

24th August, 2023

To,

The Manager-Corporate Service Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 530919

The Manager- Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051.
Symbol: REMSONSIND

Dear Sir / Ma'am,

Sub: Submission of a copy of 51st Annual Report along with the Notice of the 51st Annual General Meeting of Remsons Industries Limited for the financial year 2022-23, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith a copy of the 51st Annual Report along with the Notice of the 51st Annual General Meeting of the Company for the financial year 2022-23, which is being sent through electronic mode only to the members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants.

Further, please note that the 51st Annual General Meeting of the Company will be held on **Friday, 15th September, 2023 at 11:30 A.M. (IST) through Video Conferencing / Other Audio Visual Means**, without physical presence of the members at a common venue in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April 2020, followed by General Circular No. 20/2020 dated 5th May, 2020 and subsequent circulars issued by the Ministry of Corporate Affairs in this regard, the latest being 10/2022 dated 28th December, 2022.

The copy of the Annual Report alongwith the Notice of the 51st AGM is also available on the website of the Company i.e. www.remsons.com and on the website of Central Depository Services (India) Limited at www.evotingindia.com.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For **Remsons Industries Limited**

Rohit Darji
Company Secretary & Compliance Officer
Membership No.: A37077

Encl.: A/a



Excellence-oriented.
Future-focused.

Remsons Industries Limited

REMSONS
LET'S MAKE GREAT

Annual Report **2022-23**

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Disclaimer

Some information in this report may contain forward-looking statements. We have based these forward-looking statements on our current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements generally are identified by forward-looking words such as "believe", "plan", "anticipate", "continue", "estimate", "expect", "may", "will" or other similar words. A forward-looking statement may include a statement of the assumptions or basis underlying the forward-looking statement. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution you that forward-looking statements and assumed facts or bases almost always vary from actual results, and the differences between the results implied by the forward-looking statements and assumed facts or bases and actual results can be material, depending on the circumstances.



Shows you where you can find more information at www.remsons.com



To view the report online or to download, visit: <https://www.remsons.com/media-pr.html>



One of the key aspects of a successful strategy is its ability to anticipate.

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Powered by the belief

'INNOVATION FOR GREATNESS',

we remain steadfast in our journey of engineering excellence. Our relentless enthusiasm to attain the highest echelons of success and an endless zeal to not stop at anything guides us to aspire for greater glory. Resting on five decades of manufacturing expertise, we continue to change the rules and rewrite our growth story in an evolving industry.

Our reputation as a leading OEM for automotive solutions keeps us well on track to understand changing market dynamics and fulfilling our clients' demands. With state-of-the-art manufacturing facilities, an expansive presence in India and abroad and constant emphasis on R&D, we continue to fortify our product portfolio and prepare ourselves for exciting times ahead.

For us, an excellence-oriented culture and a future-focused strategy continue to colour our endeavours for a prosperous and sustainable tomorrow.

About us

Focused on engineering, innovation and quality

Remsons has earned a reputation as a leading OEM, manufacturing automotive solutions that are designed to satisfy evolving customer demands. With an emphasis on product engineering, innovation and superior quality, we continue to deliver a wide range of products for the automotive industry in India and around the world. Our pioneering spirit and commitment to innovation have also enabled us to become the first company in India to manufacture control cables.

We have manufacturing facilities across the country, including a newly established facility at Pune and an advanced manufacturing facility in the United Kingdom. Our emphasis on cutting-edge technology and our focus on continuous process improvements enable us to provide world-class products that help customers to retain a competitive edge.

Key Highlights

246
Employees

19.05%
5-year revenue CAGR

50
Years of excellence

26.41%
5-year EBITDA CAGR



Our Philosophy

We believe in the cohesive osmosis between the founder's vision through the promoters and a high-calibre professional leadership team. This hybrid model has paid us reach dividends over the last many years, for our customers to repose their enhanced confidence in our capabilities as a partner who could complement their own business vision.

Our Values



Good

Let's be ethical and fair in all our actions

Relentless

Let's be persistent towards achieving our vision

Empower

Let's train and mentor our colleagues to help them progress

Action

Let's be proactive in what we think and what we do

Teamwork

Let's work together as one team

Chairperson's message



Dear Shareholders,

It gives me immense pleasure to update you with the advancements of the company at the conclusion of the year 2022-23. First and foremost, I want to express my heartfelt appreciation to our shareholders for their unwavering trust and support. Your belief in our vision and commitment to our company's success has been instrumental in our journey thus far.

Our operating environment

The Indian economy showed signs of recovery in FY 2022-23, with increased demand and the manufacturing sector operating at nearly full capacity. Economic reports indicate that the Indian economy has grown positively and substantially in 2022-23, following a contraction during the COVID-19 pandemic in 2020—21. Overall, industrial activities in the domestic market

are thriving, although export business, particularly in Europe, has been fluctuating due to the ongoing war situation. For the fiscal year 2023-24, the Indian economy is estimated to grow at around 6%. However, maintaining a high growth trajectory presents a challenge due to uncertainties arising from the ongoing geopolitical crisis, which has led to a surge in global financial market volatility. It is important to note that the impact of these uncertainties is primarily limited to specific countries. The driving force behind industrial growth is India's domestic demand, and the initiation of new infrastructure projects further boosts this demand. The Indian economy is well positioned to tackle the challenges of 2023-24 and continue its growth.

In FY 2022-23, Remsons Industries Limited focused on cost containment, optimising resource utilisation, and restructuring actions to address the changing demand environment. These efforts allowed us to

provide the best value to our customers and achieve 119% in PAT and 18% revenue during the year 2023 as compared to previous year.

Review of our financial performance

Our consolidated revenue grew by 10% YoY from Rs. 28,645 lakhs in FY 2021-22 to Rs. 31,440 lakhs in FY 2022-23. Additionally, our EBITDA grew to Rs. 2754 lakhs during the year under review from Rs. 2171 lakhs in previous year, registering a growth of 27% YoY. Our PAT registered a growth of 56% YoY from Rs. 536 lakhs in FY 2021-22 to Rs. 837 lakhs in FY 2022-23.

Return on Net Worth in the financial year 2022-23 is 18.60% as compared to 10.25% in the financial year 2021-22. During the financial year under review, return on Net Worth increased by 81.46% as compared to immediately previous financial year due to increase in profits.

Operational highlights

The last year we have had some exceptional success in gaining customer contracts in our India and England Facilities. Automotive parts require extremely critical development methods and even more robust testing and validations. Most of our new programs shall start into full-fledged production from April 2024 onwards.

The last year I mentioned that we have set-up a Greenfield project in Pune to expand our customer base. That has brought us tremendous visibility from our customers. This year we expanded our Engineering Capabilities, a significant step forward in our pursuit of excellence and innovation. It is with great excitement that I share the news of our new engineering centre. This centre represents not only a physical expansion but also a symbol of our commitment to pushing boundaries and shaping the future.

New State of the art Testing & Validation equipment, a first of its kind in India has been set-up for meeting the advanced requirements of the customers.

Our dedication, passion, and hard work have once again been recognized on a grand scale. I am delighted to announce

that we have been awarded the prestigious "Great Place to Work" Award and "Among the Top 100 Best Mid-Size companies to Work for" Award. Also, a "Gold Award" by ACMA (Automotive Companies Manufacturers Association for Employee Engagement

These recognitions are a testament to the extraordinary culture we've built together - one characterized by collaboration, innovation, and mutual respect. It's a reflection of the positive impact each one of our people has on our organization.

Receiving this award is not just an accomplishment; it's a validation of our commitment to creating an environment where everyone can thrive and contribute their best. This recognition belongs to all of us - to the shared goals we pursue, the supportive relationships we foster, and the excellence we collectively embody.

From our customers, we have received the "Gold Award" for Quality from Ashok Leyland. The Best Development Award from Advik and the "Best Supplier" Award from Inteva.

These awards inspire us to continue raising the bar and delivering excellence in all that we do. As we celebrate these achievements, please know that our commitment to customer satisfaction remains stronger than ever. Challenges are our opportunities, and we are dedicated to continually exceeding expectations.

"Business excellence is not a destination; it's a continuous journey of innovation, integrity, and relentless pursuit of improvement."

Sustainability

The auto industry plays a pivotal role in shaping economies and societies, and as we stand on the precipice of unprecedented environmental challenges, it's crucial that we recognize and address our responsibilities in this sector.

We have undertaken various measures to remain sustainable for the environment and consume less of natural resources. We have installed Solar Panels on our plants rooftops thereby harnessing Solar Energy for the

maximum time available. Also, extreme importance has been put on returnable packaging to reduce the waste of one-time packaging. Most of our local dispatches has been converted to Returnable packaging.

We have purchased new Generators and Air Compressors to reduce the Carbon Emissions and more efficient electricity usage. Our New Generators are CPCB4 Compliant thereby having clean emissions.

Strategy

Strategy is not just a word; it's a guiding principle that shapes our decisions, defines our path, and determines our success. In a rapidly evolving world, where change is the only constant, the significance of having a well-thought-out strategy cannot be overstated.

A strategy is not just about setting goals; it's about understanding the 'how' behind those goals. Our Strategy this year lies in entering products that are new and markets that are new. It shall enlarge our portfolio and truly make us a "Preferred Auto Parts Suppliers" in the eyes of our customers.

One of the key aspects of a successful strategy is its ability to anticipate. Anticipation is like a compass that helps us prepare for the unknown. This doesn't mean we can predict everything, but a strategic mindset enables us to be proactive rather than reactive. We have taken the onset of Electric Cars and Two Wheelers very seriously and have already begun supplying to most manufacturers in this sector. We are also adding products in this portfolio.

Collaboration is an essential component of strategy. One of our main strategies in the coming year is to set-up effective and Strategic Technology Partners, Collaborators, Joint Ventures to Leverage technologies and global access.

Remember that a strategy is not set in stone. It's a living, breathing entity that evolves with time and experience. Regular evaluation and measurement of progress against our strategic goals help us stay on track. Just as a pilot adjusts the course of an aircraft to reach its destination, we must make course corrections to ensure our strategy remains aligned with our objectives.

Outlook

Our achievements over the past year are a testament to the hard work and dedication of our talented team. I am humbled and inspired by the passion and determination demonstrated by each member of our organization. Together, we have pushed the boundaries of innovation, brought cutting-edge products to market, and fostered an inclusive and diverse workplace culture.

As we move forward in 2023-24, we remain steadfast in our commitment to sustainability and corporate responsibility. Environmental conservation and social impact are not just buzzwords for us; they are integral to our identity as a responsible corporate citizen. We will continue to invest in eco-friendly practices, support community development initiatives, and uphold ethical standards in everything we do.

Looking ahead, we anticipate exciting opportunities on the horizon. We are poised to explore new markets, expand our product portfolio, and leverage emerging technologies to stay ahead of the competition. Our focus on research and development will remain unwavering, as we aim to be at the forefront of innovation and maintain our status as industry leaders.

