of such companies or by any other executive body or any committee of such a Company.

The terms and conditions of appointment of Mr. Gaurav Thanky, Managing Director and Mr. A. B. Bodhanwala, Executive Director - CFO also include clauses pertaining to adherence with the Company's Code of Conduct, including non-conflict of interest with the Company and maintenance of confidentiality.

**ANNEXURE- A**

Additional information required as per Schedule V to the Companies Act, 2013, relating to Item no. 3 to 6 of the Notice of Annual General Meeting.

**I. General information:**

- (i) Nature of Industry: Polymer Compounding.
- (ii) Date or expected date of commencement of commercial production: - Already commenced.
- (iii) In Case of new Companies expected date of commencement of activities as per project approved by financial institution approved in the prospectus: - N.A.
- (iv)

Particulars	2022-23	(Rs. In Lacs)
Effective capital	Rs.1353.13	
Total Income	Rs. 8546.19	
Profit after Tax	Rs. 118.42	

- (v) Foreign investments or collaborators, if any: Nil

**II. Information about the Appointee Director:**

S. N.	Particulars	Mr. Gaurav Thanky	Mr. A. B. Bodhanwala
1	Background details of the Managerial Personnel:	Mr. Gaurav Thanky is an engineer by profession, having experience of 2 decades in the plastic industry. He has launched APL's own brand i.e. "Thermoplastic Compounds, Blends & Alloys" and developed prospective clients across various sectors for deeper market penetration.	Mr. A.B. Bodhanwala is a Chartered Accountant by profession and is the promoter of Axel Polymers Limited. He graduated from M.S. University of Baroda and has a long experience of 36 years in the field of Finance, Law and Corporate Activities. He also has a wide experience in Audit and Accounts.
2	Past remuneration:	Rs. 1,02,00,000/- (FY 2022-23)	Rs. 24,00,000/- (FY 2022-23)

3	Recognition or awards:	The Company has no information to offer.	
4	Job Profile and suitability:	Having regard to their rich and very vast experience and contributions made so far for the Company in parity with the job profile, your Directors are of the opinion that they are suitable to hold the position.	
5	Proposed remuneration:	As aforesaid in the explanatory statement	
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	The remuneration as proposed is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company, responsibilities shouldered by him and the industry benchmarks.	
7	Interested party to aforesaid resolution	Mr. Gaurav Thanky and their relatives, none of the Director/ Key Managerial Personnel or their relatives shall be deemed to be interested or concerned financially or otherwise in the aforesaid resolution.	Except Mr. A. B. Bodhanwala and Dr. (Mrs.) M. A. Bodhanwala and their relatives, no other Directors/ Key Managerial Personnel or their relatives shall be deemed to be interested or concerned financially or otherwise in the aforesaid resolution.
8	Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel, if any:	He has pecuniary relationship with the Company as aforesaid.	He has pecuniary relationship with the Company as aforesaid. He is relative of Dr. (Mrs.) Minnie A. Bodhanwala, Non-Executive Director of the Company

### **III. Other Information:**

#### a. Reasons of loss or inadequate profit:

Inadequacy of profit can be mainly attributed to the reduced margins of the Company due to increase in stiff competition in Polymers / Engineering Plastic Market from Organized and Unorganized Sectors, and other external factors such as recession & general economic slowdown, Tax reforms, the volatile market conditions of Raw Materials, unstable demand of Polymers, crunch of Working Capital etc.

Steps taken or proposed to be taken for Improvement:

While the external factors are beyond the control of the Company, the Company is focusing on Internal Factors for betterment of the Company such as better product mix, cost control, continual improvement in Process & Product Quality, reduction the credit cycle period on credit sales which would reduce the dependence on external borrowing, focus on maximum profit margin product, maintain the quality of the product and improving efficiency and reduce power cost per Kg production etc. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to hedge and improve the margins.

#### b. Expected increase in productivity and profits in measurable terms:

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

#### **IV Disclosures:**

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors: As per Explanatory Statement
- (ii) details of fixed component. and performance linked incentives along with the performance criteria; As per Explanatory Statement
- (iii) service contracts, notice period, severance fees: As per the Company Policy.

#### **Item No. 7 -**

The members of the Company at their 29<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September 2021 approved the appointment of Mr. Haresh Padamshi Kothari (DIN: 05140850), as a Non-Executive Independent Director of the Company for a period of 2 (Two) Years for a term of two years upto 18<sup>th</sup> August, 2023, in terms of the provisions of Section 149 of the Companies Act, 2013 read with the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force]. In terms of the above, the present tenure of Mr. Haresh Padamshi Kothari as a Non-Executive Independent Director of the Company expired on 18<sup>th</sup> August, 2023.

Accordingly, The Board of Directors of the Company at its meeting held on 18<sup>th</sup> August, 2023, in terms of recommendation of the Nomination and Remuneration Committee at its meeting held on even date, considered and approved the re-appointment of Mr. Haresh Padamshi Kothari as a Non-Executive Independent Director of the Company in terms of provisions of Section 149 of the Companies Act, 2013 for a second term of two consecutive years commencing from 19<sup>th</sup> August, 2023 upto 18<sup>th</sup> August, 2025.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Haresh Padamshi Kothari as a candidate for the office of Non-Executive Independent Director of the Company. In the opinion of the Board, Mr. Haresh Padamshi Kothari fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive Independent Director of the Company.

During the financial year 2022-23, out of 7 (Seven) meetings of the Board of Directors had been held and 6 meetings were attended by Mr. Haresh Padamshi Kothari. As on 31<sup>st</sup> March 2023, He does not hold any equity share in the Company.

In view of his enriched experience and appreciable contribution, the approval of members by way of special resolution is being sought to reappoint Mr. Haresh Padamshi Kothari as a Non-Executive Independent Director of the Company for a second term of two consecutive years commencing from 19<sup>th</sup> August, 2023 upto 18<sup>th</sup> August, 2025, in terms of the provisions of Section 149 of the Companies Act, 2013. The Copy of the draft letter for his reappointment would be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays and Public holidays upto the date of the meeting. His brief resume is set out in the Annexure.

Accordingly, the Board recommends the resolution as set out at Item No. 7 of the accompanying Notice in relation to Re-appointment of Mr. Haresh Padamshi Kothari as a Non-Executive Independent Director, for the approval by the members of the Company by way of Special Resolution.

Except Mr. Haresh Padamshi Kothari, being an appointee, none of the Directors/key Managerial Personnel of the Company or their relatives shall be concerned or interested, financially or otherwise, in the resolution.

#### **Item No. 8 -**

Your Directors, in terms of the recommendation of Nomination and Remuneration Committee appointed Mr. Umang Dasani (DIN: 09787208) as an Additional Director to hold office upto ensuing Annual General Meeting as well as Independent Director for the term of two years w.e.f 14.11.2022 subject to the approval of the Shareholders at the ensuing Annual General Meeting of the company.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature as Director in the capacity of an Independent Director of the Company not liable to retire by rotation.

The brief resume of Mr. Umang Dasani (DIN – 09787208) together with other details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standards-2 relating to General Meetings is provided in the Annexure to this notice. In the opinion of the Board, he fulfills the conditions specified in the said Act and is independent of the management. Further, he possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.

The copy of the draft letter for appointment of Mr. Umang Dasani (DIN – 09787208) as a Non-Executive Independent Director would be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Public Holidays upto the date of the meeting. Your Directors, seek and recommend the resolution as set out in item No. 8 of the accompanying notice by Ordinary Resolution.

None of the Directors/Key Managerial Personnel(s) or their relatives, except Mr. Umang Dasani (DIN – 09787208) and his relatives, shall be deemed to be interested or concerned, financially or otherwise in the resolution set out at Item No. 8 of the Notice.

### **Item No. 9 - Related Party Transaction**

In terms of Section 188(1) of the Companies Act, 2013 read with Rules 6A and 15 of the Companies (Meetings of Board and its powers) Rules, 2014 and other Rules, applicable, if any and Regulation 23 and other regulations applicable, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 any transaction entered into between related parties for sale, purchase or supply of any goods or materials, availing or rendering of any services exceeding 10% of the turnover as per latest audited financial results require approval of the members of the Company by way of an Ordinary Resolution. Then the Board was informed that it would be expedient to recommend the following resolution to the members of the company.

Since, the proposed transactions of the Company with related party i.e. VR Industries mentioned below would be in excess of 10% of the turnover of the latest audited financial result, the Board recommends your approval by way of an Ordinary resolution for further period of 3 Years with effect from 1st October, 2023.

Particulars of the transactions, which are proposed to be entered into by the Company are provide herein below

Name of Related Party	Name of director / KMP who is related and nature of relationship	Nature, material terms and particulars of contracts or arrangements	Amounts (Rs.)
VR Industries	Mr. Gaurav Thanky Director/ KMP of the Company is a partner of the related party	Purchase of Various types of plastic resin Sale of Compounds PPE/PBT/NYLON & Other Contract for 3 Years	Not exceeding Rs. 10 Crores per annum

Accordingly, your Directors seek and recommend your approval to the resolution as set out in Item no. 9 of the accompanying notice by way of Ordinary Resolution.

Neither Directors/ KMP of the Company nor their relatives shall be deemed to be concerned or interested, financially or otherwise except the concerned director for particulars transactions with respective related party. The board of Directors recommends the proposed resolutions for acceptance of member.

**By order of the Board of Directors  
of Axel Polymers Limited**

Date: 05.09.2023  
Place: Mokshi

Sd/-  
Jigardan Gadhavi  
Company Secretary  
M. No. A52215

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## BOARD'S REPORT

**Dear Members,**

Your Directors are pleased to present their 31<sup>st</sup> Board's Report together with the Audited Financial Statements for the Financial Year ('FY') ended 31.03.2023.

### 1. THE STATE OF COMPANY'S AFFAIRS

#### i. COMPANY OVERVIEW

Axel Polymers Limited ("AXEL") established in the year 1992, is principally engaged in the business of manufacturing of Compounds Blends & Alloys of Engineering & Specialty Polymers and trading of polymer compounds.

AXEL is the largest manufacturer of Engineering Thermoplastic Compounds in India, catering to Multinationals and Domestic Corporates; it has rich domain experience and in-depth knowledge of International and Local Polymers Market having a 3-decade strong operating history in the manufacturing of engineering polymers.

#### ii. FINANCIAL SUMMARY/HIGHLIGHTS

The Summary of the financial performance of the Company for the year-ended 31.03.2023 compared to the previous year is as follows:

(Rs. in Lacs.)

Particulars	2022-2023	2021-2022
Revenue from Operations	8518.54	7291.46
Other Income	27.65	55.25
Total Income	<b>8546.19</b>	<b>7346.71</b>
Profit/(Loss) before Depreciation and Tax	224.14	182.26
(Less): Depreciation	(54.01)	(48.06)
Profit/(Loss) before Tax	170.13	134.20
Add/(Less): Tax Expenses		
i. Current Tax	(28.40)	(22.26)
II. Deferred Tax	(1.64)	-
III. Minimum alternate tax credit entitlement	(16.10)	18.08
IV. Deferred Tax	(5.56)	(38.42)
Net Profit/(Loss) for the year	<b>118.42</b>	<b>91.61</b>
Other Comprehensive Income for the Year (Net of Tax)	2.36	(1.85)
<b>Total of Other Comprehensive Income</b>	<b>120.78</b>	<b>89.75</b>
Add/(Less): Balance Brought Forward	136.68	46.93
BALANCE CARRIED FORWARD TO BALANCE SHEET	257.47	136.68

During the year under review, your Company posted a total income on consolidated basis of Rs. 8546.19 lacs as against Rs. 7,346.71 lacs in the previous year. The Net profit for the year was Rs. 118.42 lacs as against Rs. 91.61 lacs in the previous year.

The Company has posted another good year of performance by achieving highest turnover and profits. The demand for Company's product is increased in spite of adverse post Covid effect and challenges being faced in the supply chain, substantial increase in raw material costs, adverse economic impact due to Russia- Ukraine war, foreign exchange volatility etc. Some measures were being undertaken to optimize rising input costs comprised of the use of product mix alternatives, cost-effective measures, increased operational scale, quality vendors and procuring from nearest places.

## **2. SHARE CAPITAL**

There was been no change in the share capital of the Company during the year under review. As on 31st March, 2023, the paid-up share capital of your Company continued at Rs. 8,51,66,800/- comprising of 85,16,680 Equity shares of Re.10 each fully paid.

The Company has, during the year under review, neither issued any Equity shares with differential voting rights nor any shares (including sweat equity shares) to its employees under any scheme.

## **3. DIVIDEND**

Keeping in view long term objectives of the Company, your directors do not recommend dividend for the year.

## **4. INFORMATION ABOUT SUBSIDIARY/JV/ASSOCIATE COMPANY**

Neither the Company has any Subsidiary, Joint Venture or Associate Company nor any other Company has become or ceased to be Subsidiary/Joint Venture/ Associate Company.

## **5. TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND**

There was no unpaid/unclaimed amount, required to be transferred to Investor Education & Protection Fund during the year under review.

## **6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF REPORT**

No Material changes and Commitments affecting the financial position of the Company have occurred between the end of financial year to which this financial statement relates and the date of this report and hence not reported.

## **7. ANNUAL RETURN**

The Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 of your Company for the financial year under review is available at website of your Company [www.axelpolymers.com](http://www.axelpolymers.com) under the "Investor Relations" section.

## **8. DIRECTORS:**

### **A. Details of Appointment/resignation of Directors and Key Managerial Personnel**

Mr. A. B. Bodhanwala (DIN: 00421362) was reappointed as a Retiring Director by the members at their 30<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September 2022 And your Director in terms not liable to retire by rotation.

During the year, subsequent to the completion of second consecutive term as an Independent Director Mr. Amitabh Gajendra Thakore (DIN: 00016715) retired as Non-Executive, Independent Directors from the Board and various Committees of the Company.

### **B. Statement on declaration given by independent directors under Section 149(6) of the Act**

The Board of Directors hereby declares that all the independent directors duly appointed by the Company have given the declaration and they meet criteria of independence as provided under Section 149(6) of the Act.

### **C. A statement with regard to integrity, expertise and experience of independent directors**

Your Directors are of the opinion that Independent Directors of the Company are of high integrity and suitable expertise as well as experience (including proficiency)

### **D. Formal Annual Evaluation**

The Company has devised a policy for performance evaluation of Board, its Committees and individual Directors; which include criteria for performance evaluation of executive directors and non-executive directors. The Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committees. The Board of Directors has expressed their satisfaction with the evaluation process.