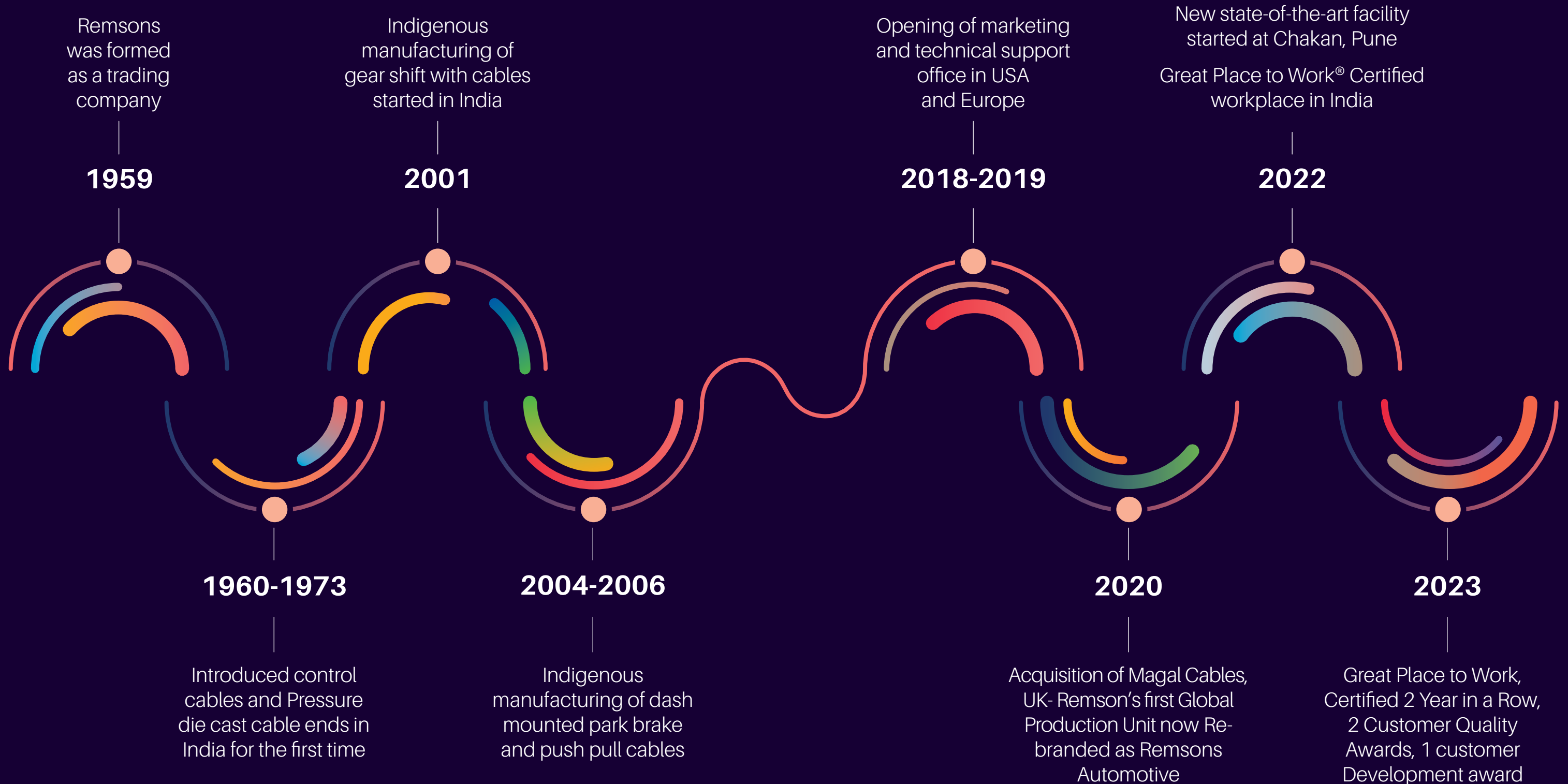
I want to assure you that as the chairman, I am committed to fostering a culture of transparency and open communication. We value your feedback, and we are always striving to improve our operations and governance practices. Our shareholders' interests are at the heart of every decision we make, and we will continue to work tirelessly to enhance shareholder value.

In conclusion, I extend my gratitude once again for your continued support. Together, we have built a strong foundation, and together, we will overcome any challenges that lie ahead. Let us embrace the future with confidence and determination, knowing that the best is yet to come.

Regards,

Krishna Kejriwal
Chairman & Managing Director

Our remarkable journey



An expansive presence

Over the past 50 years we have gradually expanded our international presence to more than 20 nations in Europe, USA, South America and Asia. With sales offices in the USA and Europe, a recent manufacturing acquisition in the United Kingdom, and collaborations with other major Automotive OEMs in globally, we continue to strengthen our portfolio with emerging technology and innovative products.



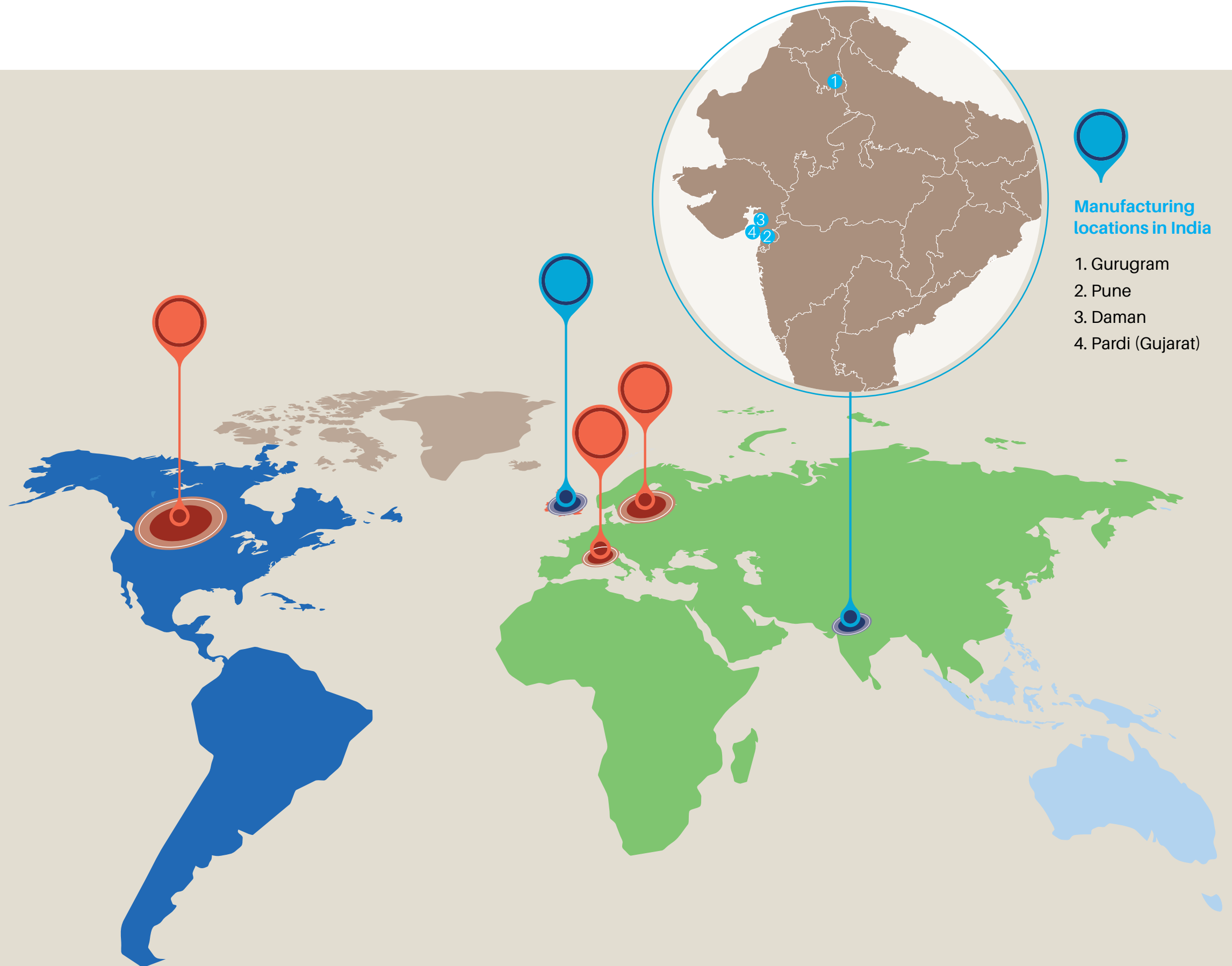
Global Partner Locations

Italy
Germany
USA



Manufacturing locations Globally

United Kingdom



Manufacturing locations in India

1. Gurugram
2. Pune
3. Daman
4. Pardi (Gujarat)

Remsons Automotive Ltd.

(United Kingdom)

Welcome to our manufacturing facility at Stourport (England) - Remsons Automotive, formerly known as Magal Cables. A state-of-the-art facility where we bring innovation and quality together to create exceptional products.

We specialize in the production of Control Cables, Pedal Boxes, Winches, Jacks, Gear Shifters etc. Our facility is designed with cutting-edge technology and efficient processes to ensure the highest standards of quality, precision, and productivity. In line with our focus on Sustainable Practices, our facility incorporates environment-friendly practices, such as energy-efficient systems, waste reduction strategies, and responsible resource management. To minimize our environmental footprint while delivering superior products.

Our customer-centric orientation ensures we work closely with our customers to understand their specific requirements and tailor our production processes accordingly. Whether it's customization, quality control, or timely delivery, we strive to exceed customer expectations at every step. We invite you to explore our website and discover the range of solutions we offer. Our relentless focus to exceed our own benchmarks ensures that we deliver more than we commit, to our customers, at every step.



Building on our strengths



Technology

We adopt new technologies to ensure sustainable manufacturing processes that enable operational excellence through automation. To optimise costs at our plant, we have resorted to the use of solar energy as part of our green initiative to shift towards renewable sources of energy.



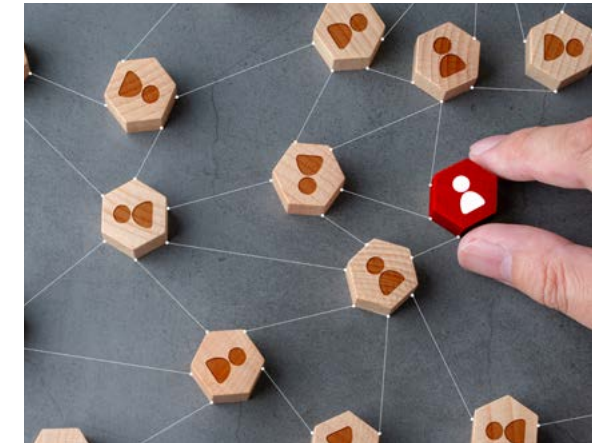
R&D

We constantly invest in research and development to develop new cost-effective products and to adapt to changing market dynamics and customer needs. Our R&D efforts help us to develop innovative products that sustain our competitive advantage in the market.



Economies of scale

Our lean and agile manufacturing processes help to increase the total asset utilisation and overall operational efficiency. We also use Finite Element Analysis (FEA) to continuously evaluate the performance of our products.



Human Capital

Our skilled and knowledgeable workforce has played a crucial role in our growth story and it continues to increase the efficiency and productivity of the organisation in the long run.



Market presence

With a market presence in more than 20 countries around the world and a dedicated marketing team for exploring new opportunities, we continue to leverage our relationship with global OEMs to penetrate in newer geographies.



Customer portfolio

Our ability to provide superior quality products have made us a preferred partner for our customers. It has enabled us to build a loyal customer base and has thereby, enhanced our brand recall.



ESG

Our commitment to propagate sustainable operations allows us to further strengthen our reputation in the market. It also helps us to identify and manage risks effectively while adhering to legal and regulatory compliances.