## **9. NO. OF MEETINGS OF THE BOARD OF DIRECTORS**

During the Financial Year 2022-23, seven meetings of the Board of Directors were held.

## **10. DIRECTORS TRAINING & FAMILIARIZATION**

The Directors are regularly informed during the meetings of the Board and the Committees, of the activities of the Company, its operations and issues faced by the Polymer Industry. Considering the association of the Directors with the Company and their seniority and expertise in their respective areas of specialization and knowledge of the engineering industry, their training and familiarization were conducted in the below mentioned areas:

- The Roles, Rights, Responsibilities and Duties of Independent Directors
- Business Development Strategy and Plans
- Changes brought in by the introduction of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- New SEBI Regime - Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

## **11. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- (a) In the preparation of the annual accounts for the year ended on 31.03.2023, the applicable accounting standards are 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 as at the end of the financial year 2022-2023 and of the profit 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 this Act 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 a going concern basis; and
- (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.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **12. AUDITORS**

### **A. STATUTORY AUDITORS**

Members of the Company at their 30th AGM held on 29th September, 2022 reappointed M/S Mukund & Rohit, Chartered Accountants, Vadodara having firm registration no. 113375W as Statutory Auditors of the Company for a further period of 5 years up to the conclusion of 35th AGM. The Company has obtained necessary certificate under Section 141 of the Act conveying their eligibility for being the Statutory Auditors of the Company for the year 2022-23 (if any).

### **B. SECRETARIAL AUDITORS**

M/s. Devesh Pathak & Associates, Practising Company Secretaries, Vadodara, were appointed as Secretarial Auditors, to carry out Secretarial Audit of the Company Pursuant to Section 204 of The Companies Act, 2013 and rules framed thereunder for the Financial Year 2022-2023. The Secretarial Audit Report has been annexed to this Report as per **Annexure I**.

### **C. INTERNAL AUDITORS**

M/s Chirag Bhatt & Associates, Chartered Accountant (Firm reg. no. 148286W), Vadodara, has been appointed as an Internal Auditor of the Company in terms of Section 138 of The Companies Act, 2013 and rules framed thereunder, for the Financial Year 2022-2023 by the Board of Directors, upon recommendation of the Audit Committee.

### **Explanation or Comments on disqualifications, reservations, adverse remarks or disclaimers in the Auditor's Reports;**

Neither the Statutory Auditors nor the Secretarial Auditors of the Company, in their respective reports have made any qualifications, reservations, adverse remarks or disclaimers. Accordingly, no explanations/ comments thereon are required to be furnished.

## **13. LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any guarantees or securities covered under the provisions of section 186 of the Companies Act, 2013 ('the Act'). However, the aggregate of loans and advances granted as also investments made, if any, are within the limits of section 186 of the Act.

## **14. RELATED PARTY TRANSACTIONS**

The Particulars of contracts or arrangements entered into by the Company with Related Parties, referred to in sub-section (1) of Section 188 of the Act, in the prescribed Form AOC-2 is enclosed as **Annexure - 2**.

## **15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

The Particulars as prescribed in section 134(3)(m) of the Act read with the Companies (Accounts) Rules 2014, are as follows.

### **(A) Conservation of Energy**

Your Company continued its energy conservation measures including regular review of consumption and effective control on utilization of energy for improving Operational Excellence and effective Energy Management at its manufacturing Plant.

- (i) the steps taken or impact on conservation of energy: - NIL
- (ii) the steps taken by the Company for utilizing alternate sources of energy: - NIL

The Company is considering Rooftop Solar System for renewable energy supply for Plant & Office premises.

(iii) the capital investment on energy conservation equipment's: - NIL

<b>Power &amp; Fuel Consumption- Electricity</b>	<b>2022-2023</b>	<b>2021-2022</b>
Consumed Quantity units	5,81,970	10,41,694
Amount in Rs.	49,56,392	76,62,182
Rate/Unit Rs.	8.52	7.36
Production Quantity M. T	2262.400	3110.733
Power Cost Per Kg. of Production Rs.	2.19	2.46

### **(B) Technology Absorption**

The Company continues to lay emphasis on development and innovation of in-house technology and technical skill to meet customer requirements. Efforts are also continuing for improving productivity and quality of products and continue to keep pace with the advances in technological innovations and up-gradation.

### **(C) Foreign Exchange Earnings and Outgo**

(Rs. in Lacs.)

Particulars	2022-2023	2021-2022
Foreign Exchange Earned	141.93	115.77
Foreign Exchange Spent	322.01	193.70

## **16. RISK MANAGEMENT POLICY**

The composition of the Risk Management Committee is not applicable to your Company. However, the Company has adopted a Risk Management policy in accordance with the provisions of the Act.

## **17. KEY MANAGERIAL PERSONNEL**

The following are the Key Managerial Personnel of the Company

1. Mr. Gaurav Thanky : Managing Director
2. Mr. Aarasp Bejan Bodhanwala : Executive Director - CFO
3. Mr. Jigardan Gadhvi : Company Secretary

## **18. DEPOSITS**

The Company has neither accepted nor renewed any deposit within the meaning of the Companies (Acceptance of Deposits) Rules, 2014.

## **19. CORPORATE SOCIAL RESPONSIBILITY**

Since the Company does not fall in any of the criteria mentioned in section 135(1) of the Act, provisions of Section 135 of the Act and rules framed there under relating to corporate social responsibilities, are not applicable to the Company. Hence, no details in the regard have been furnished.

## 20. PARTICULARS OF EMPLOYEES

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure - 5** to this Report.

Statement containing Particulars of Employees pursuant to Section 197 of the Act and Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, forms part of the Annual Report. As per the provisions of Section 136 of the Act, the reports and Financial Statements are being sent to shareholders of the Company and other stakeholders entitled thereto, excluding the Statement containing Particulars of Employees. Any shareholder interested in obtaining such details may write to the Company Secretary

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The summary of sexual harassment complaints received and disposed-off during the financial year 2022-2023 is as under:

Number of Complaints Received	NIL
Number of Complaints Disposed-off	NIL

## 22. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the year under review, there were no application made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

## 23. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of loans taken from Banks & Financial Institutions.

## 24. ANNUAL EVALUATION

Pursuant to the Section 134(3)(p) and other applicable provisions, if any, of the Act and Regulation 17(10) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), the Board has carried out an annual evaluation of its own performance, its committees and the directors individually.

## 25. CERTIFICATIONS AND DECLARATIONS

The certificate issued by the Managing Director and Executive Director cum CFO of the Company with regards to certification on Audited Financial Statements of the Company for financial year 2022-2023 in accordance with the Provisions of Regulation 17(8) of Listing Regulations is attached as **Annexure 4A** and forms part of this Annual Report.

The declaration by Chairman of the Company relating to compliance of Code of Conduct by all Board Members and Senior Management Personnel of the Company, in accordance with the provisions of Regulation 17(5) of Listing Regulations is attached as **Annexure 4B** and forms part of this Annual Report.

## 26. CORPORATE GOVERNANCE REPORT

In view of Paid up Capital and Net worth of the Company being less than Rs. 10 Crores and Rs. 25 Crores respectively, Corporate Governance Report as prescribed in Clause C of schedule V to LODR is not required to be included in the Annual Report in terms of Regulations 27(2) of LODR.

## 27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as stipulated under Para B of Schedule V of LODR is attached as **Annexure - 3**.

## 28. COMMITTEE COMPOSITION

### AUDIT COMMITTEE

The Composition of the Audit Committee is in line with the provisions of Section 177 of the Act read with Regulation 18 of SEBI (LODR) Regulation, 2015 as follows:

Sr No	Name of the Directors	Designation	Nature of Directorship
1	Haresh P. Kothari	Chairman	Non-Executive Independent Director
2	Aarasp Bejan Bodhanwala	Member	Executive Director cum CFO
3	Amitabh Gajendra Thakore#	Member	Non-Executive Independent Director
4	Umang Dasani*	Member	Non-Executive Independent Director (from

# Retired as Independent Director on 29.09.2022 \* Appointed w.e.f. 14.11.2022

The Audit Committee met five times during the period under review. The role, terms of reference as well as power of the Audit Committee are in accordance with the provisions of Regulation 18 of LODR and Section 177 of The Act and Rules framed thereunder.

During the year, The Board has accepted all recommendations of the Audit Committee and accordingly; no disclosure is required to be made in respect of non-acceptance of any recommendation of the Audit Committee by the Board.

### NOMINATION AND REMUNERATION COMMITTEE

The Composition of the Nomination and Remuneration Committee is in line with the provisions of Section 178 of the Act read with Regulation 19 LODR as below.

Sr. No	Name of the Directors	Designation	Nature of Directorship
1	Amitabh Gajendra Thakore #	Chairman	Non-Executive Independent Director
2	Haresh P. Kothari	Chairman@	Non-Executive Independent Director
3	Minnie Aarasp Bodhanwala	Member	Non – Executive Director
4	Umang Dasani *	Member	Non-Executive Independent Director

# Retired as Independent Director on 29.09.2022 \* Appointed w.e.f. 14.11.2022

@ Chairman of NRC Meeting w.e.f. 30.09.2022.

The Nomination and Remuneration Committee met two times during the period under review. The powers, role and terms of reference of the Nomination and Remuneration Committee cover the areas as contemplated under Regulation 19 of LODR and Section 178 of the Act, and Rules and Regulations, framed thereunder, besides other terms as may be referred by the Board of Directors

## REMUNERATION POLICY

Pursuant to provisions of the Act, the Nomination and Remuneration Committee (NRC) of your Board has formulated a Remuneration Policy for the appointment and determination of remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees. The NRC has developed criteria for determining the qualification, positive attributes and independence of Directors and for making payments to Executive and Non-Executive Directors. The remuneration policy of the Company can be seen at the website of the Company i.e. [www.axelpolymers.com](http://www.axelpolymers.com).

## STAKEHOLDERS RELATIONSHIP COMMITTEE

The Composition of the Stakeholders Relationship Committee is in line with the provisions of Section 178(5) of the Act read with Regulation 19 of SEBI (LODR) Regulations, 2015 as below.

Sr. No	Name of the Directors	Designation	Nature of Directorship
1	Amitabh Gajendra Thakore #	Chairman	Non-Executive Independent Director
2	Umang Dasani *	Chairman @	Non-Executive Independent Director
3	Minnie Aarasp Bodhanwala	Member	Non-Executive Director
4	Haresh P. Kothari	Member	Non-Executive Independent Director

# Retired as Independent Director on 29.09.2022 \* Appointed w.e.f. 14.11.2022  
@ Chairman of SRC Meeting w.e.f. 30.09.2022.

The Stakeholders Relationship Committee met once during the period under review. The powers, role and terms of reference of the Committee cover the areas as contemplated under Regulation 19 of LODR and Section 178 of The Act, and Rules and Regulations, framed thereunder, besides other terms as may be referred by the Board of Directors.

## 29. COST RECORDS

As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the Company has made and maintained Cost Records, as required under Clause 8 (ix) of the Companies (Accounts) Amendments Rules, 2018, as applicable, however, the Company is NOT required to appoint Cost Auditor to audit its cost records.

## 30. VIGIL MECHANISM

As per Section 177(9) and (10) of the Act and Regulation 22(1) of LODR, the Company has established Vigil Mechanism for Directors and employees to report genuine concerns. Vigil Mechanism also provides adequate safeguard against victimization of director(s) or employee(s) and also provides for direct access to the chairperson of the Audit Committee in appropriate and exceptional cases.

## 31. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by any Regulator or Court or Tribunal impacting the going concern status and the Company's Operations in future during the year under review.

## 32. REPORTING OF FRAUDS

There have been no instances of fraud reported by the Auditors under section 143(12) of the Act and Rules framed there under either to the Company or to the Central Government.



### **33. TRANSFER TO GENERAL RESERVE**

The Company is not required to transfer any amount to its reserves. Hence, no amount is transferred to reserves during the year under review.

### **34. CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of business during the year under review.

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

There are adequate Internal Control Systems operating in the Company, which are commensurate with the size and operations of the Company. The Audit Committee supervises the checks and control exercised and reports any suggestion or deviation on a continuing basis. The Authority and responsibility of every employee is defined.

### **36. INSURANCE**

All the assets of the Company have been adequately insured and the Company has taken necessary general insurance to ensure its security.

### **37. CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct, which is applicable to the Members of the Board and all senior level employees in the course of day-to-day business operations of the Company. The Code is laid down by the Board, and is known as "Code of Business Conduct"

The Code lays down the Standard Procedure of Business Conduct which is expected to be followed by the Directors and designated employees in their business dealings and in particular on matters relating to integrity in workplace in business practices and in dealing with stakeholders. All the Board Members and the Senior Management Personnel have confirmed compliance with the Code.

### **38. STATEMENT ON COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS:**

In terms of clause no. 9 of Revised SS-1 (Revised Secretarial Standards on Meetings of Board of Directors effective from 01.10.2017), your directors state that the Company has been compliant of applicable Secretarial Standards during the year under review.

### **39. ACKNOWLEDGEMENTS**

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible.

Your Directors also wish to thank its customers, dealers, agents, suppliers; investors and bankers for their continued support and faith reposed in the Company.