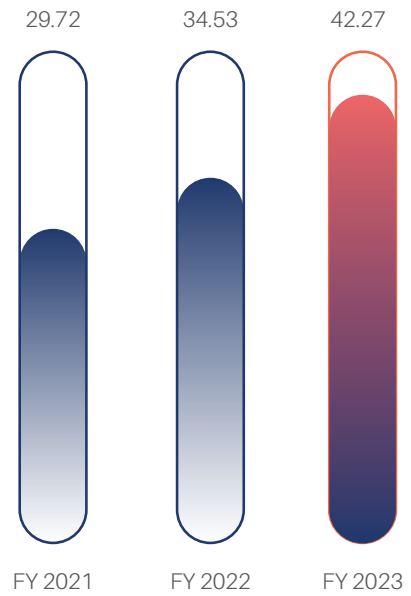


Strong Financials

Our strong financials help us to invest in R&D efforts and other initiatives that help the company to sustain its growth trajectory. It has also made the Company a lucrative investment destination for shareholders and investors, allowing Remsons to take prudent business decisions.

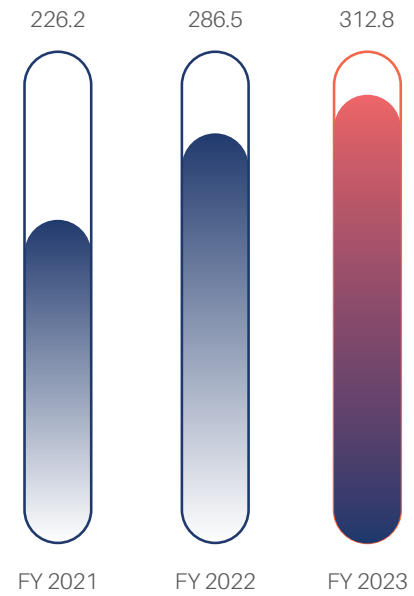
Financial highlights

Net worth (₹ in crore)



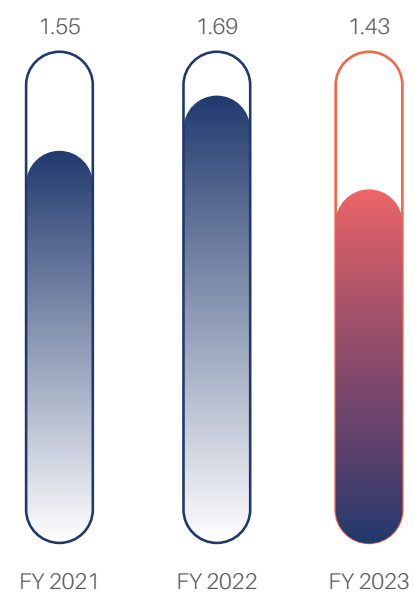
Performance- Net worth increased by **22.41%** as compared to the previous year.

Revenue Generated (₹ in crore)



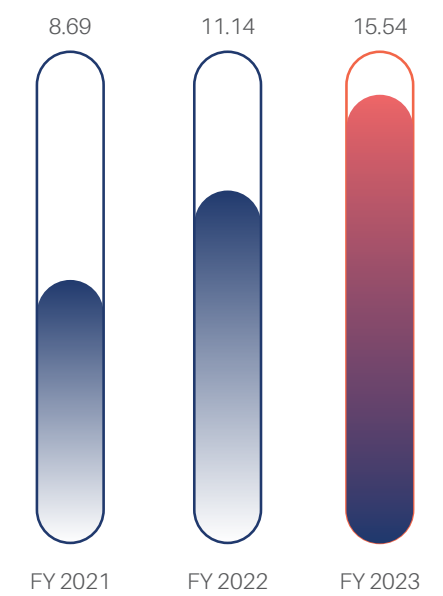
Performance- Revenues increased by **9.2%** as compared to the previous year.

Debt to equity ratio (in times)



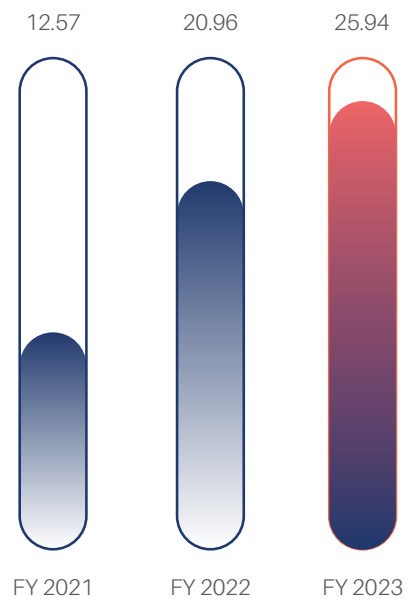
Performance- The company's debt to equity ratio is lower by **15.82%**.

ROCE (in %)



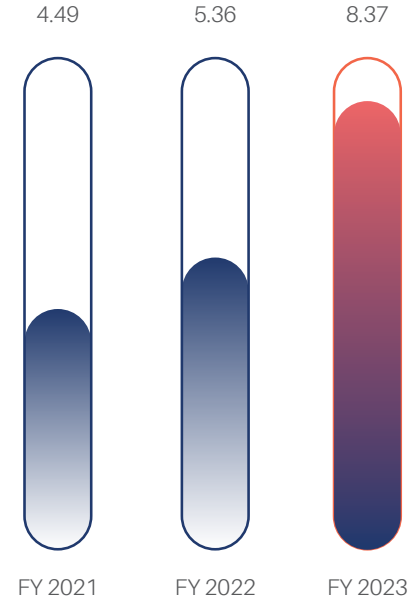
Performance- The company's ROCE is higher by **39.47%**.

EBITDA (₹ in crore)



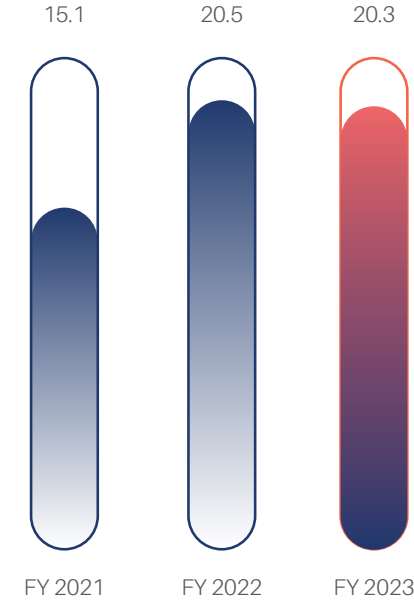
Performance- EBITDA increased by **23.7%** as compared to the previous year.

PAT (₹ in crore)



Performance- PAT increased by **56.1%** as compared to the previous year.

RoE (in %)



Performance- The Company's RoE is lower by **0.88%**.



Future-focused infrastructure

We continually invest in strengthening our internal processes, research and development facilities, upskill our employees and adopt new technologies to generate significant value for our stakeholders. With an emphasis on creating state-of-the-art infrastructure to aid process innovations and manufacture superior quality products, we remain focused on setting new benchmarks of excellence.

Manufacturing Facilities

We have manufacturing facilities in different parts of the world and it enables us to provide innovative solutions for the global automotive industry, in terms of designing, production, logistics and client service.

Integrated Manufacturing Facility

We have an integrated manufacturing operation in the UK and five manufacturing facilities in India. It manufactures the following products:



Inner Cable

(Strand, Rope, Flexible Shaft)



Extrusion Machines

(Various Engineering Materials)



Injection Moulding

(Plastic Components)



Conduit

(Flat, Round, Dual wire and Integral Liner Duly Coated)



Push Pull Conduit Making machines

for Gear Cables



Stamping Facilities

Sheet Metal Parts for Various applications

Die Development Tool Room Facilities

To fulfil our needs for good quality Dies, Jigs and Fixtures, we expedite samples and implement modifications in the shortest possible time.

Installed Machines

- Wire Cut Machine
- Electrical Discharge Machine
- Milling Machine
- Lathe Machine
- Surface Grinder

Engineering and Design

Our ability to move up the value chain and create new product lines for the evolving needs of the automotive industry is largely fuelled by our engineering and design capabilities along with our innovative spirit.

We have excellent design centres where testing facilities are available to validate alternate materials by way of 'Value Engineering' to address the needs of the customers with best-in-class and cost-effective products. We also use Finite Element Analysis (FEA) to analyse the robustness and performance of components and assemblies. It helps in validation and optimisation of products and manufacturing tools.

Testing and Validation

The final step in our manufacturing process is quality control. To abide by the highest standards of quality, we have static testing facilities for Inner cable testing, conduit testing, stretch-compression test and dynamic testing facilities for endurance tests.

We also have provision for hot and cold chamber tests, where temperatures range from -40 degrees Celsius to +120 degrees Celsius. Cables are tested for 1,000,000 cycles in working condition inside this chamber to validate its strength and durability.

Our extensive offering

We provide innovative, highly integrated automotive solutions that are designed to enhance safety and efficiency of the products. Our diverse product portfolio caters to all segments of the automobile industry.

2 wheeler

- Brake - Front, Rear, Combi
- Accelerator Cable
- Clutch Cable
- Speedometer Cable
- Clutch / PKB Cable
- Seat Lock Cable

3 wheeler

- Clutch / PKB Cable
- Gasoline Cable
- Gear Cable
- Speedometer Cable
- Wiper Motor Cable

4 wheeler

- Parking Brake Cable
- Body and Clutch Cables
- Gear Shifter with Cables
- Winches, Pedal Boxes
- Scissor Jacks

Commercial wheeler

- Parking Brake Cable
- Gear Shifter with Cables
- Bonnet Release Cables
- Cabin Storage Cables
- Bottle Jacks

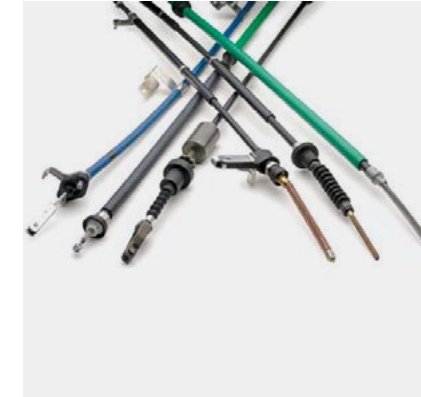
Off Roader

- Accelerator Cables
- PTO Cables
- Door Cables
- Gear Shift and Select Cables
- Forward and Reverse Cables

Agriculture

- Clutch and Brake Cables
- Accelerator Cables
- Pull to stop Cables
- Director Change Cables
- Forward and Reverse Cables

Cables



Advantages

Cables provide an eco-friendly alternative for carrying passengers above the ground and can be used for new means of transportation in urban areas.

Applications

- Passenger Cars
- Small and Light Commercial Vehicles
- Medium and Heavy Commercial Vehicles
- Rear Engine Buses
- Two Wheelers
- Three Wheelers
- Farm Equipment (Lawn Movers, Tractors)
- Off-Highway Equipment
- Railway, Defence and Aerospace

CBS



Advantages

This product has various advantages. It activates both the front and rear brakes simultaneously. Besides, when the rear brake is pressed, it eases handling of two-wheelers along with providing better control over the vehicle. Apart from optimal breaking performance, it provides shorter braking distance and stability for the safety of the rider.

Applications

- Two Wheelers

Gear Shift Systems



Advantages

We design and manufacture this product based on customer inputs and requirements. From the style to lever, cables and brackets located in the gearbox, we make a complete assembly of the product which help to improve performance, reduce cost and increase the reliability of the product.

Applications

- Passenger cars
- Small and light commercial vehicles
- Medium and heavy commercial vehicles
- Rear engine buses
- Farm equipment (Lawn Movers, Tractors)
- Off-highway equipment
- Railway, defence and aerospace

Our extensive offering (Contd...)

Push pull cables



Advantages

We provide in-house validation for this product and have an integrated design and manufacturing capability specifically for manufacturing push pull cables. It offers quick fix end fittings and offers flexibility in terms of coating materials and designs.