**Date: 29.08.2023**

**Place: Mokshi**

**For and on behalf of Board of  
Axel Polymers Limited**

**Sd/-  
Gaurav Thanky  
Chairman & Managing Director  
DIN: 02565340**

## **ANNEXURES TO THE REPORT OF BOARD OF DIRECTORS**

### **ANNEXURE - 1**

#### **Form No. MR-3**

#### **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023

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

To,  
The Members,  
AXEL POLYMERS LIMITED  
S NO 309, VIL-MOKSHI, SANKARDA-SAVLI ROAD,  
TAL-SAVLI,  
VADODARA, GUJARAT,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by 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 AXEL POLYMERS LIMITED'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 on 31<sup>st</sup> 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, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> 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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; [presently: The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.]
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [presently: The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999[Presently: The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Repealed)
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Presently: The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021]
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [Presently: The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- (vi) Having regard to the products, processes and locations of the Company as also having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, **on test check basis, we further report that** the Company has materially complied with the following laws applicable specifically to the Company:

1. The Environment (Protection) Act, 1986
2. The Air (Prevention And Control of Pollution) Act, 1981
3. The Water (Prevention and Control of Pollution) Act, 1974

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Ltd. including The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

**We further report that**

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

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

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

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

**We further report (by way of information) that** during the audit period:

- (a) The Company has not issued any securities during the year under review and accordingly
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
  - The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021]
  - The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- were not applicable during the Audit period.
- (b) The Company has neither got delisted Equity Shares nor bought back any security of the Company and accordingly
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and
  - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- were not applicable during the audit period.
- (c) Members of the Company at their 30<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2022
- Approved revision in remuneration of Mr. Gaurav Thanki as a Managing Director by way of Special Resolution
  - Re-appointed M/s Mukund & Rohit Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of 30<sup>th</sup> Annual General Meeting till the conclusion of 35<sup>th</sup> Annual General meeting of the Company by way of Ordinary Resolution
- (d) Out of 52,71,526 Equity Shares held by the promoters 51,20,026 Equity Shares (97.13%) are already dematerialized. As informed to us most of balance physical 1,51,500 Equity Shares (2.87%) are held by the persons not related to the Directors
- (e) Corporate Governance provisions as specified in LODR were not applicable in terms of Regulation 15(2)(a) of LODR during the year review as the Paid-up equity Capital and Net Worth of the Company as at 31<sup>st</sup> March, 2023 did not exceed Rs. 10 crores and Rs. 25 crores respectively.

Date: 29<sup>th</sup> August, 2023  
Place: Vadodara

For Devesh Pathak & Associates  
Practising Company Secretaries

Sd/-  
Devesh A. Pathak  
(Sole proprietor)  
Membership No. FCS 4559  
COP No.: 2306  
UDIN: **F004559E000888299**

**Note:** This report is to be read with our letter of even date which is enclosed as forming integral part of Report.

29<sup>th</sup> August, 2023

To,  
The Members,  
AXEL POLYMERS LIMITED  
S No 309, Vil - Mokshi, Sankarda-Savli Road  
Tal-Savli,  
Vadodara - 391780

Ref: Secretarial Audit Report dated 29<sup>th</sup> August, 2023 pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and the practices we followed provided reasonable basis for our opinion.
3. We have received an Independent Auditor's Report and Audited Financial Statement for the financial year ended on 31<sup>st</sup> March, 2023 and accordingly, we have relied upon the Unaudited Financial Statement and Management Representation provided by the Company on the matter.
4. We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company and have relied upon the reports of designated professionals including Statutory Auditors for the purpose. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards, is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

For Devesh Pathak & Associates  
Practising Company Secretaries

Sd/-  
CS Devesh A. Pathak  
Proprietor  
Membership No. FCS 4559  
CoP No.:2306

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

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

**To,**

**The Members of**

AXEL POLYMERS LIMITED

S NO 309, VIL-MOKSHI, SANKARDA-SAVLI ROAD

TAL-SAVLI,

VADODARA-391780

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Axel Polymers Limited having CIN: L25200GJ1992PLC017678 and having registered office at S No 309, Vil -Mokshi, Sankarda- Savli Road Tal-Savli, Vadodara- 391780 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1.	Mr. Umang Hasmukhbhai Dasani	09787208	14/11/2022
2.	Mr. Aarasp Bejan Bodhanwala	00421362	01/03/1993
3.	Dr. (Mrs.) Minnie Aarasp Bodhanwala	00422067	28/02/2002
4.	Mr. Gaurav Surendrakumar Thanky	02565340	01/06/2014
5.	Mr. Haresh Padamshi Kothari	05140850	19/08/2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Vadodara

Date: 5<sup>th</sup> September, 2023

For Devesh Pathak & Associates

Sd/-

Devesh A. Pathak

FCS 4559

CP No. 2306

UDIN: **F004559E000946390**

## Annexure – 2

### Form AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

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

There were no contracts or arrangements, or transactions entered into during the year ended 31<sup>st</sup> March 2023, which were not at arm's length basis.

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

<b>(a) Name(s) of the related party and nature of relationship</b>	V.R. Industries Mr. Gaurav Thanky, MD of the Company is a Partner.	Mr. Gaurav Thanky MD of the Company
<b>(b) Nature of contracts / arrangements / transactions</b>	Manufacturing, Purchase & Sales Agreement	Payment of rent for Office premises
<b>(c) Duration of the contracts / arrangements / transactions</b>	3 years w.e.f. 28 <sup>th</sup> August, 2020	36 Months w.e.f. 01.09.2021
<b>(d) Salient terms of the contracts or arrangements or transactions including the value, if any:</b>	The Terms are mainly to Buy, Sell or Manufacture Compounds of Engineering Polymers in domestic as well as Export Market.  Value of transactions not exceeding Rs.50crores per annum.	Details of property  B / 312, Western Edge II, Off Western Express Highway, Borivali (East) Mumbai 400 065  Duration: 36 Months w.e.f. 01.09.2021  Rent Rs. 3.00 lacs p.m. up to 31.08.2022  Rs. 3.30 lacs p.m. from 01.09.2022  (As per terms of Leave and License Agreement (Revision, if any))
<b>(e) Date(s) of approval by the Board, if any:</b>	29.06.2021	01.09.2021
<b>(f) Amount paid as advances, if any:</b>	NIL	NIL

Date: 29.08.2023  
Place: Mokshi

For and on behalf of Board of  
Axel Polymers Limited

Sd/-  
Gaurav Thanky  
Chairman & Managing Director  
DIN: 02565340

## **ANNEXURE – 3**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report has been prepared in accordance with the provisions of Regulation 34(2)(e) of Listing Regulations, with a view to provide an analysis of the business and Financial Statements of the Company for FY 2022-23 and should be read in conjunction with the respective Financial Statements and notes thereon.

#### **A. ECONOMIC OVERVIEW:**

##### **GLOBAL ECONOMY:**

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia - Ukraine conflict, and the after effect of COVID-19 pandemic all weigh heavily on the outlook. Global growth is forecasted to be slower in the current scenario.

With inflation persisting in the advanced economies and the central banks hinting at further rate hikes, downside risks to the global economic outlook appears elevated.

The rate hike by the US Federal Govt, attracted Investments into the US markets causing the US Dollar to appreciate against most currencies. This led to the widening of the Current Account Deficits (CAD) and increased inflationary pressures in net importing economies.

##### **OUTLOOK:**

Russia-Ukraine conflict continues to overshadow the world economy. Despite recent signs of improvement, recovery over the next two years is expected to be moderate. The outlook remains fragile and downside risks predominate. High uncertainty generated by the war could take a heavy toll on activity. Trade tensions are high and could worsen. Concerns about financial vulnerabilities have risen, including in financial institutions, housing markets and low-income countries. While headline inflation has started declining, it remains elevated and could persist longer. (Source – OECD)

In the developed economies, inflation is slowly easing but it is still high enough to push consumption levels lower and keep interest rates elevated. In emerging economies, disinflation is proceeding more rapidly, especially for producer prices. (Source – Mckinsey Global Economics Intelligence executive summary, Feb 2023)

#### **INDIAN ECONOMY AND OUTLOOK**

##### **ECONOMY**

Credit growth to the micro, small, and medium enterprises (MSME) sector has been remarkably high, over 30.5 per cent, on average during Jan-Nov 2022. Capital expenditure (capex) of the central government, which increased by 63.4 per cent in the first eight months of FY 2022-23, was another growth driver of the Indian economy in the current year. Private consumption as a percentage of GDP stood at 58.4 per cent in Q2 of FY 2022-23, the highest among the second quarters of all the years since 2013-14, supported by a rebound in contact-intensive services such as trade, hotel and transport. Return of migrant workers to construction activities helped housing market witnessing a significant decline in inventory overhang to 33 months in Q3 of FY 2022-23 from 42 months last year. Surge in growth of exports in FY 2021-22 and the first half of FY 2022-23 induced a shift in the gears of the production processes from mild acceleration to cruise mode.



GST revenues clocked 13% growth Year-on-Year. Total gross collection for 2022-23 stands at Rs. 18.10 Lacs crores. Direct Tax collections up to 10th March, 2023 show that gross collections are at Rs. 16.68 Lacs crores which is 22.58% higher than the gross collections for the corresponding period of last year. The growth rate for Corporate Income Tax is 18.08% while that for Personal Income (including STT) is 27.57%.

## **OUTLOOK**

The Economic Survey by the Ministry of Finance projects a baseline GDP growth of 6.5 per cent in real terms in FY 2023-24.

India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment. Aided by healthy financials, incipient signs of a new private sector capital formation cycle are visible and more importantly, compensating for the private sector's caution in capital expenditure, the government raised capital expenditure substantially.

Budgeted capital expenditure rose 2.7 times in the last seven years, from FY16 to FY23, re-invigorating the Capex cycle. Structural reforms such as the introduction of the Goods and Services Tax and the Insolvency and Bankruptcy Code enhanced the efficiency and transparency of the economy and ensured financial discipline and better compliance.

Growth is expected to be brisk in FY 2023-24 as a vigorous credit disbursal, and capital investment cycle is expected to unfold in India with the strengthening of the balance sheets of the corporate and banking sectors. Further support to economic growth will come from the expansion of public digital platforms and path-breaking measures such as PM GatiShakti, the National Logistics Policy, and the Production-Linked Incentive schemes to boost manufacturing output.

Despite the three shocks of COVID-19, Russian-Ukraine conflict and the Central Banks across economies led by Federal Reserve responding with synchronised policy rate hikes to curb inflation, leading to appreciation of US Dollar and the widening of the Current Account Deficits (CAD) in net importing economies, agencies worldwide continue to project India as the fastest growing major economy.

Global growth is forecasted to slow from 3.2 per cent in 2022 to 2.7 per cent in 2023 as per IMF's World Economic Outlook, October 2022. A slower growth in economic output coupled with increased uncertainty will dampen trade growth. This is seen in the lower forecast for growth in global trade by the World Trade Organization, from 3.5 per cent in 2022 to 1.0 per cent in 2023.

On the external front, risks to the current account balance stem from multiple sources. While commodity prices have retreated from record highs, they are still above pre-conflict levels. Strong domestic demand amidst high commodity prices will raise India's total import bill and contribute to unfavourable developments in the current account balance. These may be exacerbated by plateauing export growth on account of slackening global demand. Should the current account deficit widen further, the currency may come under depreciation pressure.

Entrenched inflation may prolong the tightening cycle, and therefore, borrowing costs may stay 'higher for longer'. In such a scenario, global economy may be characterised by low growth in FY24. However, the scenario of subdued global growth presents two silver linings – oil prices will stay low, and India's CAD will be better than currently projected. The overall external situation will remain manageable.

Further, the world is trying to de-dollarize the international market amid a global economic slowdown and Indian Rupee is now going global as 18 countries have agreed to trade in Rupee, which will reduce the trade related transaction costs, boost trade and reduce India's trade deficit.

## B. INDUSTRY STRUCTURE AND DEVELOPMENT

Axel is a leading Manufacturer of Compounds Blends & Alloys of Engineering Polymers in India.

Changing economic and business conditions, technological innovation and technology adoption are making the markets more competitive. The customer focus has shifted to cost saving and alternate solution. Axel always provides the optimum solution to its customer.

The Company serves various industries, focusing especially on automotive, home appliances, electrical and electronics, construction, packaging and the healthcare industry. Changing economic and business conditions, evolving consumer preferences, rapid technological innovation and adoption and globalisation are creating an increasingly competitive market environment. In this environment, our customers are strongly focusing on cost-saving and innovative solutions. The Company is determined to support the success of its customers in their markets to give them a competitive edge. The Company strives to always provide its customers with the best product solutions to support their growth.

These are challenging times across the world. Almost every business every individual is being impacted in these times and your Company is no exception to it. We have worked harder and smarter, delight our customers now more than ever. The true spirit is founded on our enthusiasm, our constant will to renew, our willingness to assume responsibility and to ensure that we succeed.

### PRODUCTS

The Product portfolio of your Company is broadly classified into the following sectors:

- Water Management
- Engineering Industry
- Electrical & Electronics
- Automotive
- Household Appliances

With best-in-class production technology, advanced R&D skills, your Company is perfectly equipped to ensure the highest level of quality, efficiency, and innovation.

Your Company continues to focus on innovative solutions to create more value for its customers.

### Segment wise / Product wise performance

<b>Class of Goods</b>	<b>Unit</b>	<b>Sales Qty (MT)</b>	<b>Value Rs (lacs)</b>
Compounds of Engineering Polymers	MT	2417.884	5373.83
Toll Compounds of Engineering Polymers	MT	NIL	NIL
Trading of Engineering Polymers and compatibilizers	MT	1120.128	2942.24

### OPPORTUNITIES

With a rapidly growing population and an expanding middle class, which is driving the demand for various consumer products and packaging materials, there are significant opportunities for the industry to cater to the increasing demand.

Due to the launch of several infrastructure development initiatives such as "Make in India" and "Smart Cities Mission", which require a wide range of polymer-based products for construction, transportation, and other sectors, which has created additional market for Polymer Industry.

Despite the single use plastic ban, the packaging industry in India is witnessing robust growth due to increasing urbanization, changing lifestyles, and the rise of e-commerce. One can capitalize on this trend by providing innovative and sustainable packaging solutions. Automotive Industry in India, is expected to grow at a much faster pace; mainly the EVs.

## **THREATS**

Polymer manufacturing heavily relies on the availability and prices of raw materials such as crude oil and natural gas. Fluctuations in raw material prices can significantly impact the costs and margins.

Since India imports a significant amount of polymer resins to meet its increasing domestic demand, it creates pressure on domestic manufacturers which may result in lower prices and margins.

With the growing global concern about plastic waste and its impact on the environment, Governments and consumers are increasingly pushing for sustainable alternatives to traditional plastics and also resulting in stringent environmental regulations and adapting to eco-friendly manufacturing processes.

The Indian government has implemented various regulations and policies to control plastic waste, including bans on single-use plastics. Rapid advancements in technology may disrupt the traditional manufacturing processes and therefore companies need to invest in research and development to stay competitive and adapt to emerging technologies such as biodegradable polymers, recycling technologies, and additive manufacturing techniques.

It is therefore important for the companies to stay proactive, invest in research and development, explore sustainable alternatives, and maintain a strong understanding of market dynamics to leverage opportunities and mitigate threats.