Applications

- Passenger cars
- Small and light commercial vehicles
- Medium and heavy commercial vehicles
- Rear engine buses
- Farm equipment (Lawn Movers, Tractors)
- Off-Highway equipment
- Railway, defence and aerospace
- Marine

Winches



Advantages

We develop and supply innovative winches that help to solve the problem of lifting the under-floor spare wheel. It requires minimal effort to stow or lift heavy wheels with these winches.

Applications

- Passenger cars
- Medium and heavy commercial vehicles
- Rear engine buses

Jack Kit



Advantages

It is a comprehensive product which is available in traditional steel and aluminium with lightweight plastic components.

Applications

- Each type of vehicles

Pedal Box Assembly



Advantages

We design, develop and supply accelerator, brake and clutch pedals, either as individual components or as combined assemblies. This product proves to be very efficient and easy to use.

Applications

- Variety of vehicles from small family hatchbacks to supercars

Parking brake mechanism



Advantages

Mechanical handbrake system includes the Lever (mechanical parts) and cables which are designed to meet customers' mechanical needs and to ensure good braking performance and aesthetic integration with car's interiors.

Applications

- Comprehensive range covering all vehicle classes, including light commercial and 4x4 vehicles
- Covers all parking brake types from low-tech all steel units to high-tech aluminium and plastic solutions.

Our marquee clientele

Passenger Cars (Tier - I)



Commercial Vehicles



2&3 Wheeler



Agriculture



Leading business responsibly

Sustainability isn't merely a trend or a buzzword; it's a fundamental principle that shapes how we live, work, and interact with the world around us. By aligning our actions with the principles of sustainability, we can create a world where economic prosperity, social well-being, and environmental health coexist harmoniously.

- 1. Environmental Stewardship:** We must minimize our carbon footprint, conserve resources, and reduce waste. Investing in renewable energy,
- 2. Social Responsibility:** Our commitment to sustainability extends to our employees, communities, and stakeholders. Upholding fair labor practices, promoting diversity and inclusion, and contributing to community development are integral to our sustainable journey.
- 3. Innovation and Technology:** Embracing innovative solutions, from green technologies to sustainable materials.
- 4. Collaboration and Partnerships:** Sustainability knows no boundaries. Collaborating with industry peers, NGOs, governments, and customers can amplify our impact and drive systemic change.

We also hold silver rating from ECOVADIS which is the world's most trusted provider of business sustainability ratings.



LET'S MAKE A DIFFERENCE

- UN global compact
- ECOVADIS

Memberships

We actively participate in a number of associations that promote affordability, information, safety, and the environment. We take part in UN Global Compact initiatives aimed at eradicating extreme poverty, combating inequality, and addressing climate change.



CSR initiatives

Corporate Social Responsibility (CSR) is Remsons approach that aims to integrate social and environmental concerns into the company's operations and interactions with its stakeholders. It involves the commitment of businesses to contribute positively to society and the environment beyond their immediate financial interests. CSR goes beyond the traditional goal of profit maximization and encompasses a broader responsibility towards the well-being of society as a whole. By aligning economic success with social and environmental stewardship, Remsons strives to play a significant role in creating a more sustainable and equitable future.

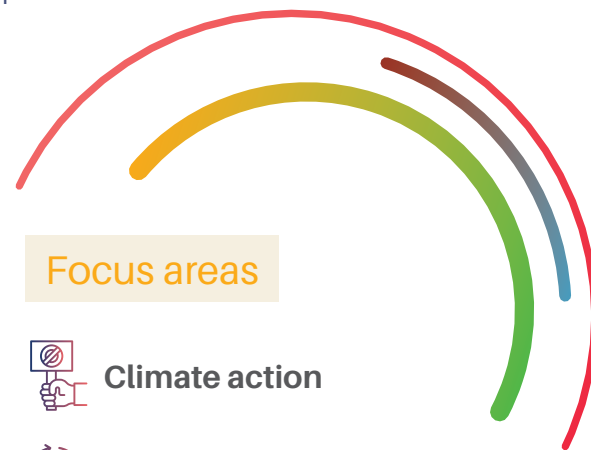
Our CSR projects

Dignity Project Distributing Menstrual Kits to 600 Girls in School	Meri Pathsala Revamping Projects in Rural Schools	Clean water project at Leprosy Ashram	Mid-Day meal Sponsor- 400 students per year	Computer Donations in Schools
Health check-up for underprivileged people	Grocery Kits distribution for 150 underprivileged people	Cataract Surgery for 30 Underprivileged people	Blood Donation Camp at Pune	Plantation of 2,000 trees in Gujarat (Pardi)






Human resource

We believe that protection of the natural environment is crucial for us to thrive in the long run. As a result, we engage in initiatives that help to conserve natural resources and energy and minimise waste generation. In the past, we have designed and manufactured environment-friendly products and have taken proactive measures to raise awareness about conserving the environment.



Focus areas

-  **Climate action**
-  **Circular economy**
-  **Sustainable business practices**



Nurturing an engaged workforce

Our greatest asset, and what gives us an unmatched competitive advantage, is our people. We are always making investments to create a strong and varied talent pool. We believe in fostering the potential of our employees and giving them the chance to flourish professionally as well as personally. We have created a work environment where empowerment and collaboration are valued highly

GREAT

PLACE TO WORK certified for March 2022 to March 2023

4

New Initiatives

246

Employees

13936+

Training hours

50 Lakhs

Amount spent on enhancement programmes

Holistic HR policy

We constantly work to create a professional, welcoming, and conducive workplace. In order to build a team of highly qualified and motivated people, we put a lot of effort into attracting new talent. Our comprehensive talent acquisition policy and New Employee On boarding (NEO) Policy helps to strengthen the foundation of the organisation.

As a people-oriented company, we have implemented a rewards and recognition policy, training and development policy and payroll policy that provides employees ample opportunity to grow and prosper. Moreover, we strive to prevent sexual harassment and discrimination at the workplace and aim to foster an inclusive and diverse working environment that offers equal opportunity for all.

Employee Handbook is available for ready reference to employee self service portal. We have got recognition from prestigious bodies like ACMA back to back for the last few years for our employee-centred best practices. We also won the prestigious Great Place to Work GPTW recognition twice in a row for the last 2 years.

Learning and Sharing

We believe that continuous monitoring of the rapidly changing business environment is essential for developing future leaders. Opportunities for skill development and leadership training are also offered to enhance the growth of employees both personally and professionally.

Health and Safety

To guarantee the Health and Safety of our Employees and our Business Processes, we have established an a safe and healthy environment for each and every individual entering the company premises. Through internal and external safety audits, fire audits, certification and special programs, the safety standards at our production sites are continuously improving. Our proactive Health and Safety Management Policy ensures that our employees have the capacity to take care of their physical and mental health.

Our policies for Employee welfare and protection.

- Group Medclaim Policy
- Group Personal Accidental Policy
- Group Term Life Policy
- Workmen Compensation Policy

Enabling good governance

We believe in fostering transparency and accountability across the organisation. Our strong corporate governance policy empowers us to comply with rules and regulations while fostering a strong corporate culture that is based upon inclusivity, empathy and sensitivity towards stakeholders.

A

Strategic Planning

Planning to achieve Strategic goals, in line with the Business Plan.

B

Risk Management

Proactively identifying , rigorously assessing and addressing potential obstacles to achieving objectives .

**REMSONS
Corporate
Governance
Culture**

D

Management Board

Protect the rights and interests of shareholders via Audit Committee, SEBI Regulations, Ethical Code of Conduct.

C

Compliance

Proactively encouraging and requiring Compliance with established policies and boundaries in every department.

Awards and accolades



Jamnalal Bajaj Award
For Fair Business Practices



FORD
19th Annual World Excellence Award



Maruti Suzuki
Vendor Performance Award



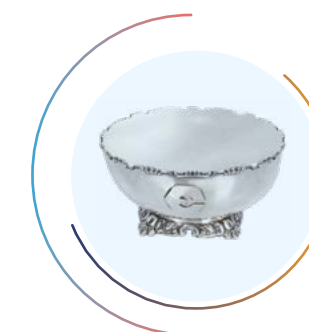
GOLD award
For Best Kaizen from Quality Circle Forum of India



ACMA Award
First Technology Award for Upgradation of Technology



CEO Insights
Company of the Year by CEO Insights



Escorts Award
For Price Control



TQM & Kaizen
Silver award



IDF
CSR award 2022-23



ACMA
Productivity Improvement Awards



ACMA
HR award



TQM & Kaizen
Gold award



JLRQ
Achieving JLRQ status is the recognition that the suppliers facility meets accepted standards of quality and supply performance.



The fundamental quality system requirements for organisations supplying production and/or service parts to **Groupe Renault** and its affiliates.



Q1
Has become the quality Trustmark worldwide



Ecovadis
Silver Rating by Ecovadis which is the world's most trusted Sustainability rating December 2021



HONDA
Best Supplier Performance Award for long association & outstanding performance



Ashok Leyland
Best Performance in Quality "Gold Award" 2022



Inteva
Best Supplier award



Advik
Best Development Award



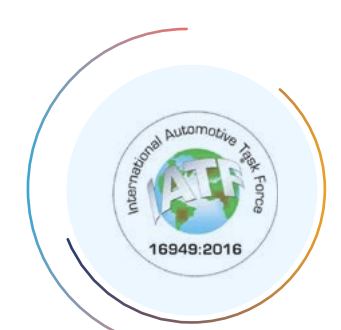
Great Place to work
Certified



India's Great Mid-Size Workplaces



Best workplace in Auto & Auto components



IATF
Internal Automotive Task Force

Corporate Information

BOARD OF DIRECTORS

Mr. Krishna Kejriwal	Chairman & Managing Director
Mrs. Chand Kejriwal	Whole Time Director
Mr. Rahul Kejriwal	Whole Time Director
Mr. Anil Kumar Agrawal	Non-Executive Director
Mr. Paresh Bhagat	Independent Director
Mrs. Visalakshi Sridhar	Independent Director
Mr. Shishir Vasant Dalal	Independent Director
Mr. Suresh Ramarao	Independent Director (w.e.f. 12.05.2022)

CHIEF EXECUTIVE OFFICER

Mr. Amit Srivastava

CHIEF FINANCIAL OFFICER

Mr. Debendra Panda

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Rohit Darji

STATUTORY AUDITORS

M/s. Kanu Doshi Associates LLP

Chartered Accountants, Mumbai.

SECRETARIAL AUDITORS

M/s. M Baldeva Associates

Company Secretaries, Thane.

BANKERS:

State Bank of India

Standard Chartered Bank

REGISTERED OFFICE

401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle (East),
Mumbai-400057, Maharashtra, India.

Tel: +91 22 35016400

Email: corporate@remsons.com, Website: www.remsons.com

PLANTS

- 1/3 Mile Stone, Khandsa Road, Gurgaon- 122001
- Gat No. 270, Kharabwadi, Chakan Talegaon Road, Khed, Pune-410 501
- Western House' A2/27,
Somnath Industrial Estate, Daman-396210
- Diamond House' A2/3&4,
Somnath Industrial Estate, Daman-396210
- A3/4, Somnath Industrial Estate,
Daman-396210
- Survey No. 146, Village Khadki, Pardi- 396121 (Gujarat)

REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited

C-101, 247 Park, LBS Marg, Vikhroli (West)

Mumbai - 400 083, Maharashtra, India.

Tel: 022 - 49168270;

Email: rnt.helpdesk@linkintime.com; Website: www.linkintime.co.in



(CIN: L51900MH1971PLC015141)

401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle (East),
Mumbai - 400057, Maharashtra, India.

Tel No: (022) 26262100; 26113883, 26112368;

E-mail id: corporate@remsons.com; Website: www.remsons.com

NOTICE

Notice is hereby given that the Fifty-first (51st) Annual General Meeting ("AGM") of the members of **REMSONS INDUSTRIES LIMITED** ("Company") will be held on Friday, 15th September, 2023 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue to transact the businesses as mentioned below:

Ordinary Business:

1. To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the report of Auditors thereon and in this regard, if thought fit, pass the following resolutions as **Ordinary Resolutions**:

(a) **"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

(b) **"RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the report of the Auditors thereon be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended 31st March, 2023 and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend @ 15% (₹ 1.50 per Equity Share) on 57,13,357 Equity Shares having face value of ₹ 10/- each of the Company for the financial year ended 31st March, 2023 be and is hereby declared out of the profits of the Company for the said financial year, and that the same be paid to those shareholders whose names appeared on the Company's Register of Members / List of Beneficiaries on Friday, 8th September, 2023, and that the dividend warrants

/ demand drafts be posted or direct credit through NECS be given within 30 days hereof only to those shareholders who are entitled to receive the payment of the dividend."

3. To appoint a director in place of Mr. Krishna Kejriwal (DIN: 00513788), who retires by rotation and being eligible, offers himself for re-appointment as director, and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Krishna Kejriwal (DIN: 00513788), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as director of the Company, who shall be liable to retire by rotation."

Special Business:

4. **Re-appointment of Mrs. Visalakshi Sridhar as an Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Schedule IV thereto read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, Mrs. Visalakshi Sridhar (having DIN: 07325198 and ID Registration number- IDDB-DI-202001-004884), who holds office as an Independent Director of the Company upto 13th November, 2023 and has submitted the declaration that she meets the criteria for independence as provided under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company for a second term of 5 (five) consecutive years w.e.f. 14th November, 2023, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient or incidental thereto to give effect to this resolution.”

5. Appointment of Mr. Anil Kumar Agrawal as an Independent Director of the Company:

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, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Anil Kumar Agrawal (having DIN: 00513805 and ID Registration No.: IDDB-DI-202307-050280), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 16th September, 2023, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

6. Approval of remuneration payable to Mr. Krishna Kejriwal, Chairman and Managing Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the remuneration as set out herein below, payable to Mr. Krishna Kejriwal, Chairman and Managing Director of the Company be and is hereby approved for the period from 1st April, 2023 to 31st March, 2024:

Sr. No.	Particulars	Details
1.	Salary (Basic)	Rs. 1,30,000/- per month
2.	HRA	Rs. 75,000/- per month
3.	Special Allowance	Rs. 67,000/- per month
4.	Perquisites and Allowances	In addition to the salary, the Managing Director shall also be entitled to perquisites and allowances like reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement at actuals incurred for self and family, club fees and expenses, leave travel concession for self and family, free education allowance for the children, leave / encashment of leave in accordance with the Company's rules; medical insurance, reimbursement of expenses of watchman, sweeper and gardener and other allowances / perquisites in accordance with the Company's Rules, provided however that the perquisites and allowances as aforesaid will be subject to a maximum of Rs. 6.00 Lakh per annum.
5.	Conveyance / Motor Car	Free use of car with driver.
6.	Provident and other funds including superannuation and gratuity	Company's contribution to Provident Fund and / or superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act. Gratuity at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.
7.	Reimbursement of expenses	The Managing Director shall also be entitled to reimbursement of expenses incurred by him for the purpose of Company's business.
8.	Sitting Fees	The Managing Director shall not be entitled to the sitting fees for attending meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the said financial year during the currency of tenure of service of Mr. Krishna Kejriwal as Managing Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

7. Approval of remuneration payable to Mrs. Chand Kejriwal, Whole Time Director of the Company:

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

Sr. No.	Particulars	Details
1.	Salary (Basic)	Rs. 75,000/- per month
2.	HRA	Rs. 40,000/- per month
3.	Special Allowance	Rs. 35,000/- per month
4.	Perquisites and Allowances	In addition to the salary, the Whole Time Director shall also be entitled to perquisites and allowances like reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement at actuals incurred for self and family, club fees and expenses, leave travel concession for self and family, free education allowance for the children, leave / encashment of leave in accordance with the Company's rules; medical insurance, reimbursement of expenses of watchman, sweeper and gardener and other allowances / perquisites in accordance with the Company's Rules, provided however that the perquisites and allowances as aforesaid will be subject to a maximum of Rs. 6.00 Lakh per annum.
5.	Conveyance / Motor Car	Free use of car with driver.
6.	Provident and other funds including superannuation and gratuity	Company's contribution to Provident Fund and / or superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act. Gratuity at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.
7.	Reimbursement of expenses	The Whole Time Director shall also be entitled to reimbursement of expenses incurred by her for the purpose of Company's business.
8.	Sitting Fees	The Whole Time Director shall not be entitled to the sitting fees for attending meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the said financial year during the currency of tenure of service of Mrs. Chand Kejriwal as Whole Time Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to her as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the remuneration as set out herein below, payable to Mrs. Chand Kejriwal, Whole Time Director of the Company be and is hereby approved for the period from 1st April, 2023 to 31st March, 2024:

8. Approval of remuneration payable to Mr. Rahul Kejriwal, Whole Time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by

the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any

of the authorities while granting such sanctions, approvals and permissions, the remuneration as set out herein below, payable to Mr. Rahul Kejriwal, Whole Time Director of the Company be and is hereby approved for the period from 1st June, 2023 to 31st May, 2025:

Sr. No.	Particulars	Details
1.	Salary (Basic)	Rs. 2,65,000/- per month
2.	HRA	Rs. 55,000/- per month
3.	Conveyance Allowance	Rs. 35,000/- per month
4.	Education Allowance	Rs. 25,000/- per month
5.	City Compensation Allowance	Rs. 40,000/- per month
6.	Perquisites and Allowances	In addition to the salary, the Whole Time Director shall also be entitled to perquisites and allowances like reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement at actuals incurred for self and family, club fees and expenses, free education allowance for the children, medical insurance, other allowances / perquisites in accordance with the Company's Rules, provided however that the perquisites and allowances as aforesaid will be subject to a maximum of Rs. 12.00 Lakh per annum.
7.	Conveyance / Motor Car	Rs. 20,000/- per month
8.	Leave Travel Concession	Rs. 4,000/- per month
9.	Provident and other funds including superannuation and gratuity	Company's contribution to Provident Fund and / or superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act. Gratuity at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.
10.	Reimbursement of expenses	The Whole Time Director shall also be entitled to reimbursement of expenses incurred by him for the purpose of Company's business.
11.	Sitting Fees	The Whole Time Director shall not be entitled to the sitting fees for attending meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the said financial year during the currency of tenure of service of Mr. Rahul Kejriwal as Whole Time Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

9. Approval of 'Remsons Employees' Stock Option Scheme 2023'

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable

rules, regulations, notifications, circulars and guidelines as may be issued thereunder by the Securities and Exchange Board of India, the Ministry of Corporate Affairs and / or any other statutory authorities, whether in India or abroad ("Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other conditions as may be prescribed or imposed while granting such approvals, consents, permissions, conditions and sanctions as may be necessary or required by the Regulatory Authorities and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, consent and approval of the members of the Company be and is hereby accorded to the Board (the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers conferred by this resolution) to adopt and implement 'Remsons Employees' Stock Option Scheme 2023' ("ESOS 2023") / ("Scheme") and to create, offer, grant, vest, issue and allot not exceeding 50,000 (Fifty Thousand) Employees Stock Options ("Options"), in one or more tranches, from time to time, under ESOS 2023, to or for the benefit of such person(s) who are in the employment of the Company on exclusive basis, whether in or outside India, including any director, whether whole-time or not [other than employees / directors who are Promoters or belonging to the promoter group, Independent Directors or a director

who either himself or through his relative(s) or through any Body(ies) Corporate holds directly or indirectly more than 10% of the outstanding equity shares of the Company and to such other persons as may be decided by the Board and permitted under SBEB Regulations (hereinafter referred to as "Eligible Employees"), subject to their eligibility as may be determined under the Scheme, exercisable one Option into one Equity Share having face value of Rs. 10/- of the Company, aggregating up to 50,000 Equity Shares of the Company having face value of Rs.10/- (Rupees Ten only) each, at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, SBEB Regulations and in due compliance with other applicable laws, rules and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger / amalgamation or any other re-organisation etc., if any, additional Options of the Company are to be issued to the Eligible Employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, and the above ceiling in terms of number of equity shares shall be suitably adjusted for the number as well as the exercise price as applicable and such outstanding Options may be further adjusted at the discretion of the Board for any corporate action(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the Scheme as per the terms approved in this resolution read with the statement annexed to the Notice and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate the Scheme, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing at that time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to facilitate the allotment of the equity shares as per the terms of the ESOS 2023 directly to the eligible employees in the manner permissible under the SBEB Regulations.

RESOLVED FURTHER THAT the equity shares so allotted from time to time as per the terms of the ESOS 2023 shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted under the ESOS 2023 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations, SBEB Regulations and other applicable rules, regulations and guidelines.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations, and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2023.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of the ESOS 2023 and to the equity shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and actions and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board of Directors of
Remsons Industries Limited

Rohit Darji

Company Secretary and Compliance Officer
Membership No.: A37077

Place: Mumbai

Date: 8th August, 2023

Registered Office:

401, 4th Floor, Gladdiola,
Hanuman Road, Vile Parle (East),
Mumbai - 400057, Maharashtra, India.

Notes:

1. The Ministry of Corporate Affairs, *inter alia*, vide its General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, followed by General Circular No. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue. Accordingly, the 51st Annual General Meeting ("AGM") of the Company is being convened through VC / OAVM. In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance / Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the 51st AGM shall be deemed to be conducted at the Registered Office of the Company situated at 401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle (East), Mumbai- 400057, Maharashtra, India.

Further, the Securities and Exchange Board of India, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and subsequent circulars issued in this regard, the latest being SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 ("SEBI Circulars") has given relaxation from sending hard copy of Annual Reports containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ("Act") and proxy forms as required under Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the members who have not registered their e-mail addresses in case of general meetings held through electronic mode.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote during the 51st AGM is entitled to appoint one or more proxies to attend and vote, in case of poll only, on his / her behalf and the proxy need not be a member of the Company. Since this 51st AGM is being held through VC / OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this 51st AGM and hence the Proxy Form, Attendance Slip and route map for this 51st AGM are not annexed to this Notice.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out material facts in respect of Special Business under item nos. 4 to 9 of the Notice, is annexed hereto and forms part of this Notice.
4. Brief resume of directors proposed to be appointed / re-appointed and whose remuneration is being approved at the ensuing 51st AGM in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) is also annexed to the Notice.
5. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the 51st AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those members whose e-mail addresses are registered

with the Company / RTA / Depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the website of the Company at www.remsons.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, NSE Limited at www.nseindia.com and website of the Central Depository Services (India) Limited ("CDSL") (agency engaged by the Company for providing the e-voting facility) at www.evotingindia.com.