## **C. PERFORMANCE ANALYSIS**

During the year under review, your Company posted a total income on consolidated basis of Rs. 8546.19 lacs as against Rs. 7,346.71 lacs on standalone basis in the previous year. The Net profit for the year was Rs. 118.42 lacs as against Rs. 91.61 lacs in the previous year.

The Company has posted another good year of performance by achieving highest turnover and profits. The demand for Company's product is increased in spite of adverse post Covid effect and challenges being faced in the supply chain, substantial increase in raw material costs, adverse economic impact due to Russia- Ukraine war, foreign exchange volatility etc. Some measures were being undertaken to optimize rising input costs comprised the use of product mix alternatives, cost-effective measures, increased operational scale, quality vendors and procuring from nearest places.

## **D. COMMITMENT TO QUALITY**

The Company is committed to quality. It aims to develop, produce and deliver products which consistently conform to the customer requirements, and to pursue the goal of error-free performance through product, process and quality management. The Company continues to monitor and maintain its effective and well-crafted Quality Control (QC) measures. QC is aligned to the business objectives of the Company and ensures that the Company is focused on maintaining Quality Centric approach towards its customers/ clients. Over the years, the Company has evolved robust processes and strives to improve them continuously.

## **E. RISK MANAGEMENT**

Polymer Industry has a certain specific set of risk characteristics, which needs to be carefully evaluated and mitigated. In order to effectively manage the same, the Company has evolved proactive Risk Management System, which is adhered to. The risk management covers the entire process from capital investment, competitors' activities, new entrants etc.

Continual reforms and emphasis on technological developments shall reduce the exposure to risk. The Company recognizes that these risks need to be managed and mitigated to protect the interest of the shareholders and stakeholders, to achieve business objectives and enable sustainable growth.

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

There are adequate internal control systems operating in the Company, which are commensurate with the size and operations of the Company. The Audit Committee supervises the checks and controls exercised and reports any suggestions or deviations on a continuing basis. The authority and responsibility of every employee is defined, thus leaving no scope for any deviation.

Your Company's internal control systems are adequate and commensurate with the size of operations. These controls ensure that transactions are authorized, recorded and reported on time. They ensure that assets are safeguarded and protected against loss or unauthorized disposal.

M/s Chirag Bhatt & Associates, Chartered Accountant (Firm reg. no. 148286W), Vadodara, the internal auditors of the Company carried out audits in different areas of your Company's operations. Post-audit reviews were carried out to ensure that audit recommendations were implemented. The audit committee reviews the adequacy and effectiveness of the internal control systems, significant audit observations and monitors the sustainability of remedial measures.

## **G. FINANCIAL PERFORMANCE VIS-À-VIS OPERATIONAL PERFORMANCE**

During the year under review, your Company posted a total income on consolidated basis of Rs. 8546.19 lacs as against Rs. 7,346.71 lacs on standalone basis in the previous year. The Net profit for the year was Rs. 118.42 lacs as against Rs. 91.61 lacs in the previous year.

The Company has posted another good year of performance by achieving highest turnover and profits. The demand for Company's product is increased in spite of adverse post Covid effect and challenges being faced in the supply chain, substantial increase in raw material costs, adverse economic impact due to Russia- Ukraine war, foreign exchange volatility etc. Some measures were being undertaken to optimize rising input costs comprised the use of product mix alternatives, cost-effective measures, increased operational scale, quality vendors and procuring from nearest places.

The Company has met all the Financial Commitments to Bank within the stipulated period as per the Audit Report. The production costs in absolute terms, increased during the current year.

## **H. HUMAN RESOURCES**

The focus is on the capability development, performance management and employee engagement. This is expected to improve the cost competitiveness through greater levels of employee participation, commitment and involvement.

## I. ACCOUNTING TREATMENT

The financial statements of the Company for the financial year ended March 31, 2023 were prepared in accordance with IND-AS, which are the prescribed Accounting Standards.

## CAUTIONARY STATEMENT

Statement in this management analysis detailing the Company's objectives, projections, estimates, expectations, or predictions may be "forward looking" statements within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that may influence your company's operations include Global and domestic supply and demand conditions affecting selling prices, input availability and prices, changes in Government policies, regulations, tax regimes, economic development within and outside the country and other allied factors. The Company assumes no responsibility to publicly amend, modify or revise the forward-looking statement on the basis of subsequent developments, information or events.

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### ANNEXURE - 4A

#### MD/CFO CERTIFICATION TO THE BOARD

(Under Regulation 17(8) of the Listing Regulation, 2015)

We, Mr. Gaurav S. Thanky, Managing Director and Mr. Aarasp B. Bodhanwala Chief Financial Officer certify that -

- a. We have reviewed the financial statements for the Quarter and Year ended on 31.03.2023 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions, entered into by the Company during the Quarter and Year ended on 31.03.2023, which are fraudulent, illegal or violative of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps have been taken or proposed to be taken to rectify these deficiencies.
  - There has not been any significant change in internal control over financial reporting during the Year under reference.
  - There has not been any significant change in accounting policies during the Year requiring disclosure in the notes to the financial statements; and
  - We are not aware of any instance during the Year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Mokshi  
Date: 29.08.2023

Gaurav S. Thanky

A.B. Bodhanwala

Sd/-  
Managing Director  
DIN: 02565340

Sd/-  
Executive Director - CFO  
DIN: 00421362

## ANNEXURE - 4B

### CONFIRMATION ON CODE OF CONDUCT

[Regulation 34(3) read with Schedule V (Part D) of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members,  
Axel Polymers Limited

This is to confirm that the Board of Director has laid down a code of conduct for Directors and senior management of the Company. It is further confirmed that all Directors and senior management of the company have affirmed compliance with the Code of Conduct of the Company as at 31.03.2023, as envisaged in Regulation 34(3) read with Schedule V (Part D) of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Date: 29.08.2023**

**Place: Mokshi**

**For and on behalf of Board of  
Axel Polymers Limited**

Sd/-  
**Gaurav Thanky**  
**Chairman & Managing Director**  
**DIN: 02565340**

## ANNEXURE - 5

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

**Disclosure under Rule 5(1) of the Companies (Appointment and Remuneration) Rules, 2014.**

- Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2022-23.

S.N.	Name of Director	Ratio
(i)	Mr. Gaurav Surendrakumar Thanky (Managing Director)	29.14%
(ii)	Mr. Aarasp Bejan Bodhanwala	6.85%
(iii)	Dr. (Mrs.) Minnie Aarasp Bodhanwala	NA
(iv)	Mr. Haresh Padamshi Kothari	NA
(v)	Mr. Amitabh Gajendra Thakore (upto 29.09.2022)	NA
(vi)	Mr. Umang Hasmukhbhai Dasani (w.e.f. 14.11.2022)	NA

No remuneration / sitting fees paid to independent Directors during financial year 2022-2023.

- The Percentage increase/decrease in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2022-23 as compared to 2021-22.

Sr. No.	Name of Director / KMP	2022-23
1.	Mr. Gaurav S. Thanky	No Change
2.	Mr. A. B. Bodhanwala	No Change
3.	Mr. Jigardan J Gadhavi	42.86%

3. The percentage increase in the median remuneration of employees in the financial year 2022-23 as compared to 2021-22 is: 12.77%

4.

Financial Year ended	31.03.2023	31.03.2022
The number of permanent employees on the roll of the Company	71	70

5. Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration.

- Average percentile increase in remuneration of employees excluding KMPs: 8.25%
- Average percentile increase in remuneration of KMPs: NIL
- KMP(s) salary increase is decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.

6. The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.

**Particulars of Employee pursuant to Section 197 of the Companies Act, 2013 read with Rules 5 (2) & 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**a) The Name of top ten employees in terms of Remuneration Drawn:**

Details of the name of top ten employees in terms of Remuneration Drawn as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be made available to any member on request.

**b) Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than One crore and two Lacs rupees:**

S. N.	Name of Employee	Designation	Remuneration (Received)	Nature of Employment	Qualification & Experience	Date of Commencement of Employment	Age	Last Employment	% Equity Share hold	Relative of Director / Manager
1.	Gaurav S. Thanky	Chairman & Managing Director	1,02,00,000/-	Permanent	Engineering - 23 years	01-10-2017	49	Dhara Petrochemical Private Limited	42.39 %	No, Himself hold position of MD

- c) Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight Lacs and fifty thousand rupees per month: Not Applicable.

- d) Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the company: Not Applicable.

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## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF AXEL POLYMERS LIMITED

#### Report on the Audit of the Financial Statements

##### **Opinion**

We have audited the accompanying financial statements of AXEL POLYMERS LIMITED, which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, Statement of Changes in Equity, and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, its profit, changes in equity and its cash flows for the year ended on that date.

##### **Basis for Opinion**

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

##### **Key Audit Matters**

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

##### **Information other than the Financial Statements and Auditor's Report Thereon**

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

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

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



## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Director is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operation, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

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

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

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

- Identify and assess the risk of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedure that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls System in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our

conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The reports on the accounts of the branch offices of the Company audited under Section 143 (8) of the Act is not attached since the Company has no branch.
  - d) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - f) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company, as may be applicable.
  - iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
    - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
    - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
  - (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(a) and (iv)(b) contain any material mis-statement.
- v) The Company has neither declared nor paid any dividend during the year, hence the provisions of the Section 123 of the Act are not applicable.
- vi) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable

3. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For Mukund & Rohit  
Chartered Accountants  
Registration No. 113375W**

**Sd/-**

**Vinay Sehgal  
Partner**

**Membership No. 109802  
UDIN: 23109802BGVWET3540**

**Place: Vadodara  
Date: 29.05.2023**

## **Annexure A to the Independent Auditors' Report**

The Annexure referred to in our report to the members of Axel Polymers Limited for the year ended March 31, 2023, we report that:

- I.
  - (a)
    - (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
    - (ii) The Company has maintained proper records of intangible assets inter alia original cost, date of purchase and put to use, useful life, residual value, amortization for the current year, accumulated amortization and etc.
  - (b) The Property, Plant and Equipment have been physically verified by the management during the year as per program of verification, which in our opinion is reasonable having regard to the size of the company and nature of its assets. As explained to us, no material discrepancies have been noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
  - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- II.
  - (a) According to the information and explanation given to us, Physical verification of the Inventory has been conducted by the management. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

- (b) Based on our scrutiny of Company's record and according to the information and explanation provided by the management, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns/statements comprising stock statements and book debt statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company of the respective quarter except for the following;

(₹ in Lakhs)

Period	Amount as per Return	Amount as per Books	Difference	Reason for variance
June 2022	3,651.30	3,652.24	-0.94	Adjustment / Changes in Debtors
Sept. 2022	3,842.22	3,935.24	-93.02	
Dec. 2022	3,557.96	3,564.04	-6.08	
March 2023	4,012.83	3,998.87	13.96	

Also, Refer Note 45 to the financial statements.

- III. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted unsecured loan or advances in the nature of loan to companies, firms, Limited Liability Partnerships & to other parties, during the year:

- a) The Company has provided loans or advances in the nature of loans to other parties during the year, the details of it is as below:-

(₹ in Lakhs)

	Loans	Advances in nature of Loan
Aggregate amount granted/ provided during the year to:		
i) Subsidiaries / Joint Ventures / Associates	-	-
ii) Others	-	7.77
Balance Outstanding as at balance sheet date in respect of above cases:		
i) Subsidiaries / Joint Ventures / Associates	-	-
ii) Others	-	5.30

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the terms and conditions of the grant of all loans & advances in the nature of loans provided are not prejudicial to the Company's interest.

- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we are unable to make any comments regarding regularity because the schedule of repayment of principal and payment of interest has not been stipulated.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of loans granted, since the Company has granted loans which are payable on demands, there is no overdue amount remaining outstanding as at the balance sheet date as the Company has not demanded such loans and advance in nature of loan.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no loans that have fallen due during the year which have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans or advances in the nature of loan:

(₹ in Lakhs)

	All Parties	Related Parties
Aggregate amount of Loans advances in the nature of loans where:		
- Loan is repayable on Demand (A)		
- Loan Agreement does not specify any terms or period of repayment (B)	7.77	
Total (A + B)	7.77	
Percentage of loans / advances in nature of loans to the total loans	100%	

- IV. In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- V. Based on the our scrutiny of Company's record and according to the information and explanation provided by the management, in our opinion, the Company has not accepted any loans or deposits, which are "Deposits" within the meaning of Rule 2(b) of the Companies (Acceptance of Deposit's) Rules, 2014.

VI. According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

VII.

(a) The Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees state insurance, income-tax, sales- tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and no statutory dues were outstanding, as at 31st March, 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no dues of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales- tax, service tax, duty of customs, duty of excise, value added tax, cess, which have not been deposited on account of any dispute *except for the following:*

Nature of the Statute	Nature of The Dues	Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act 1961	Tax Deducted at Source	3.85	AY 2021-22	TDS-CPC

VIII. According to the information and explanations given by the management and on the basis of our examination of the records of the Company, in our opinion there are no transactions which were not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Therefore, the provisions of clause (viii) of Companies (Auditor's Report) Order, 2020 are not applicable.

IX.

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender during the reporting period.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management and on the basis of our examination of the records of the Company, term loans were applied by the Company for the purposes for which the loans were obtained.



- (d) According to the information and explanations given to us and on an overall examination of the records of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31st March 2022. Therefore, the provision of clause 3(ix)(e) of Companies (Auditor's Report) Order, 2020 is not applicable.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under Companies Act, 2013. Therefore, the provision of clause 3(ix)(f) of Companies (Auditor's Report) Order, 2020 is not applicable.

X.

- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised money by initial public offer or further public offer (including debt instruments) during the period covered by our audit report. Therefore, reporting under paragraph 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

XI.

- (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no report under section 143(12) of the Companies Act, 2013 has been filed by secretarial auditor or cost auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not received any whistle-blower complaints during the year.
- XII. According to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of Companies (Auditor's Report) Order, 2020 are not applicable.
- XIII. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the Note No. 37 of financial statements as required by the applicable accounting standards.
- XIV.
- (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company for the period under audit and the observation there under have been incorporated
- XV. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the Company has not entered into any non-cash transactions with directors or persons connected to its directors and hence provisions of section 192 of Companies Act, 2013 are applicable to the Company.
- XVI.
- (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the company has no such Group. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- XVII. Based on our examination of records and information provided to us by management, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

- XVIII. Based on information provided to us by management, there has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- XIX. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- XX. Based on our examination of records and according to the information and explanation provided by the management, in our opinion, section 135 is not applicable to the Company. Therefore, the provisions and reporting of clause 3(iii) of Companies (Auditor's Report) Order, 2020 are not applicable for the year under review.
- XXI. Based on our examination of records and information provided to us by management, the company does not have any subsidiary or joint venture and hence the Company is not required to prepare the Consolidate Financial Statements as per the Companies Act, 2013. Therefore, the provisions of clause 3(xx) of Companies (Auditor's Report) Order, 2020 are not applicable.