6. Body Corporates are entitled to appoint their Authorized Representatives to attend the 51st AGM through VC / OAVM on their behalf and participate thereat and cast their votes through remote-voting / e-voting during the 51st AGM. Such Body Corporates are requested to send scanned copy (PDF / JPG format) of their Board Resolutions, passed pursuant to Section 113 of the Act. The said resolution shall be sent to the Scrutinizer by e-mail through their registered e-mail address at manish@csmanishb.in with copy marked to the Company at cs@remsons.com.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
8. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
9. The attendance of the members attending the 51st AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The helpline number regarding any query / assistance for participation during the 51st AGM through VC / OAVM is 022-2626 2100 / 022 2611 3883 / 022 2611 2368.
11. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) along with the requisite KYC documents to the Company's Registrar and Share Transfer Agents ("RTA") viz. Link Intime India Private Limited for consolidation of all such shareholding into one folio to facilitate better services. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. Members are requested to forward their all communications to the RTA of the Company and are further requested to always quote their Folio Number / DPID / Client ID in all correspondences with the Company / RTA.
13. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 9th September, 2023 to Friday, 15th September, 2023 (both days inclusive) for the purpose of the ensuing 51st AGM and determining the name of members eligible for payment of dividend on Equity Shares, if approved by the members at the ensuing 51st AGM.

14. The dividend on Equity Shares as recommended by the Board of Directors for the financial year ended 31st March, 2023, if approved by the members at the ensuing 51st AGM, will be paid to those members whose names shall appear in the Register of Members as on Friday, 8th September, 2023; and in respect of shares held by them in dematerialized form, the dividend will be paid to members whose names are furnished by the National Securities Depository Limited ("NSDL") and the CDSL as beneficial owners as on that date. In case, the Company is unable to pay the dividend to any member by electronic means due to non-availability of their bank accounts details, the Company will dispatch the dividend warrants / demand drafts by post. However, in case of any disruption in the postal services due to pandemic or any other reasons, the same will be sent upon restoration of normalcy of postal services.
15. Members may note that the Income Tax Act, 1961, the ("IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit Form 15G / Form 15H or any other documents as applicable, if any, in accordance with the provisions of the IT Act.
16. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	10% or as may be notified by the Government of India
Members not having PAN / Invalid PAN	20% or as may be notified by the Government of India

However, no tax will be deducted on the dividend payable to a resident individual if the total dividend to be received by him during the Financial Year 2023-24 does not exceed Rs. 5,000/- and also in cases where members have provided Form 15G / Form 15H (applicable to individuals aged 60 years or more), subject to conditions specified in the IT Act. Registered members may also submit any other document as may be prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as applicable, if any, in accordance with the provisions of the IT Act.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable provisions of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as may be notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have

the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under Rule 37BC of Income-Tax Rules, 1962;
- Copy of Tax Residency Certificate ("TRC") for the F.Y. 2022-23 obtained from the revenue authorities of the country of tax residence, duly attested by member;
- Self-declaration in Form 10F;
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder and
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be submitted by sending e-mail at cs@remsons.com before 23.59 hrs. (IST) on 8th September, 2023.

17. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/76 dated 30th May, 2022 provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this Circular, investors can opt for arbitration with the Stock Exchanges in case of any dispute against the Company or its RTA on delay or default in processing any investor services related requests. In compliance with the said Circular, the Company had sent communication intimating about the Dispute Resolution Mechanism to all the members holding shares in physical form on 10th February, 2023.
18. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, the SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents / details are not available on or after 1st October, 2023 such folios shall be frozen by the RTA.

However, the security holders of such frozen folios shall be eligible:

- to lodge any grievance or avail any service, only after furnishing the complete documents / details as mentioned above;
- to receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on our website at www.remsons.com. In accordance with the aforesaid circular, the Company has sent the letters on 19th May, 2023, to those members holding shares in physical mode whose folios are incomplete with respect to PAN, KYC and / or Nomination details requesting them to update the details so as to avoid freezing of the folios. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank and Nomination details are requested to contact their respective DPs. Further, members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios. Such frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002 after 31st December, 2025.

19. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
20. The Schedule I of the Listing Regulations mandates that all listed companies shall use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House ("NACH"), National Electronic Fund Transfer ("NEFT"), Real Time Gross Settlement ("RTGS") for making payments like dividend to the shareholders. The members who have not updated their bank account details and wish to avail such facility in future are requested to update their bank account details by submitting Form ISR-1 and ISR-2 available on Company's website viz. www.remsons.com under "Investor Relation" section.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates alongwith the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
22. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / RTA quoting their Folio

Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.

23. As per the provisions of Section 72 of the Act and the aforesaid SEBI Circular, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website available under "Investor Relation" section. Members are requested to submit details to their respective Depository Participants in case the shares are held by them in electronic form and to the RTA of the Company in case the shares are held shares in single name and physical form.
24. Non-Resident Indian members are requested to inform the Company's RTA immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
25. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - **For shares held in electronic form:** To their respective Depository Participants only and not to the Company / RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA in providing efficient and better services to the members.
 - **For shares held in physical form:** To the Company's RTA in prescribed Form ISR -1 and other forms as prescribed by the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website available under "Investor Relation" section.
26. The SEBI vide its notification dated 24th January, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including requests for transmission or transposition of securities shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form, so they can transfer their shares in future, if so desire.

Members can contact the Company or the RTA for assistance in this regard. However, members can continue to hold shares in physical form.

27. Members may please note that the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue the securities in dematerialized form only while processing the service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, subdivision / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition received from the shareholder / claimant. The relevant forms can be downloaded from the Company's website available under "Investor Relation" section. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. Upon receipt of service request(s) from shareholder / claimant, the RTA of the Company shall verify and process the said request and after removing objections, if any, shall intimate the shareholder / claimant about its execution / issuance of new certificate as may be applicable. The RTA shall retain the physical Share Certificate with them and shall issue 'Letter of Confirmation' to the shareholder / claimant in lieu of physical share certificate(s). The shareholder / claimant shall lodge a request for dematerialization of shares along with the original Letter of Confirmation received from the RTA within 120 days (One Hundred and Twenty days) of issue of the Letter of Confirmation to his Depository Participant (DP). In case the shareholder / claimant fails to submit the demat request within the aforesaid period, the Company shall credit shares to the Suspense Escrow Demat Account of the Company opened for the said purpose. In order to comply with the aforesaid circular, the Company through its RTA has dispatched letters to the shareholders who are holding shares in physical mode and whose KYC & Nomination details are yet not updated completely, excluding transmission cases, through ordinary post requesting shareholders to update their PAN, KYC & Nomination details.
28. 98.71% of the total equity shares of the Company were held in dematerialize form as on 31st March, 2023. Members desiring to dematerialize / rematerialize their shares may forward their request directly to the Depository Participant with whom they have opened the account.
29. In case the shareholder's e-mail id is already registered with the Company / RTA / Depositories, log in details for e-voting are being sent on the registered e-mail address.
30. The cut-off date for the purpose of determining eligibility of members for attending and e-voting in connection with the 51st AGM and for the payment of final dividend for the financial year ended 31st March, 2023 has been fixed as Friday, 8th September, 2023 ("cut-off date").
31. To support the 'Green Initiative', members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

VOTING THROUGH ELECTRONIC MEANS:

- a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice dated 8th August, 2023 convening the 51st AGM of the Company. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
- b. The Company has engaged services of the CDSL to provide the e-voting facility.
- c. The e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date i.e. Friday, 8th September, 2023.
- d. The remote e-voting period shall commence on Tuesday, 12th September, 2023 (9:00 A.M.) (IST) and end on Thursday, 14th September, 2023 (5:00 P.M.) (IST) During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 8th September, 2023 may cast their votes electronically. The remote e-voting module shall be disabled by the CDSL for voting after 5.00 P.M. on 14th September, 2023. Once the vote on a resolution is cast by a member, he / she not be allowed to change it subsequently. Those members, who are present in the 51st AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 51st AGM.
- e. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Friday, 8th September, 2023 only shall be entitled to avail the facility of remote e-voting and voting through e-voting system during the 51st AGM.
- f. Members can join the 51st AGM through the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 51st AGM through VC / OAVM will be made available to at least 1000 members on a first-come-first-served basis; however this limit does 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 principle.

- g. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, 8th September, 2023 may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or rnt.helpdesk@linkintime.co.in. However, if the member is already registered with the CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.
- h. The Board of Directors of the Company has appointed CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Thane (FCS No.: 6180 / CP No.: 11062) as Scrutinizer to scrutinize the e-voting through remote e-voting process and e-voting during the 51st AGM in a fair and transparent manner. The Scrutinizer shall within 2 working days of the conclusion of the 51st AGM, prepare consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forthwith the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results of the voting.
- i. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company viz. www.remsons.com and on the website of the CDSL viz. www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Ltd. and NSE Limited, where the shares of the Company are listed.
- j. Subject to receipt of requisite number of votes in favour, the resolutions shall be deemed to be passed on the date of the meeting i.e. Friday, 15th September, 2023.

PROCEDURE AND INSTRUCTION FOR CDSL E-VOTING SYSTEM - FOR REMOTE E-VOTING AND EVOTING DURING 51ST AGM:

- (i) The remote voting period begins on Tuesday, 12th September, 2023 at 9.00 A.M. (IST) and ends on Thursday, 14th September,

2023 at 5.00 P.M. (IST) (both days inclusive). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 8th September, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by the CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 issued under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

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

Type of Shareholder	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of Shareholder	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile and 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.</p> <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and 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. CDSL and NSDL

Login Type	Help desk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-23.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <"REMSONS INDUSTRIES LIMITED"> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address viz; manish@csmanishb.in or cs@remsons.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 51ST AGM THROUGH VC / OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-voting on the day of the 51st AGM is same as the instructions mentioned above for e-voting.

2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote during the 51st AGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to the meeting** mentioning their name, demat account number / folio number, e-mail id, mobile number at cs@remsons.com. The shareholders who do not wish to speak during the 51st AGM but have queries may send their queries in advance **2 days prior to the meeting** mentioning their name, demat account number / folio number, e-mail id, mobile number at cs@remsons.com. These queries will be replied to by the Company suitably by e-mail.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are present in the 51st 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 51st AGM.
10. If any votes are cast by the shareholders through the e-voting available during the 51st AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@remsons.com.
2. For Demat shareholders -, Please update your email id and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending 51st AGM and e-voting from the CDSL e-voting system, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at 022- 2305 8738 and 022-2305 8542 / 43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-2305 8542 / 43.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS"):

Item No. 4:

Mrs. Visalakshi Sridhar (DIN: 07325198) was appointed as an Independent Director of the Company to hold office as such for a term of 5 (five) consecutive years w.e.f. 14th November, 2018, accordingly her current tenure as an Independent Director of the Company is up to 13th November, 2023.

According to the provisions of Section 149(10) read with Schedule IV of the Act, an Independent Director can hold office for a term of upto 5 (five) consecutive years on the Board of a Company, however shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto 5 (five) consecutive years and disclosure of such re-appointment in the Board's Report is made.

In line with the aforesaid provisions of the Act, Company's policy on Appointment of Directors and in view of knowledge, expertise, experience of over 35 years in Accounts and Financial Services in listed companies, continued valuable guidance to the management and strong Board performance of Mrs. Visalakshi Sridhar and based on the recommendation of the Nomination and Remuneration Committee, the Board has proposed re-appointment of Mrs. Visalakshi Sridhar as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 14th November, 2023, who shall not be liable to retire by rotation. The Board considers that her continued association would be of immense benefit to the Company, and it is desirable to continue availing expertise of Mrs. Visalakshi Sridhar as an Independent Director.

The Company has also received all statutory disclosures and declarations from Mrs. Visalakshi Sridhar including her consent to continue to act as an Independent Director of the Company.

In the opinion of the Board, Mrs. Visalakshi Sridhar fulfills the conditions as set out in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Listing Regulations for being eligible for reappointment as an Independent Director; and she is independent of the management of the Company. Further, Mrs. Visalakshi Sridhar is not disqualified from being appointed as a director in terms of Section 164 of the Act. Mrs. Visalakshi Sridhar does not hold any shares in the Company.