**For Mukund & Rohit  
Chartered Accountants  
Registration No. 113375W**

**Sd/-**

**Vinay Sehgal  
Partner**

**Membership No. 109802  
UDIN: 23109802BGVWET3540**

**Place: Vadodara  
Date: 29.05.2023**

## **Annexure - B to the Independent Auditor's Report**

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

We have audited the internal financial controls over financial reporting of Axel Polymers Limited ("the Company") as of 31<sup>st</sup> March 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind-AS financial statements.

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Mukund & Rohit  
Chartered Accountants  
Registration No. 113375W**

Sd/-

**Vinay Sehgal  
Partner**

**Membership No. 109802  
UDIN: 23109802BGVWET3540**

**Place: Vadodara  
Date: 29.05.2023**

**AXEL POLYMERS LIMITED**  
Balance Sheet as at 31st March, 2023

(₹ in Lakhs)

Particulars	Note No	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	3	504.06	392.41
(b) Goodwill	4	374.87	374.87
(c) Other Intangible assets	4	5.34	3.97
(d) Financial Assets			
(i) Trade Receivables	5	245.11	227.47
(ii) Loans	6	34.89	47.61
(iii) Other Financial Assets	7	21.06	20.33
(e) Non-Current Tax Assets (Net)	8	8.81	8.53
(f) Deferred Tax Assets (Net)	9	-	-
(g) Other non-current assets	10	29.69	29.75
		<b>1223.83</b>	<b>1104.93</b>
<b>Current assets</b>			
(a) Inventories	11	3272.79	2826.83
(b) Financial Assets			
(i) Trade Receivables	12	766.87	1139.26
(ii) Cash and cash equivalents	13	107.52	93.88
(iii) Loans	14	4.13	5.82
(iv) Other Financial Assets	15	25.02	295.60
(c) Current Tax Assets (Net)	16	15.82	11.29
(d) Other current assets	17	145.75	58.49
		<b>4337.90</b>	<b>4431.18</b>
<b>Total</b>		<b>5561.73</b>	<b>5536.12</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	18	851.67	851.67
Other Equity	19	501.47	380.68
		<b>1353.13</b>	<b>1232.35</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	646.98	494.46
(ii) Trade Payables	21		
(i) total outstanding dues of Micro enterprises and Small enterprises; and		-	-
(ii) total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		-	1.56
(b) Provisions	22	4.20	7.37
(c) Deferred Tax Liability (Net)	9	23.80	18.24
		<b>674.98</b>	<b>521.63</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	23	1872.00	2099.46
(ii) Trade payables	24		
(i) total outstanding dues of Micro enterprises and Small enterprises; and		331.46	227.48
(ii) total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		1228.89	1389.47
(iii) Other Financial liabilities	25	35.31	25.24
(b) Other current liabilities	26	33.21	13.92
(c) Provisions	27	4.35	4.30
(d) Current Tax Liabilities (Net)	28	28.40	22.26
		<b>3533.61</b>	<b>3782.13</b>
		<b>5561.73</b>	<b>5536.12</b>

Notes

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As per our Report of even date attached

**For Mukund & Rohit**  
Chartered Accountants  
Registration No. 113375W

sd/-

**Vinay Sehgal**  
Partner  
Membership No: 109802

**For & on behalf of the Board**  
Axel Polymers Limited

sd/-

**Gaurav Thanky**  
Managing Director

sd/-

**Jigardan Gadhvi**  
Company Secretary

sd/-

**A.B.Bodhanwala**  
Director & CFO

Place: Vadodara  
Date : 29.05.2023

Place: Vadodara  
31st Annual Report - FY 2022-2023  
Date: 29.05.2023

**AXEL POLYMERS LIMITED**  
**Statement of Profit and Loss for the year ended 31st March, 2023**

(₹ in Lakhs)

	Particulars	Note No.	2022-23	2021-22
I	Revenue from operations	29	8518.54	7291.46
II	Other Income	30	27.65	55.25
<b>III</b>	<b>Total Income (I+II)</b>		<b>8546.19</b>	<b>7346.71</b>
IV	<b>EXPENSES</b>			
	Cost of materials consumed	31	7231.48	6071.73
	Changes in inventory of finished goods & work-in-progress	32	119.31	112.78
	Employee Benefits Expense	33	366.25	357.70
	Finance Costs	34	315.74	284.16
	Depreciation and Amortization Expense	3&4	54.01	48.06
	Other Expenses	35	289.27	338.09
	<b>Total Expenses (IV)</b>		<b>8376.06</b>	<b>7212.51</b>
V	Profit Before Exceptional items and Tax (III-IV)		<b>170.13</b>	<b>134.20</b>
VI	Exceptional Items			
<b>VII</b>	<b>Profit Before Tax (V-VI)</b>		<b>170.13</b>	<b>134.20</b>
<b>VIII</b>	<b>Tax Expense:</b>			
	(a) Current Tax		28.40	22.26
	(b) Short provision of Tax of earlier years		1.64	-
	(c) Minimum alternate tax credit entitlement		16.10	(18.08)
	(d) Deferred Tax		5.56	38.42
<b>IX</b>	<b>Profit for the Year (VII-VIII)</b>		<b>118.42</b>	<b>91.61</b>
<b>X</b>	<b>Other Comprehensive Income (OCI)</b>			
	(A) Items that will not be reclassified subsequently to profit or loss			
	(i) Re-measurement of the Defined Benefit Plans		-2.60	0.53
	(ii) Re-measurement of borrowings and impact of EIR as per Ind As adjustment		0.24	1.33
	<b>Total of Other Comprehensive Income (OCI) (X)</b>		<b>-2.36</b>	<b>1.85</b>
<b>XI</b>	<b>Total Comprehensive Income for the Year (IX+X)</b>		<b>120.78</b>	<b>89.75</b>
<b>XII</b>	<b>Earnings Per Equity Share :</b>	39		
	Basic (in Rs.)		1.39	1.08
	Diluted (in Rs.)		1.39	1.08

Notes

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As per our Report of even date attached

**For Mukund & Rohit**  
**Chartered Accountants**  
**Registration No. 113375W**

sd/-

**Vinay Sehgal**  
**Partner**  
**Membership No: 109802**

**Place: Vadodara**  
**Date : 29.05.2023**

**For & on behalf of the Board**  
**Axel Polymers Limited**

sd/-

**Gaurav Thanky**  
**Managing Director**

sd/-

**Jigardan Gadhvi**  
**Company Secretary**

**Place: Vadodara**  
**Date : 29.05.2023**

sd/-

**A.B.Bodhanwala**  
**Director & CFO**

**AXEL POLYMERS LIMITED**

**Cash Flow Statement As At 31.03.2023**

**Amount in Lakhs**

	Particulars		As At 31st March, 2023	As At 31st March, 2022
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
	Net Profit before tax and extra ordinary items (Including Prior period adjustments)		170.13	134.20
	<b>Adjustments For:</b>			
	Depreciation		54.01	48.06
	Interest expense		315.74	284.16
	Loss on sale of asset		0.14	
	Interest income		(10.55)	(18.00)
	<b>Operating Profit before working capital changes</b>		<b>529.47</b>	<b>448.42</b>
	<b>Adjustment for (increase)/decrease in Operating assets</b>			
	Inventories		(445.95)	(608.06)
	Current Trade Receivables		372.39	184.49
	Non current Trade Receivables		-17.64	23.08
	Loans current as well as non current		-2.06	14.34
	Other Financial Asset-non current		-0.73	5.53
	Advance Income Tax Asset-non current		-0.28	22.07
	Other Financial Asset-current		270.58	12.14
	Advance Income Tax Assets (Net)-current		-4.49	-9.64
	Other current Asset		-87.27	-16.27
	Other non current Asset		0.06	-0.10
	<b>Adjustment for Increase/(Decrease) in Operating Liabilities</b>			
	Provisions Current as well as non current		-3.11	-48.75
	Provision for Tax		6.14	12.52
	Trade Payables-current		-56.60	342.12
	Trade Payables-Non current		-1.56	-17.10
	Other Financial Liability - current		10.07	-17.63
	Other Financial Liability - non current		0.00	0.00
	Other current Liabilities		19.28	-4.68
	<b>Cash Generated From Operations</b>		<b>588.29</b>	<b>342.48</b>
	Net Direct Taxes (Paid)/Refunded		-27.12	-22.26
	<b>Net Cash From Operating Activities</b>	<b>(A)</b>	<b>561.18</b>	<b>320.22</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
	Purchase of Fixed Assets		(167.19)	(36.72)
	Sale of Assets ( Including Profit/loss)		0.03	0.00
	Interest Income		10.55	18.00
	<b>Net Cash From Investing Activities</b>	<b>(B)</b>	<b>(156.61)</b>	<b>(18.72)</b>
<b>C</b>	<b>CASH FLOWS FROM FINANCIAL ACTIVITIES</b>			
	Proceeds from long term borrowings		152.28	8.20
	Proceeds from short term borrowings		(227.46)	(4.69)
	Finance Cost		(315.74)	(284.16)
	<b>Net Cash From Financing Activities</b>	<b>(C)</b>	<b>(390.93)</b>	<b>-280.65</b>
	<b>Net increase/decrease in Cash and equivalents (A)+(B)+(C)</b>	<b>(D)</b>	<b>13.64</b>	<b>20.85</b>
	Opening balance of Cash and Cash equivalents	<b>(E)</b>	93.88	73.04
	<b>Closing balance of Cash and Cash equivalents</b>	<b>(D) +(E)</b>	<b>107.52</b>	<b>93.88</b>
	<b>Cash and cash Equivalents include</b>			
	Cash in hand		24.38	23.70
	Balance with Scheduled Bank			
	- In Current Account		0.00	0.46
	- In Deposit Account		83.14	69.73
	(held as Margin Money having original maturity of less than 12 months)			
			<b>107.52</b>	<b>93.88</b>

**Note :-**

- The Cash Flow Statement has been prepared under the 'Indirect Method' set out in Indian Accounting Standards (Ind AS) - 7 "Statement of Cash Flows"
- Figures of the previous year have been regrouped / reclassified wherever necessary.
- Figures for provision derived after adjustment for Other Comprehensive Income (OCI).

**The accompanying notes 1 to 38 are an integral part of our financial statements**

**For Mukund & Rohit**  
Chartered Accountants  
Registration No. 113375W

**For & on behalf of the Board**  
Axel Polymers Limited

sd/-

sd/-

sd/-

**Vinay Sehgal**  
Partner  
Membership No: 109802

**Gaurav Thanky**  
Managing Director  
DIN: 02565340

**A.B.Bodhanwala**  
Director & CFO  
DIN: 00421362

sd/-  
**Jigardan Gadhvi**  
Company Secretary



**AXEL POLYMERS LIMITED**
**Statement of Changes in Equity for the year ended on 31st March, 2023**
**A. Equity Share Capital:**
**A1. Current Reporting Period : (₹ in Lakhs)**

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
851.67	-	851.67	-	851.67

**A2. Previous Reporting Period : (₹ in Lakhs)**

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
851.67	-	851.67	-	851.67

**B. Other Equity:**
**B1. Current Reporting Period : (₹ in Lakhs)**

Particulars	Share application money pending allotment	Reserves & Surplus				Total
		Securities Premium	Retained Earnings	Remeasurement of defined benefit plan	Other items of Other Comprehensive Income	
Balance at the beginning of the current reporting period	-	244.00	145.92	-3.26	-5.97	380.68
Changes in accounting policy/prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	244.00	145.92	-3.26	-5.97	380.68
Total Comprehensive Income for the current year	-	-	118.42	2.60	-0.24	120.78
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-
<b>Balance at the end of the current reporting period</b>	<b>-</b>	<b>244.00</b>	<b>264.34</b>	<b>(0.66)</b>	<b>(6.21)</b>	<b>501.47</b>

**B2. Previous Reporting Period :****(₹ in Lakhs)**

Particulars	Share application money pending allotment	Reserves & Surplus				Total
		Securities Premium	Retained Earnings	Remeasurement of defined benefit plan	Other items of Other Comprehensive Income	
Balance at the beginning of the current reporting period	-	244.00	53.85	-2.74	-4.65	290.46
Changes in accounting policy/ prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	244.00	53.85	-2.74	-4.65	290.46
Total Comprehensive Income for the current year	-	-	91.61	-0.53	-1.33	89.75
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Any other change (to be specified)	-	-	0.47	-	-	46,791
<b>Balance at the end of the current reporting period</b>	<b>-</b>	<b>244.00</b>	<b>145.92</b>	<b>-3.26</b>	<b>(5.97)</b>	<b>380.68</b>

**As per our Report of even date attached**

**For Mukund & Rohit**  
**Chartered Accountants**  
**Registration No. 113375W**

sd/-

**Vinay Sehgal**  
**Partner**  
**Membership No: 109802**

**Place: Vadodara**  
**Date : 29.05.2023**

**For & on behalf of the Board**  
**Axel Polymers Limited**

sd/-

**Gaurav Thanky**  
**Managing Director**

sd/-

**Jigardan Gadhvi**  
**Company Secretary**

**Place: Vadodara**  
**Date : 29.05.2023**

sd/-

**A.B.Bodhanwala**  
**Director & CFO**

**AXEL POLYMERS LIMITED**

Notes Forming Part of the Balance Sheet as at 31st March, 2023

**3 Property, Plant, Equipment**

(₹ in Lakhs)