Accordingly, the Board recommends the Special Resolution as set out at item no. 4 of the Notice of the 51st Annual General Meeting ("AGM") of the Company for the approval of the members of the Company.

The copy of the draft letter for reappointment of Mrs. Visalakshi Sridhar as an Independent Director setting out the terms and conditions will be available for inspection by the members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company, till the date of 51st AGM.

Brief resume of the director proposed to be reappointed and other relevant details relating to her re-appointment, as stipulated under Regulation 36(3) of the Listing Regulations and Secretarial

Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are given in **Annexure - 1** to the Notice of 51st AGM of the Company.

Except Mrs. Visalakshi Sridhar, being appointee, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

Item No. 5:

Mr. Anil Kumar Agrawal is Non-Executive Non-Independent Director of the Company.

Mr. Anil Kumar Agrawal, aged 47 years, is a member of the Institute of Chartered Accountants of India and did his Masters in Commerce from University of Rajasthan, Jaipur. Mr. Anil Kumar Agrawal served the Company as an Executive Director during the period from 11th August, 2012 to 31st July, 2019. He was re-designated as Non-Executive Director of the Company with effect from 1st August, 2019. He has experience over 25 years in Accounts & Financial, Banking, Taxation and General Administration.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, recommends appointment of Mr. Anil Kumar Agrawal (DIN: 00513805 and ID Registration No.: IDDB-DI-202307-050280), Non-Executive Director of the Company as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 16th September, 2023 in terms of the provisions of Sections 149, 150 and 152 of the Act.

The Company has received the declaration from Mr. Anil Kumar Agrawal to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, he fulfills the conditions as set out under Section 149(6) of the Act read with Schedule IV and Regulation 16(1)(b) of the Listing Regulations for being eligible for appointment as an Independent Director of the Company and is independent of the management of the Company. Further, Mr. Anil Kumar Agrawal is not disqualified from being appointed as a director in terms of Section 164 of the Act and the Company has received from him all statutory disclosures / declarations including his consent to act as an Independent Director of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Anil Kumar Agrawal as an Independent Director would be beneficial to the Company, and it is desirable to avail his services as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail services of Mr. Anil Kumar Agrawal as an Independent Director. Mr. Anil Kumar Agrawal is holding 10 shares in the Company.

Accordingly, the Board recommends the Special Resolution as set out at item no. 5 of the Notice of 51st AGM of the Company for the approval of the members of the Company.

The copy of draft letter for appointment of Mr. Anil Kumar Agrawal as an Independent Director setting out the terms and conditions will be available for inspection by members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company, till the date of 51st AGM.

Brief resume of Mr. Anil Kumar Agrawal and other relevant details relating to his appointment as required under the Act, Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in **Annexure - 1** to the Notice of 51st AGM of the Company.

Except Mr. Anil Kumar Agrawal, being appointee, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

Item No. 6:

Mr. Krishna Kejriwal was re-appointed as Chairman and Managing Director of the Company for a further period of 5 (five) years w.e.f. 1st April, 2019 and holds office as such upto 31st March, 2024.

Mr. Krishna Kejriwal, aged 71 years is a Graduate in Science. He had held the position of President of Bombay Industries Association and Automotive Component Manufacturers Association of India (ACMA). The Company has progressed under his guidance as Managing Director of the Company since 1976. During his long tenure of 47 years in the office of Managing Director, he has gained a rich experience in the field of production, marketing, exports, foreign collaboration, accounts, finance, banking and overall administration of the Company. Considering Mr. Krishna Kejriwal's prolonged association with the Company and vast experience, the Board of Directors, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee of the Company, at its meeting held on 3rd February, 2023, approved the remuneration payable to him, for the remaining period of his current tenure i.e. for a period of 1 (one) year w.e.f. 1st April, 2023 to 31st March, 2024, on the terms and conditions as set out in the resolution at item no. 6 of the Notice, subject to the approval of the members of the Company.

The Board recommends the Special Resolution as set out at item no. 6 of the Notice of 51st AGM of the Company for the approval of the members of the Company.

The additional details as required to be given pursuant to clause (iv) to second proviso of Section II B of Part II of Schedule V of the Act are provided in **Annexure - II** to the Notice of 51st AGM of the Company.

Except Mr. Krishna Kejriwal, Chairman and Managing Director, Mr. Rahul Kejriwal and Mrs. Chand Kejriwal, Whole Time Directors of the Company, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 7:

Mrs. Chand Kejriwal was re-appointed as Whole Time Director of the Company for a further period of 5 (five) years w.e.f. 1st April, 2019 and holds office as such upto 31st March, 2024.

Mrs. Chand Kejriwal, aged 67 years did her Inter (Arts) from University of Mumbai. Since 1976, she is acting as Whole Time Director of the Company. During her long tenure of 47 years in the office of Whole Time Director, she has gained rich experience in the field of marketing, Human Resource Management and General Administration of the Company. Considering Mrs. Chand Kejriwal's prolonged association with the Company and vast experience, the Board of Directors, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee of the Company, at its meeting held on 3rd February, 2023, approved the remuneration payable to her for the remaining period of her current tenure i.e. for a period of 1 (one) year w.e.f. 1st April, 2023 to 31st March, 2024, on the terms and conditions as set out in the resolution at item no. 7 of the Notice, subject to the approval of the members of the Company.

The Board recommends the Special Resolution as set out at item no. 7 of the Notice of 51st AGM of the Company for the approval of the members of the Company.

The additional details as required to be given pursuant to clause (iv) to second proviso of Section II B of Part II of Schedule V of the Act are provided in **Annexure - II** to the Notice of 51st AGM of the Company.

Except Mrs. Chand Kejriwal, Whole Time Director, Mr. Krishna Kejriwal, Chairman and Managing Director and Mr. Rahul Kejriwal, Whole Time Director of the Company, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 8:

Mr. Rahul Krishna Kejriwal was re-appointed as Whole Time Director of the Company for a further period of 5 (five) years w.e.f. 1st June, 2020 and holds office as such upto 31st May, 2025. Further, he was also appointed as Chief Financial Officer of the Company with effect from 14th December, 2020 and was re-designated as Whole Time Director and Chief Financial Officer with effect from the said date. He resigned from the position of Chief Financial Officer w.e.f. closing hours of 3rd February, 2023, however he continues as Whole Time Director of the Company.

Mr. Rahul Kejriwal, aged 44 years completed his Bachelor of Commerce from Narsee Monjee College, Mumbai. Considering his performance and valuable contribution as Whole Time Director of the Company, the Board of Directors, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee of the Company, at its meeting held on 26th May, 2023, approved the remuneration payable to him for the remaining period of his current tenure i.e. for a period of 2 (two) years w.e.f. 1st June, 2023 to 31st May, 2025, on the terms and conditions as mentioned in the resolution as set out at item no. 8 of Notice of 51st AGM of the Company, subject to the approval of the members of the Company.

The Board recommends the Special Resolution as set out at item no. 8 of the Notice of 51st AGM of the Company for the approval of the members of the Company.

The additional details as required to be given pursuant to clause (iv) to second proviso of Section II B of Part II of Schedule V of the Act are provided in **Annexure - II** to the Notice of 51st AGM of the Company.

Except Mr. Rahul Kejriwal, Whole Time Director, Mr. Krishna Kejriwal, Chairman and Managing Director and Mrs. Chand Kejriwal, Whole Time Director of the Company, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise in the said resolution.

Item No. 9:

Stock options have long been recognized internationally as an effective instrument to align the interest of the employees with those of the Company and its shareholders, providing an opportunity to the employees to share the growth of the Company, and to create long-term wealth in the hands of the employees. Your Company believes that equity-based compensation plans are effective tools to attract and reward the talents working exclusively with the Company. With the objective to motivate key employees for their contribution to the corporate growth, to create an employee ownership culture and also to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an Employee Stock Option Scheme namely **"Remsons Employees' Stock Option Scheme 2023" ("ESOS 2023")**

As per the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the Company seeks your approval for:

- (i) Implementation of the ESOS 2023; and
- (ii) Grant of Options to the eligible employees of the Company as per the terms of the ESOS 2023.

The disclosures / salient features of ESOS 2023 pursuant to Regulation 6(2) of the SBEB Regulations are as under:

A. Brief description of ESOS 2023:

The Company proposes to introduce the ESOS 2023 primarily with a view to:

- (i) reward loyalty and performance of the employees;
- (ii) provide wealth creation opportunities to the employees;
- (iii) introduce a long-term incentive tool to attract, retain and motivate talent which shall contribute to the growth and profitability of the Company; and
- (iv) enable the employees to get a share in value they create for the Company in the future.

The ESOS 2023 contemplates grant of Options to the eligible employees as may be determined in due compliance of the SBEB Regulations. After vesting, the eligible employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period.

The Compensation Committee shall administer the ESOS 2023. All questions of interpretation of the ESOS 2023 shall be determined by the Compensation Committee and such determination shall be final and binding upon all persons having an interest in the ESOS 2023. The Company shall issue equity shares upon exercise, subject to payment of exercise price and satisfaction of consequential tax obligations.

The liability of paying taxes, if any, in respect of the Options granted pursuant to the ESOS 2023 and the equity shares issued pursuant to exercise of Options shall be on the Option grantee and / or the Company. In cases where the Company decides to pay on behalf of the Option grantee it shall be in accordance with the provisions of Income Tax Act, 1961 read with rules issued thereunder and / or Income Tax Laws of respective countries as applicable to eligible Employees of the Company working abroad, if any.

The Company shall have right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of Options or Shares acquired upon the exercise thereof and shall have no obligation to deliver shares until the Company's tax deduction obligations, if any, have been satisfied by the option grantee in full.

B. Total number of Options to be offered and granted:

The maximum number of Options that can be granted under the ESOS 2023 shall not exceed 50,000 (Fifty Thousand) which upon exercise shall be convertible into not more than 50,000 (Fifty Thousand) Equity Shares ("Shares") of the Company of Rs. 10/- (Rupees Ten only) each fully paid up.

Further, the SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, stock split or consolidation of shares, merger or other restructuring, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and to the extent allow the price of the Options in such a manner that the total value of the Options remains the same after any such corporate action. Accordingly, if any additional Options are to be issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of Options and shares aforesaid shall be deemed to be modified accordingly. The Options which do not vest, would be available for being re-granted at a future date. The Board / Committee can re-grant such Options as per the provisions of the ESOS 2023, within the overall limit as stated above, subject to the SBEB Regulations.

C. Identification of classes of employees entitled to participate and be beneficiaries in ESOS 2023:

The class of employees eligible for participating in the ESOS 2023 shall be determined on the basis of grade of the employees, role / designation of the employees, length of their service with the Company, their role in and contribution to overall performance of the Company, merits of the employees, past performance record, future potential of the employees and / or such other criteria that may be determined by the Board or Committee at its sole discretion from time to time.

Following classes of employees are entitled to participate in ESOS 2023:

- (i) an employee as designated by the Company, who is exclusively working for the Company in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; and
- (iii) an employee as defined in sub-clauses (i) and (ii), of the Company, but does not include:
 - an employee / director who is a promoter or a person belonging to the promoter group; and
 - a director who either by himself / herself or through his / her relative(s) or through any body(ies) corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

As per the eligibility criteria given above, the Compensation Committee shall identify the eligible employees for grant of Options under the ESOS 2023.

Nothing in the ESOS 2023 or in any Option granted pursuant to the ESOS 2023 shall confer on any employee or Option grantee any right to continue in the employment of the Company or interfere in any way with the right of the Company to terminate the employee's / Option grantee's employment at any time.