Particulars / Assets	PROPERTY, PLANT AND EQUIPMENT																Grand Total	
	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicle	Office Equipment	Others											
							Cylinder	Computers	Data Processing Machines	Air Conditioner	Printer	Mobile Handset	CCTV Camera	Attendance Machine	Electrical installations	Laboratory Equipment		
<b>GROSS BLOCK</b>																		
<b>At 31st March 2021</b>	<b>29.87</b>	<b>244.70</b>	<b>718.05</b>	<b>99.00</b>	<b>36.01</b>	<b>22.37</b>	<b>0.89</b>	<b>12.46</b>	<b>16.85</b>	<b>6.28</b>	<b>0.32</b>	<b>2.77</b>	<b>0.34</b>	<b>0.51</b>	<b>36.11</b>	<b>57.63</b>	<b>1284.16</b>	
Additions	-	-	22.63	1.92	-	-	-	2.04	-	-	-	0.13	-	-	3.37	2.43	<b>32.52</b>	
Deductions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>At 31st March 2022</b>	<b>29.87</b>	<b>244.70</b>	<b>740.68</b>	<b>100.92</b>	<b>36.01</b>	<b>22.37</b>	<b>0.89</b>	<b>14.51</b>	<b>16.85</b>	<b>6.28</b>	<b>0.32</b>	<b>2.90</b>	<b>0.34</b>	<b>0.51</b>	<b>39.48</b>	<b>60.06</b>	<b>1316.68</b>	
Additions	0.00	48.88	113.56	0.00	0.00	0.88	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1.58	164.89	
Deductions/Adjustments	0.00	0.00	0.29	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.29	
<b>At 31st March 2023</b>	<b>29.87</b>	<b>293.58</b>	<b>853.95</b>	<b>100.92</b>	<b>36.01</b>	<b>23.25</b>	<b>0.89</b>	<b>14.51</b>	<b>16.85</b>	<b>6.28</b>	<b>0.32</b>	<b>2.90</b>	<b>0.34</b>	<b>0.51</b>	<b>39.48</b>	<b>61.63</b>	<b>1481.28</b>	
<b>DEPRECIATION</b>																		
<b>At 1st April 2020</b>	-	109.50	581.08	29.03	12.20	15.04	0.57	9.64	16.00	2.20	0.25	0.65	0.00	0.00	27.19	30.77	<b>834.11</b>	
Charge for the year	-	6.94	17.95	4.78	4.10	1.58	0.03	0.66	0.21	0.18	0.01	0.12	0.02	0.07	1.08	4.58	<b>42.33</b>	
Deductions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>At 31st March 2021</b>	-	<b>116.43</b>	<b>599.04</b>	<b>33.82</b>	<b>16.30</b>	<b>16.61</b>	<b>0.60</b>	<b>10.30</b>	<b>16.21</b>	<b>2.38</b>	<b>0.26</b>	<b>0.77</b>	<b>0.02</b>	<b>0.07</b>	<b>28.27</b>	<b>35.36</b>	<b>876.44</b>	
Charge for the year	-	6.94	19.58	7.30	4.10	1.53	0.03	1.18	0.20	0.42	0.01	0.15	0.03	0.10	1.28	3.58	46.42	
Deductions/Adjustments	-	-	-	1.05	-	-	-	0.11	-	0.24	-	-	-	-	-	-	1.41	
<b>At 31st March 2022</b>	-	<b>123.37</b>	<b>618.62</b>	<b>42.17</b>	<b>20.40</b>	<b>18.14</b>	<b>0.63</b>	<b>11.59</b>	<b>16.40</b>	<b>3.04</b>	<b>0.27</b>	<b>0.92</b>	<b>0.06</b>	<b>0.17</b>	<b>29.55</b>	<b>38.93</b>	<b>924.27</b>	
Charge for the year	-	7.09	26.50	7.20	4.10	1.55	0.03	1.06	0.20	0.42	0.01	0.16	0.03	0.10	1.42	3.23	53.07	
Deductions/Adjustments	-	-	0.12	-	-	-	-	-	-	-	-	-	-	-	-	-	0.12	
<b>At 31st March 2023</b>	<b>0.00</b>	<b>130.45</b>	<b>645.00</b>	<b>49.37</b>	<b>24.50</b>	<b>19.69</b>	<b>0.66</b>	<b>12.65</b>	<b>16.60</b>	<b>3.46</b>	<b>0.28</b>	<b>1.08</b>	<b>0.09</b>	<b>0.27</b>	<b>30.97</b>	<b>42.16</b>	<b>977.23</b>	
<b>NET BLOCK</b>																		
<b>At 31st March 2022</b>	<b>29.87</b>	<b>121.34</b>	<b>122.05</b>	<b>58.74</b>	<b>15.61</b>	<b>4.23</b>	<b>0.25</b>	<b>2.92</b>	<b>0.44</b>	<b>3.23</b>	<b>0.06</b>	<b>1.97</b>	<b>0.29</b>	<b>0.34</b>	<b>9.93</b>	<b>21.12</b>	<b>392.41</b>	
<b>At 31st March 2023</b>	<b>29.87</b>	<b>163.13</b>	<b>208.95</b>	<b>51.55</b>	<b>11.51</b>	<b>3.55</b>	<b>0.22</b>	<b>1.86</b>	<b>0.25</b>	<b>2.82</b>	<b>0.05</b>	<b>1.82</b>	<b>0.25</b>	<b>0.24</b>	<b>8.51</b>	<b>19.47</b>	<b>504.06</b>	

**AXEL POLYMERS LIMITED**

Notes Forming Part of the Balance Sheet as at 31st March, 2023

**4 Goodwill & Other Intangible Assets****(₹ in Lakhs)**

Particulars /Assets	Intangible Assets		Total
	Goodwill	Software	
<b>GROSS BLOCK</b>			
<b>At 1st April 2021</b>	374.87	-	374.87
Additions	-	4.20	4.20
(Deductions)/Adjustments	-	-	0.00
<b>At 31st March 2022</b>	<b>374.87</b>	<b>4.20</b>	<b>379.07</b>
Additions	-	2.30	2.30
(Deductions)/Adjustments	-	0.00	0.00
<b>At 31st March 2023</b>	<b>374.87</b>	<b>6.50</b>	<b>381.37</b>
<b>DEPRECIATION</b>			
<b>At 1st April 2021</b>	-	-	-
Charge for the year	-	0.23	0.23
(Deductions)/Adjustments	-	-	0.00
<b>At 31st March 2022</b>	<b>0.00</b>	<b>0.23</b>	<b>0.23</b>
Charge for the year	-	0.94	0.94
(Deductions)/Adjustments	-	-	0.00
<b>At 31st March 2023</b>	<b>0.00</b>	<b>1.16</b>	<b>1.16</b>
<b>NET BLOCK</b>			
At 31st March 2022	374.87	3.97	378.84
<b>At 31st March 2023</b>	<b>374.87</b>	<b>5.34</b>	<b>380.20</b>

5 Non current Financial Asset

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Trade Receivable:</b>		
Secured, Considered Good :	-	-
Unsecured, Considered Good:	244.73	224.00
Less : Provision for Bad Debts	-2.43	0.00
Unsecured, Considered Good (Net)	242.30	224.00
Having significant increase in credit risk	2.81	3.46
Credit impaired	-	-
<b>Total</b>	<b>245.11</b>	<b>227.47</b>

Trade Receivable Ageing:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	744.89	21.98	10.30	10.43	130.61	918.21
<i>(Previous year)</i>	<i>1124.17</i>	<i>15.10</i>	<i>1.23</i>	<i>2.59</i>	<i>126.79</i>	<i>1269.87</i>
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	2.81	2.81
<i>(Previous year)</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>3.14</i>	<i>0.32</i>	<i>3.46</i>
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
<i>(Previous year)</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
(iv) Disputed Trade Receivables–considered good	-	-	-	-	93.40	93.40
<i>(Previous year)</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>93.40</i>	<i>93.40</i>
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
<i>(Previous year)</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<i>(Previous year)</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
<b>Total</b>	<b>744.89</b>	<b>21.98</b>	<b>10.30</b>	<b>10.43</b>	<b>226.82</b>	<b>2381.15</b>
Total (Previous year)	1124.17	15.10	1.23	5.73	220.50	1366.73

6 Loans

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Loans &amp; Advances</b>		
MAT credit entitlement	31.14	47.61
Loan to employees	3.75	0.00
<b>Total</b>	<b>34.89</b>	<b>47.61</b>

7 Other Financial Assets

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Gold Coins 5 gms	0.11	0.11
Security Deposit	18.09	18.09
Vadodara Stock Exchange Ltd.	1.55	1.55
Advance To Suppliers	1.30	0.57
<b>Total</b>	<b>21.06</b>	<b>20.33</b>

8 Non-Current Tax Assets (Net)

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
TDS Receivable	8.81	8.53
<b>Total</b>	<b>8.81</b>	<b>8.53</b>

9 Deferred Tax Assets (Net)

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Deferred Tax Asset	0.00	0.00
Deferred Tax Liability	23.80	18.24
<b>Total</b>	<b>23.80</b>	<b>18.24</b>

10 Other Non current Asset

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Capital Advance	29.55	29.55
Trust - Ggca Axel Polymers Ltd.	0.14	0.20
<b>Total</b>	<b>29.69</b>	<b>29.75</b>

11 Inventories

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Raw Material	2165.61	1599.28
Work in Process	53.43	80.26
Finished Goods	995.41	1087.89
Consumables	58.34	59.40
<b>Total</b>	<b>3272.79</b>	<b>2826.83</b>

**12 Non current Financial Asset**

(₹ in Lakhs)

Particulars	As at	
	31st March, 2023	31st March, 2022
<b>Trade Receivable:</b>		
Secured, Considered Good :	-	-
Unsecured, Considered Good:	766.87	1139.26
Having significant increase in credit risk	-	-
Credit impaired	-	-
<b>Total</b>	<b>766.87</b>	<b>1139.26</b>

\* Refer Note 5.1 for Trade Receivable Aging

**13 Cash and cash equivalents**

(₹ in Lakhs)

Particulars	As at	
	31st March, 2023	31st March, 2022
Cash in Hand	24.38	23.70
Other (margin money)	83.14	69.73
Balances with banks	-	0.46
<b>Total</b>	<b>107.52</b>	<b>93.88</b>

**14 Current - Financial Asset -Loans**

(₹ in Lakhs)

Particulars	As at	
	31st March, 2023	31st March, 2022
Loans To Employees	4.13	5.82
<b>Total</b>	<b>4.13</b>	<b>5.82</b>

**15 Other Financial Assets**

(₹ in Lakhs)

Particulars	As at	
	31st March, 2023	31st March, 2022
Interest Receivable	24.62	51.17
Receivable from NBFC	0.40	0.57
Fixed Deposits with Bank (Collateral Security Deposit (For CC Limit)	0.00	243.86
<b>Total</b>	<b>25.02</b>	<b>295.60</b>

**16 Advance Income Tax Assets (Net)**

(₹ in Lakhs)

Particulars	As at	
	31st March, 2023	31st March, 2022
TDS Receivable	15.82	11.29
<b>Total</b>	<b>15.82</b>	<b>11.29</b>

**17 Other Current Asset**

(₹ in Lakhs)

Particulars	As at	
	31st March, 2023	31st March, 2022
Balances with statutory/Government authorities	2.12	2.09
Pre paid Expenses	19.04	2.83
GST Credit	16.23	32.18
Export Incentive Receivable	0.50	0.64
Advances to Suppliers	107.87	20.75
<b>Total</b>	<b>145.75</b>	<b>58.49</b>

**19 Other Equity**

(₹ in Lakhs)

Particulars	As at	
	31st March, 2023	31st March, 2022
Share Premium	244.00	244.00
Retained Earnings	145.92	54.31
Income for the year	118.42	91.61
Other Comprehensive Income	(6.87)	(9.24)
<b>Total</b>	<b>501.47</b>	<b>380.68</b>

**Computation of Other Equity**

(₹ in Lakhs)

Particulars	
<b>Total Balance as at 31st March, 2021</b>	<b>46.46</b>
Add: Effect of Re-measurement of the Defined Benefit Plans given in Retained Earning	0.53
Add: Rectification on account of Fixed Assets given in Retained Earning	-0.06
Profit for the Year	91.61
Other Comprehensive Income for the Year (net of Tax)	1.85
<b>Total Comprehensive Income for the Year</b>	<b>89.75</b>
Balance as at 31st March, 2022	145.92
Balance of OCI as at 31st March, 2022	(9.24)
<b>Total Balance as at 31st March, 2022</b>	<b>136.68</b>
Add: Effect of Re-measurement of the Defined Benefit Plans given in Retained Earning	-2.60
Profit for the Year	118.42
Other Comprehensive Income for the Year (net of Tax)	-2.36
<b>Total Comprehensive Income for the Year</b>	<b>120.78</b>
Balance as at 31st March, 2023	264.34
Balance of OCI as at 31st March, 2023	(6.87)
<b>Total Balance as at 31st March, 2023</b>	<b>257.47</b>

**20 Borrowing**

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Bank of Baroda - Star GECL 1	19.44	66.09
Bank of Baroda - Star GECL 2	11.48	88.40
Bank of Baroda - Star GECL 3	75.56	85.00
Bank of Baroda - Star GECL 4	94.44	100.00
Loans from Banks/ NBFC	-	6.70
BOB term Loan	139.68	0.00
( Amount sanctioned by the bank Rs.200 lacs for financing purchase of Machine parts for plant redo and renovation to build up fixed assets Tenure: 72 months (including moratorium of 12 months Interest Rate : BRLLR +1% p.a + SP 0.25% = 10.25% at present with monthly rests Security : Exclusive hypothecation charge on Hypothecation of Plant, machinery, Furniture, Electrical Installation, Equipments, Misc. Fixed Assets and other movable fixed assets of the firm both present and future)		
Unsecured loans from Directors (Refer to note no. 37 (i))	306.38	148.28
<b>Total</b>	<b>646.98</b>	<b>494.46</b>

**21 Trade Payables**

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Trade Creditors		
-total outstanding dues of micro enterprises and small enterprises *	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	1.56
<b>Total</b>	<b>-</b>	<b>1.56</b>

**F.Y. 2022-23**

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not Due	
(i)MSME	328.74	-	-	-	-	328.74
(ii)Others	1228.89	-	-	-	-	1228.89
(iii) Disputed dues – MSME	2.72	-	-	-	-	2.72
(iv) Disputed dues - Others	-	-	-	-	-	0.00
<b>Total</b>	<b>1560.35</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1560.35</b>

**F.Y. 2021-22**

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not Due	
(i)MSME	227.48	0.00	-	-	-	227.48
(ii)Others	1389.47	0.00	1.56	-	-	1391.03
(iii) Disputed dues – MSME	-	-	-	-	-	0.00
(iv) Disputed dues - Others	-	-	-	-	-	0.00
<b>Total</b>	<b>1616.95</b>	<b>0.00</b>	<b>1.56</b>	<b>-</b>	<b>-</b>	<b>1618.51</b>

**22 Provision**

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for Gratuity (Refer Note 43)	4.20	7.37
Provision for Income Tax	-	0.00
<b>Total</b>	<b>4.20</b>	<b>7.37</b>

**23 Borrowing**

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Bank Cash Credit (Secured by Hypothecation of entire current assets of the company eg. Stock, Book debts, other current assets lying in factory, office premises, godown and elsewhere in both present and future & Equitable Mortgage of Land & Building, Plant & Machinery & Personal Properties of Directors and Personal Guarantees of Directors carries interest rate @ 10.40% p.a.)	1702.81	1936.77
Bank of Baroda - Star GECL 1	46.65	46.65
Bank of Baroda - Star GECL 2	84.00	64.98
Bank of Baroda - Star GECL 3	9.44	0.00
Bank of Baroda - Star GECL 4	5.56	0.00
BOB term Loan	16.67	0.00
Loans from NBFC & Banks	6.87	51.06
<b>Total</b>	<b>1872.00</b>	<b>2099.46</b>

**24 Trade Payables**

Particulars	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Trade Creditors		
-total outstanding dues of micro enterprises and small enterprises	328.74	227.48
-total outstanding dues of creditors other than micro enterprises and small enterprises	1228.89	1389.47
<b>Total</b>	<b>1557.63</b>	<b>1616.95</b>

**F.Y. 2022-23**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not Due	
(i)MSME	328.74	-	-	-	-	328.74
(ii)Others	1228.89	-	-	-	-	1228.89
(iii) Disputed dues – MSME	2.72	-	-	-	-	2.72
(iv) Disputed dues - Others	-	-	-	-	-	0.00
<b>Total</b>	<b>1560.35</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1560.35</b>

**F.Y. 2021-22**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not Due	
(i)MSME	227.48	0.00	-	-	-	227.48
(ii)Others	1389.47	0.00	1.56	-	-	1391.03
(iii) Disputed dues – MSME	-	-	-	-	-	0.00
(iv) Disputed dues - Others	-	-	-	-	-	0.00
<b>Total</b>	<b>1616.95</b>	<b>0.00</b>	<b>1.56</b>	<b>-</b>	<b>-</b>	<b>1618.51</b>

**25 Other Financial liabilities**

Particulars	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Reimbursement Of Expenses	0.53	1.10
Advance from Customer	3.48	0.16
Provision - Expenses	31.30	23.99
<b>Total</b>	<b>35.31</b>	<b>25.24</b>

**26 Other Current Liabilities**

Particulars	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Statutory Liabilities	33.21	13.92
<b>Total</b>	<b>33.21</b>	<b>13.92</b>

**27 Provisions**

Particulars	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Provision for Gratuity (Refer Note 43)	4.35	4.30
<b>Total</b>	<b>4.35</b>	<b>4.30</b>

**28 Current Tax Liabilities (Net)**

Particulars	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Provision for Income Tax	28.40	22.26
<b>Total</b>	<b>28.40</b>	<b>22.26</b>



18 Share Capital

	Particulars	As at 31st March, 2023		As at 31st March, 2022	
		No. of Shares	(₹ in Lakhs)	No. of Shares	(₹ in Lakhs)
a	<b>AUTHORISED SHARE CAPITAL :</b> 1,60,00,000 Equity Shares of `10/- each (P.Y. 1,60,00,000 Equity Shares of `10/- each)	1,60,00,000	1600.00	1,60,00,000	1600.00
	<b>ISSUED ,SUBSCRIBED &amp; PAID UP CAPITAL :</b> 85,16,680 Equity Shares of `10/- each (P.Y. 85,16,680 Equity Shares of `10/- each)	85,16,680	851.67	85,16,680	851.67
b	<b>Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:</b>				
	Particulars	No. of Shares	(₹ in Lakhs)	No. of Shares	(₹ in Lakhs)
	<b>Equity Shares with voting rights</b>				
	Shares Outstanding at the beginning of the year	85,16,680	851.67	85,16,680	851.67
	Add: Shares issued during the year	-	-	-	-
	Less: Shares bought back during the year	-	-	-	-
	<b>Closing Balance</b>	<b>85,16,680</b>	<b>851.67</b>	<b>85,16,680</b>	<b>851.67</b>
	<b>Shareholders holding exceeding 5% shares</b>				
	Particulars	No. of Shares	%	No. of Shares	%
	Gaurav Thanky	36,10,025	42.39	36,10,025	42.39
	Aarasp Bejan Bodhanwala	9,87,020	11.59	9,87,020	11.59

S. No	Promoter name	Shares held by promoters & Promotor Group at 31.03.2023		Change during the year		Shares held by promoters & Promotor Group at 31.03.2022	
		No. of Shares	% of total shares	No. of Shares	% Change during the year	No. of Shares	% of total shares
1	Gaurav Surendrakumar Thanky	36,10,025	42.39	0	0.00	36,10,025	42.39
2	Aarasp Bejan Bodhanwala	9,87,020	11.59	0	0.00	9,87,020	11.59
3	Dhara Gaurav Thanky	2,22,571	2.61	0	0.00	2,22,571	2.61
4	Minnie Aarasp Bodhanwala	1,20,100	1.41	0	0.00	1,20,100	1.41
5	Bejan Kavasji Bodhanwala	100	0	0	0.00	100	0
6	Tehmi Bejan Bodhanwala	100	0	0	0.00	100	0
7	Tinaz Aarasp Bodhanwala	67,400	0.79	0	0.00	67,400	0.79
8	Balwant Gordhanbhai Patel	0	0	0	0.00	0	0
9	Patel Devendra Manji	1,03,700	1.22	0	0.00	1,03,700	1.22
10	Mahendrakumar Patel	47,800	0.56	0	0.00	47,800	0.56
11	Ram Trivedi	31,500	0.37	0	0.00	31,500	0.37
12	Devshi Arajan Kanbi	20,000	0.23	0	0.00	20,000	0.23
13	Ramji Manji Kerai	20,000	0.23	0	0.00	20,000	0.23
14	Jayraj M. Bhadranwala	9,800	0.12	0	0.00	9,800	0.12
15	Navin Patel	9,800	0.12	0	0.00	9,800	0.12
16	Rameshchandra Sanghvi	4,900	0.06	0	0.00	4,900	0.06
17	Namrata Pravin Joshi	4,505	0.05	0	0.00	4,505	0.05
18	Vatsalya Surendrakumar Thanky	4,505	0.05	0	0.00	4,505	0.05
19	Mukesh C Patel	2,500	0.03	0	0.00	2,500	0.03
20	Hemendra S Patel	1,700	0.02	0	0.00	1,700	0.02
21	A.J.Desai	800	0.01	0	0.00	800	0.01
22	Ishwarbhai D Patel	800	0.01	0	0.00	800	0.01
23	Kanubhai C Patel	600	0.01	0	0.00	600	0.01
24	Vikrambhai H Patel	400	0	0	0.00	400	0
25	Jitesh R Desai	400	0	0	0.00	400	0
26	Hasmukhbhai M Patel	200	0	0	0.00	200	0
27	Amita J Desai	100	0	0	0.00	100	0
28	Ashwinbhai T Patel	100	0	0	0.00	100	0
29	Thakurbhai D Patel	100	0	0	0.00	100	0
	<b>Total Holding of the Promoter &amp; Promoter Group</b>	<b>52,71,526</b>	<b>61.90</b>	<b>0</b>	<b>0</b>	<b>52,71,526</b>	<b>61.90</b>
	<b>Total Holding of the Company</b>	<b>85,16,680</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>85,16,680</b>	<b>100</b>

**29 Revenue from Operations** (₹ in Lakhs)

Particulars	2022-23	2021-22
Sale of Products (Refer to note no. 37 (i))	8316.07	7088.16
Sale of Services & Commission Income	202.46	203.31
<b>Total</b>	<b>8518.54</b>	<b>7291.46</b>

**30 Other Income** (₹ in Lakhs)

Particulars	2022-23	2021-22
Provision written back	-	35.16
Interest Income	10.55	18.00
Discount and Kasar	13.19	0.00
Foreign Exchange gain	0.20	0.64
Other Income	0.02	0.00
Duty Drawback / Export Incentive	3.69	1.45
<b>Total</b>	<b>27.65</b>	<b>55.25</b>

**31 Cost of Materials Consumed** (₹ in Lakhs)

Particulars	2022-23	2021-22
Opening Stock	1599.28	868.86
Add; Purchases (Refer to note no. 37 (i))	7797.80	6802.16
<b>Total</b>	<b>9397.09</b>	<b>7671.02</b>
Less : Closing Stock	2165.61	1599.28
<b>Raw Material Consumed</b>	<b>7231.48</b>	<b>6071.73</b>

**32 Changes in inventory of finished goods & work-in-process** (₹ in Lakhs)

Particulars	2022-23	2021-22
Closing Stock of :		
Finished Goods	995.41	1087.89
Work in Process	53.43	80.26
<b>Total (A)</b>	<b>1048.84</b>	<b>1168.15</b>
Opening Stock of :		
Finished Goods	1087.89	1229.70
Work in Process	80.26	51.22
<b>Total (B)</b>	<b>1168.15</b>	<b>1280.93</b>
(Increase)/Decrease in Stock (B-A)	119.31	112.78
<b>Changes in inventory of finished goods &amp; work-in-process</b>	<b>119.31</b>	<b>112.78</b>

**33 Employees benefits** (₹ in Lakhs)

Particulars	2022-23	2021-22
Salary, Wages, Allowances & other benefits (Amount includes Director's remuneration and perquisite payable for Current year Rs.126.00 Lakhs and for previous year Rs.116.92 Lakhs) (Refer to note no. 37 (i))	350.64	332.97
Contribution to Provident fund and other funds	15.55	24.44
Staff Welfare Expenses	0.05	0.28
<b>Total</b>	<b>366.25</b>	<b>357.70</b>

**34 Finance Costs**

(₹ in Lakhs)

Particulars	2022-23	2021-22
Interest on Borrowings	281.72	268.30
Bank charges	20.17	6.44
LC Opening/retirement/Discounting Charges	13.86	9.41
<b>Total</b>	<b>315.74</b>	<b>284.16</b>

**35 Other Expenses**

(₹ in Lakhs)

Particulars	2022-23	2021-22
<b>Manufacturing Expenses</b>		
Power & Fuel	49.56	77.29
Repairs & Maintenance to Plant & Machinery	13.64	16.72
Factory Expense	2.14	2.26
Consumption of Store & Spares	8.66	26.71
<b>Administrative &amp; Others Expenses</b>		
Clearing, Forwarding & Freight Charges	62.11	64.76
Insurance	7.54	8.26
Interest to Others	-	0.01
Interest on TDS/TCS	0.09	0.01
Interest on Income Tax	0.00	-
<b>Payment to Auditor:</b>		
- For Audit Fees	3.50	3.50
Rates & Taxes	1.31	0.29
Repairs & Maintenance to Others	2.97	2.60
Foregin Exchange Loss	-	0.94
Other Expenses *	137.75	134.75
<b>Total</b>	<b>289.27</b>	<b>338.09</b>

\* (Includes Rent to Director of 42.00 Lakhs in CY and in PY of Rs. 36.00 Lakhs)(Refer to note no. 37 (i))

\* None of the item of Other Expenses individually account for more than Rs. One lac or 1% of revenue from operations which ever is higher.

**36 Financial Ratios**

No	Ratio	Numerator	Denominator	2022-23	2021-22	% change	Justification for Change
1	Current Ratio	Current Assets	Current Liabilities	1.23	1.17	-4.78	-
2	Debt Equity Ratio	Total Debt (represents lease liabilities)	Shareholder's Equity	1.86	1.98	6.20	-
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	1.47	0.98	-50.46	-
4	Return on Equity Ratio	EAT / PAT	Equity Share capital Add: Reserves and Surplus	8.75	7.43	-17.73	-
5	Finished Goods or Stock Turnover Ratio	Revenue	Average Inventory	2.48	2.89	14.10	-
6	Debtors Turnover Ratio	Revenue	Average Trade Receivable	7.16	4.96	-44.40	The company is under the process of recovering amount from debtors.
7	Creditors Turnover Ratio	Purchases of Material and other Services	Average Trade Payables	4.91	4.67	-5.05	-
8	Net Capital Turnover Ratio	Revenue	Average Working Capital	11.72	12.56	6.70	-
9	Net profit Ratio	Net Profit	Revenue	1.99	1.84	-8.16	-
10	Return On Investment (ROI) Or Return On Capital Employed (ROCE)	Income generated from investments	Time weighted average investments	NA	NA	NA	-

**Note 37 :**
**i. Disclosure of related party transaction as required by IND AS – 24 Related Party Disclosure:**

Relationship	Name
Managing Director & Chairman	Mr Gaurav Thanky
Non-Executive Director	Dr M.A. Bodhanwala
Director & CFO (KMP)	Mr. A.B. Bodhanwala
Relative of Managing Director	Mrs. Dhara Thanky
Firm in which KMP is substantially interested	V R Industries

Note: Related parties and these relationships are as identified by Management and relied upon by the auditors.

(₹ in Lakhs)

Transactions with Key Personnel during the year:			
Particulars	Nature of Payment	2022-23	2021-22
B.K. Bodhanwala	Managerial Remuneration	-	1.50
	Guarantees given	-	1124.95
	Loan Taken	56.20	-
	Loan repaid	56.20	30.04
	Closing Balance of unsecured loan	-	-
A.B. Bodhanwala	Managerial Remuneration	24.00	24.00
	Other Perquisites	-	0.05
	Loan Given	47.26	3.30
	Loan Received Back	47.26	16.99
	Loan Taken	-	2.32
	Loan Given Back	-	6.20
	Guarantees given	27.77	1124.95
	Closing Balance of unsecured loan	-	-
Remuneration Payable	-	1.80	
M.A. Bodhanwala	Guarantees Given	-	1124.95
Gaurav Thanky	Managerial Remuneration	102.00	91.38
	Rent Paid	42.00	36.00
	Loan Taken	218.00	116.88
	Loan repaid	59.90	89.87
	Guarantees given	27.77	2923.95
	Closing Balance of unsecured loan	306.38	148.28
	Remuneration Payable	5.76	-
Dhara Thanky	Managerial Remuneration	-	12.75
	Guarantees given	112.30	-
V.R. Industries	Sales of goods	-	48.73
	Purchase of goods	643.94	966.84
	Guarantees given	76.10	-
	Closing balance on account of Sales	-	-
	Closing balance on account of Purchase	4.31	-

**AXEL POLYMERS LIMITED**  
**Notes to Financial Statements for the year ended 31st March, 2023**

**ii. (a) CIF Value of Imports :** (₹ in Lakhs)

Particulars	2022-23	2021-22
CIF Value of Imports	322.01	193.70

**ii. (b) CIF Value of Exports :**

Particulars	2022-23	2021-22
CIF Value of Exports	141.93	115.77

**iii. (a) Expenditure in Foreign Currency incurred during the year:**

Particulars	2022-23	2021-22
Imports from Asian Countries	322.01	193.70
Commission Paid	0.00	6.37

**iii. (b) Earnings in Foreign Currency incurred during the year:**

Particulars	2022-23	2021-22
Export to Asian Countries	141.93	115.77

**iii. (c) Particulars Of Unhedged Foreign Currency Exposure :-**

Particulars	2022-23	2021-22
Imports trade payable under LC	57.54	44.69
<b>Liabilities:</b>		
Trade Payables		
Against Letter of Credit (USD)	0.70	0.59
<b>Assets:</b>		
Trade Receivables	0.00	0.00

**iv. Contingent Liabilities:**

Particulars	2022-23	2021-22
	-	-

**v. Capital Commitments:**

Particulars	As at 31.03.2023	As at 31.03.2022
Capital Commitments by the company	101.81	0.00

**38 Financial instruments Disclosure****A Capital Management**

The Company's objective when managing capital is to:

1. Safeguard its ability to continue as going concern so that the Company is able to provide maximum return to shareholders and benefits for other stakeholders; and
2. Maintain an optimal capital structure to

**Gearing Ratio**

The gearing ratio at end of the reporting period is as follows.

Particulars	(₹ in Lakhs)	
	As at 31 March, 2023	As at 1st April, 2022
Debt	2212.59	2445.64
Total Equity	1353.13	1232.35
Debt to Equity Ratio	1.64	1.98
1. Debt is defined as all Long Term Debt outstanding + Current Maturity outstanding in lieu of Long Term Debt.		
2. Equity is defined as Equity Share Capital + Other Equity		

**B Categories of Financial Instruments**

Particulars	(₹ in Lakhs)	
	As at 31 March, 2023	As at 1st April, 2022
<b>Financial Assets</b>		
<b>Measured at amortised cost</b>		
(a) Trade and other receivables	1011.98	1366.73
(b) Cash and cash equivalents	107.52	93.88
(c) Other Bank balances	-	-
(d) Loans	4.13	5.82
(e) Other Financial Assets	186.59	365.38
<b>Financial Liabilities</b>		
<b>Measured at amortised cost</b>		
(a) Borrowings	1872.00	2099.46
(b) Trade Payables	1560.35	1616.95
(c) Other Financial Liabilities	101.27	65.72

**C Financial Risk management objectives**

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management policies act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management. Risks are identified through a formal risk management programme with active involvement of senior management personnel and business managers. The Company has in place risk management processes in line with the Company's policy. Each significant risk has designated 'owner' within the Company at an appropriate senior level. The potential financial impact of the risk and its likelihood of a negative outcome are regularly updated.

The risk management process is coordinated by the Management Assurance function and is regularly reviewed by the Company's Audit Committee. The Audit Committee is aided by the CFO Committee and the Risk Management Committee, which meets regularly to review risks as well as the progress against the planned actions. Key business decisions are discussed at the periodic meetings of the CFO Committee and the Executive Committee. The overall internal control environment and risk management programme including financial risk management is reviewed by the Audit Committee on behalf of the Board.

**Liquidity Risk management**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are required to be settled by delivering cash or another financial asset. The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. The management prepares annual budgets for detailed discussion and analysis of the nature and quality of the assumption, parameters etc.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

(₹ in Lakhs)

Particulars	Less than 1 year	Between 1 and 5 years	More than 5 years	Total
<b>As at 31st March, 2023</b>				
<b>Non - Current Financial Liabilities</b>				
Borrowings	-	646.98	-	646.98
Other Financial Liabilities	-	28.00	-	28,00,310
	-	674.98	-	674.98
<b>Current Financial Liabilities</b>				
Borrowings	1872.00	-	-	1872.00
Trade Payables	1560.35	-	-	1560.35
Other Financial Liabilities	101.27	-	-	101.27
	3533.61	-	-	3533.61
<b>Total Financial Liabilities</b>	3533.61	674.98	-	4208.59
<b>As at 01st April, 2022</b>				
<b>Non - Current Financial Liabilities</b>				
Borrowings	-	494.46	-	494.46
Other Financial Liabilities	-	27.17	-	27.17
	-	521.63	-	521.63
<b>Current Financial Liabilities</b>				
Borrowings	2099.46	-	-	2099.46
Trade Payables	1616.95	-	-	1616.95
Other Financial Liabilities	65.72	-	-	65.72
	3782.13	-	-	3782.13
<b>Total Financial Liabilities</b>	3782.13	521.63	-	4303.77

**39 Earnings per Equity share**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Profit After Tax for the year attributable to equity shareholders	118.42	91.61
Weighted average number of Equity shares	85,16,680	85,16,680
<b>Basic and Diluted earnings per equity shares (Rs.)</b>	<b>1.39</b>	<b>1.08</b>



**AXEL POLYMERS LIMITED****Notes to Financial Statements for the year ended 31st March, 2023****44 Employee Benefits**

As per the IND AS -19 "Employee Benefits", the disclosure as defined are given below:

**Defined Benefit Plan****I) Reconciliation of opening and closing balances of Defined Benefit Obligation****Amount in Lakhs**

Particulars	Gratuity	
	2022-23	2021-22
Defined Benefit obligation at the beginning of the year	40.21	30.59
Current Service Cost	4.33	9.70
Interest Cost	2.51	1.80
Actuarial Gain / (Loss)	-2.29	1.07
Past Service cost	-	-
Benefits paid	-	-2.96
<b>Defined Benefit obligation at the end of the year</b>	<b>44.75</b>	<b>40.21</b>

**II) Reconciliation of plan assets**

Particulars	Gratuity	
	2022-23	2021-22
Fair Value of Plan Assets at the beginning of the year	28.54	13.14
Interest Income	1.85	0.78
Return on Plan Assets	0.31	0.54
Actuarial Gain / (Loss)	-	-
Employer Contribution	5.50	17.04
Benefits paid	-	-2.96
<b>Fair value of Plan Assets at year end</b>	<b>36.20</b>	<b>28.54</b>

**III) Reconciliation of fair value of Assets and Obligation**

Particulars	Gratuity	
	2022-23	2021-22
Fair Value of Plan Assets	-36.20	-28.54
Present value of funded obligation	44.75	40.21
Amount recognized in Balance Sheet (Surplus / (Deficit))	<b>8.56</b>	<b>11.67</b>

**IV) Reconciliation of Net Defined Benefit Liability/(Assets)**

Particulars	Gratuity	
	2022-23	2021-22
Net opening provision in books of accounts	11.67	17.45
Employee Benefit Expense	4.99	10.73
Amounts recognized in Other Comprehensive (Income) / Expense	-2.60	0.53
	14.06	28.71
Benefits paid by the Company	0.00	0.00
Contributions to plan assets	-5.50	-17.04
<b>Closing provision in books of accounts</b>	<b>8.56</b>	<b>11.67</b>

**V) Expenses recognized during the year**

Particulars	Gratuity	
	2022-23	2021-22
Current Service Cost	4.33	9.70
Interest Cost	0.66	1.02
Past Service Cost and Loss (Gain) on curtailment and settlement	-	-
Total included in "Employee Benefit Expenses"	4.99	10.73

**V) Other Comprehensive Income for the period**

Particulars	Gratuity	
	2022-23	2021-22
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	-2.02	-1.20
Due to change in demographic assumption	-	-
Due to experience adjustments	-0.27	2.27
Return on plan assets excluding amounts included in interest income	-0.31	-0.54
Amounts recognized in Other Comprehensive (Income) / Expense	-2.60	0.53

**VI) Actuarial assumption**

Particulars	Gratuity	
	2022-23	2021-22
Discount Rate	7.45% p.a.	6.90% p.a.
Salary Growth Rate	7.00% p.a.	7.00% p.a.
Withdrawal Rates	10% at younger ages reducing to 2% at older ages	10% at younger ages reducing to 2% at older ages

**VII) Sensitivity Analysis**

Particulars	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	Increase	Decrease	Increase	Decrease
Change in Discounting Rate (delta effect of +/-0.5%)	43.05	46.59	38.60	41.94
Change in Salary Growth Rate (delta effect of +/-0.5%)	46.42	43.21	41.78	38.74
Change in Withdrawal rate (delta effect of +/-0.1%)	44.87	44.63	40.23	40.17

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.

Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously.

The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

**40 Imported and indigenous Purchases**

(₹ in Lakhs)

Particulars	For the year ended 31st March 2023		For the year ended 31st March 2022	
	Value	%	Value	%
<b>Raw materials and packing material</b>				
Imported	3,22,00,767	4%	1,93,69,698	3%
Indigenous	74,35,75,641	96%	65,50,67,257	97%
<b>Total</b>	<b>77,57,76,408</b>	<b>100%</b>	<b>67,44,36,955</b>	<b>100%</b>
<b>Stores and spares</b>				
Imported	-	-	-	-
Indigenous	7,59,735	100%	17,12,099	100%
<b>Total</b>	<b>7,59,735</b>	<b>100%</b>	<b>17,12,099</b>	<b>100%</b>

**41 Segment Reporting**

The Company is predominantly engaged in manufacturing Compounds, Blends and Alloys of Engineering, Specialty and Commodity Polymers, thus operates in a single business segment. The Company is operating in India, which is considered as single geographical segment. Accordingly, no disclosure is required under Ind AS 108.

**42** The Company has used the borrowings from Banks and Financial Institutions for the Specific purpose for which it was taken at the Balance Sheet date.

**43 Additional Regulatory Information**
**a. Benami Property:**

No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**b. Relationship With Struckoff Companies:**

Management has represented that it does not have any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

**c. Wilful Defaulter**

Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

**d. Registration of charges or satisfaction with registrar of Companies**

The Company has complied with registration of charges on secured borrowings from bank. No charge or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.

**e.** The Company have not traded or invested in Crypto currency or Virtual Currency during the year.

**f.** The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

**g.** The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

**h.** The Company do not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

**i.** The company has granted advances in the nature of loan of Rs. 47.26 Lakhs during the year to directors that are repayable on demand without specifying any terms or period of repayment. However the same is received back and amount outstanding as on 31st March 2023 is NIL.

**j.** Compliance with number of layers of the companies as per section 2(87) of the Companies Act read with Companies (Restriction on number of Layers) Rules 2017 is not required as the Company has no investment in any entity at any point of time during the year.

**k.** The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) neither in current year nor in previous year.

**AXEL POLYMERS LIMITED****Notes to Financial Statements for the year ended 31st March, 2023**

- 45 The Company has obtained borrowings from banks on the basis of security of current assets and has filed quarterly returns or statements with the banks which are in agreement with the books of accounts for year ended March 31, 2023 and March 31, 2022 other than those as set out below:

Aggregate working capital limits sanctioned :

Quarter ended	Amount disclosed as per quarterly return/ statement	Amount as per books of account	Difference	Reason for variance
<b>June-2022</b>	<b>3651.30</b>	<b>3652.24</b>	<b>-0.95</b>	Adjustment / Changes in Debtors & Stock
<i>June-2021</i>	<i>3099.94</i>	<i>2853.28</i>	<i>246.67</i>	
<b>September-2022</b>	<b>3842.23</b>	<b>3935.24</b>	<b>-93.02</b>	
<i>September-2021</i>	<i>3013.09</i>	<i>3008.21</i>	<i>4.88</i>	
<b>December-2022</b>	<b>3557.96</b>	<b>3564.04</b>	<b>-6.08</b>	
<i>December-2021</i>	<i>3081.56</i>	<i>3043.24</i>	<i>38.31</i>	
<b>March-2023</b>	<b>4012.83</b>	<b>3998.87</b>	<b>13.96</b>	
<i>March-2022</i>	<i>3927.41</i>	<i>3906.51</i>	<i>20.90</i>	

- 46 Lease payments are recognized in the Statement of Profit and Loss as Rent Expense in "Other Expenses" under Note- 35.
- 47 Additional Information pursuant to Provisions of Paragraph 6 of Part I of Schedule III and Paragraph 5 of Part II of Schedule III to the Companies Act, 2013 has been furnished to the extent applicable in view of the nature of business of the Company.
- 48 The outstanding balances of Trade Payables, Unsecured Loans, Trade Receivables, Deposits and Loans & Advances are subject to confirmation.
- 49 Wherever Supporting were not available for verification, same are accepted on being approved by the management.
- 50 Previous year's figures have been regrouped wherever necessary to make them comparable with those of the current year.

**For Mukund & Rohit**  
**Chartered Accountants**  
**Registration No. 113375W**

sd/-

**Vinay Sehgal**  
**Partner**  
**Membership No: 109802**

**Place: Vadodara**  
**Date : 29.05.2023**

**For & on behalf of the Board**  
**Axel Polymers Limited**

sd/-

**Gaurav Thanky**  
**Managing Director**

sd/-  
**Jigardan Gadhvi**  
**Company Secretary**

**Place: Vadodara**  
**Date : 29.05.2023**

sd/-

**A.B.Bodhanwala**  
**Director & CFO**



## AXEL POLYMERS LIMITED

CIN: L25200GJ1992PLC017678

**Registered Office:** 309, Mokshi, Sankarda - Savli Road, Tal. Savli, Dist. Vadodara – 391780.

**Corporate Office:** B-312, Western Edge II, Off Western Express Highway, Borivali (East), Mumbai - 400066.

**Email Id:** [cs@axelpolymers.com](mailto:cs@axelpolymers.com), **Website:** [www.axelpolymers.com](http://www.axelpolymers.com), **Phone:** +91 89800 29622.