D. Requirement of vesting and period of vesting:

Unless where determined otherwise by Compensation Committee, there shall be following categories of grants which would be applicable to eligible employees as decided by the Compensation Committee, as the case may be, and which shall be final and binding on such eligible employee.

Grant shall consist of 50,000 Options and shall have both performance based and time based vesting component. 50% of the Options to be vested from the date of grant as per the vesting schedule provided herein and 50% to be vested upon fulfilling the performance conditions as shall be laid down by the Compensation Committee and mentioned in the respective grant letter :

(a) Time based vesting:

% of Options granted	No. of years from the date of grant of Options	% of Options Vested (out of 50%)
50% of total grant	1	30% of Options granted
	2	30% of Options granted
	3	40% of Options granted

(b) Performance based vesting:

% of Options granted	No. of years from the date of grant of Options	% of Options Vested (out of 50%)
50% of total grant	1	30% of Options granted upon achieving the performance criteria
	2	30% of Options granted upon achieving the performance criteria
	3	40% of Options granted upon achieving the performance criteria

- In case of death; permanent disability; retirement or superannuation; resignation or termination of employment for reasons other than misconduct and transfer or deputation of an eligible employee of an associate company, the vesting of Option will differ from that specified above and will be undertaken as per the provisions of the ESOS 2023.
- Options granted would vest essentially on the basis of continuation of employment / service as on relevant date of vesting as a pre-requisite condition, provided that the eligible Employee is not under any notice of resignation or termination. Besides continuity of employment / service, the Committee shall have the power to determine and provide vesting conditions for the vesting of Options. In the event that an eligible Employee is transferred or deputed or resigns to join any subsidiary prior to vesting, the vesting shall continue as per original vesting schedule / conditions.

E. Maximum period within which the Options shall be vested

The Options Granted under the ESOS 2023 shall not vest earlier than minimum vesting period of 1 (one) year and not later than maximum vesting period of 3 (three) years from the respective date of grant.

F. Exercise price

Exercise price shall be determined by the Compensation Committee at the time of grant of Options, provided however the exercise price per Option shall not be less than the par / face value of the shares of the Company i.e. Rs. 10 (Rupees Ten only) per Share and shall not exceed the price at which the Equity Shares of the Company's market price (higher price on BSE or NSE) at the time of grant of Options.

G. Exercise period and the process of exercise

- The exercise period of Options shall be 2 (two) years from the date of their respective vesting. Failure to comply within this time period shall result in lapsing of vested Options in the hands of the option grantee.
- The ESOS 2023 envisages shorter exercise periods of the vested options, than that specified above in case of resignation or termination of employment for reasons other than misconduct. In case of termination due to misconduct, there shall not be any exercise period as all the vested Options shall lapse forthwith.
- Once the Options are vested, whether at once or at various points of time as per the vesting schedule, the option grantee may, at any time during the exercise period submit an application with the Compensation Committee requesting to exercise his / her vested Options and pay the exercise price.

H. Appraisal process for determining the eligibility of employees for the ESOS 2023

The appraisal process for determining the eligibility of the employee will be determined by the Compensation Committee based on criteria such as the designation / grade of employee, length of service period, performance record, merit of the employee, future potential contribution towards strategic growth by the employee, continuation of employment service and / or any criteria that may be determined by the Committee from time to time.

I. Maximum number of Options to be offered and issued per employee and in aggregate under ESOS 2023, if any

Under the ESOS 2023, the maximum number of Options granted per employee shall not exceed 5,000 Options. The maximum number of Options, in aggregate, that may be granted pursuant to ESOS 2023 shall not exceed 50,000 Options.

J. Maximum quantum of benefits to be provided per employee under ESOS 2023

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to difference between the option exercise price and the market price of the shares on the exercise date.

K. Whether the scheme is to be implemented and administered directly by the Company or through a trust

The Scheme shall be implemented and administered directly by the Company in accordance with the applicable provisions of the Act and the SBEB Regulations.

L. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

The Scheme envisages issue of fresh / new equity shares upon exercise of vested Options. There will not be any secondary acquisition of shares by the Company.

M. The amount of loan to be provided for implementation of the ESOS 2023 by the Company to the trust, its tenure, utilization, repayment terms, etc.

This is currently not contemplated under the present ESOS 2023, as the ESOS 2023 shall be implemented and administered directly by the Company.

N. Maximum percentage of secondary acquisition (subject to limits specified under the SBEB Regulations) that can be made by the trust for the purposes of the scheme

Not Applicable.

O. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15

It is hereby confirmed and undertaken that the Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of the SBEB Regulations and by any other authority, as may be applicable from time to time.

P. Method which the Company shall use to value its options

The Company shall adopt Fair Value Method for valuation of Options under ESOS 2023 as prescribed under applicable Indian Accounting Standards. The Company may choose to adopt a different methodology, as may be required, as per the applicable Indian Accounting Standards.

Q. Declaration:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

R. Period of lock-in:

The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction.

S. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

Subject to the provisions of the then prevailing applicable laws, the Compensation Committee shall determine the procedure for buy-back of Options granted under the ESOS 2023 if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

As per the provisions of Section 62(1)(b) of the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, SBEB Regulations, Listing Regulations and enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company is being sought by way of a Special resolution for approval and implementation of ESOS 2023.

The Board of Directors of the Company has designated the Nomination and Remuneration Committee of the Company as Compensation Committee for implementation and administration of ESOS 2023.

A draft copy of ESOS 2023 will be available for inspection by the members at the Registered Office of the Company on any working day of the Company between 11.00 A.M. and 1:00 P.M. on any working day of the Company till the 51st AGM.

The Options to be granted under the ESOS 2023 shall not be treated as an offer or invitation made to the public for subscription of securities of the Company. The ESOS 2023 conforms to the SBEB Regulations.

The Board of Directors recommends the Special Resolution as set out at item no. 9 of the notice for the approval of members of the Company.

None of the directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolutions, except to the extent of their entitlements determined lawfully, if any, under ESOS 2023.

By Order of the Board of Directors of
Remsons Industries Limited

Rohit Darji

Company Secretary and Compliance Officer
Membership No.: A37077

Place: Mumbai
Date: 8th August, 2023

Registered Office:
401, 4th Floor, Gladdiola,
Hanuman Road, Vile Parle (East),
Mumbai - 400057, Maharashtra, India.

Annexure - I
INFORMATION OF DIRECTORS BEING PROPOSED TO BE APPOINTED / RE-APPOINTED AND REMUNERATION OF WHOM TO BE APPROVED PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) IS AS FOLLOWS:

Name of Directors	Mrs. Visalakshi Sridhar	Mr. Anil Kumar Agrawal	Mr. Krishna Kejriwal	Mrs. Chand Kejriwal	Mr. Rahul Kejriwal
Designation	Independent Director	Non-Executive Director / Independent Director	Chairman and Managing Director	Whole Time Director	Whole Time Director
DIN	07325198	00513805	00513788	00513737	00513777
Date of Birth	12 th April, 1966	5 th August, 1976	12 th June, 1952	5 th October, 1956	29 th August, 1979
Age	57 years	47 years	71 years	66 years	44 years
Qualifications	Member of The Institute of Company Secretaries of India (ICSI) and The Institute of Cost Accountants of India.	M. Com from University of Rajasthan, Jaipur and Fellow Member of the Institute of Chartered Accountants of India.	B. Sc. From University of Bangalore.	Inter (Arts), University of Mumbai.	B. Com from Narsee Monjee Collage, Mumbai.
Experience (including expertise in specific functional areas / Brief resume	Member of Institute of Company Secretaries of India (ICSI) and The Institute of Cost Accountants of India. (ICWAI). She has experience over 35 years in Accounts & Financial Services. She was Managing Director, Chief Financial Officer and Company Secretary of Binani Industries Limited.	Expertise in Finance, Accounts, Banking, Taxation and General Administration.	Expertise in production, marketing, finance and all spheres of Business Development. Past President of: 1) Bombay Industries Association. 2) Automotive Component Manufacturers Association of India (ACMA).	General Administration, Marketing, Human Resource Management.	Expertise in Production and Marketing.
Terms and conditions of appointment / re-appointment	For a second term of 5 (five) consecutive years, not liable to retire by rotation.	For a term of 5 (five) consecutive years, not liable to retire by rotation.	Not Applicable	Not Applicable	Not Applicable
Remuneration sought to be paid	Sitting fees as approved and Commission as may be decided by the Board.	Sitting fees as approved and Commission as may be decided by the Board.	Rs. 38.64 Lakh per annum.	Rs. 24.00 Lakh per annum.	Rs. 65.28 Lakh per annum.
Remuneration last drawn, if applicable	Not Applicable	Not Applicable	Rs. 36.36 Lakh per annum.	Rs. 20.66 Lakh per annum.	Rs. 53.98 Lakh per annum.
Date of first appointment on the Board	14 th November, 2018	11 th August, 2012	12 th July, 1976	12 th July, 1976	1 st June, 2016
Shareholding in the Company as on 31st March, 2023	Nil	10 Equity shares of Rs. 10/- each	15,79,494 Equity shares of Rs. 10/- each	17,08,444 Equity shares of Rs. 10/- each	3,06,851 Equity shares of Rs. 10/- each

Name of Directors	Mrs. Visalakshi Sridhar	Mr. Anil Kumar Agrawal	Mr. Krishna Kejriwal	Mrs. Chand Kejriwal	Mr. Rahul Kejriwal
Disclosure of relationships between directors and Key Managerial Personnel inter-se	She is not related with any Director or Key Managerial Personnel of the Company as per the provisions of Section 2(77) of the Companies Act, 2013.	He is not related with any Director or Key Managerial Personnel of the Company as per the provisions of Section 2(77) of the Companies Act, 2013.	He is husband of Mrs. Chand Kejriwal, Whole Time Director and father of Mr. Rahul Kejriwal, Whole Time Director of the Company.	She is wife of Mr. Krishna Kejriwal, Chairman and Managing Director and mother of Mr. Rahul Kejriwal, Whole Time Director of the Company.	He is son of Mr. Krishna Kejriwal, Chairman and Managing Director and Mrs. Chand Kejriwal, Whole Time Director the Company.
No. of Board Meetings attended during the financial year 2022-23	05	05	05	05	05
Nationality	Indian	Indian	Indian	Indian	Indian
Directorship held in other Companies	1. R.B.G. Minerals Industries Limited 2. Edayar Zinc Limited 3. Royalvision Projects Pvt. Ltd.	None	None	None	1. Goodluck Electronics Pvt. Ltd. 2. Remsons Cable Industries Pvt Ltd.
Chairmanship / Membership of the Committees of other Boards	None	None	None	None	None
Names of listed entities from which the appointee has resigned in the past three years	Binani Industries Limited	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Skills and capabilities required for the role and manner in which the proposed appointee meets such requirements, in case of independent director	Mrs. Visalakshi Sridhar is B.com, Member of the Institute of Company Secretaries of India and The Institute of Cost Accountants of India and she has experience of over 35 years in diversified business in the domain of Finance, Strategy Accounts and Company Secretary.	Mr. Anil Kumar Agrawal, is a Post Graduate in Commerce and Fellow Member of The Institute of Chartered Accountants of India and having 25 years of experience in the field of accounts, finance, banking, taxation and overall administration. He has made significant contribution in the area of Finance & Business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfield Projects. He was Director- Finance and CFO of Remsons Industries Limited till 31 st July, 2019.	Not Applicable	Not Applicable	Not Applicable
Justification for choosing the appointee for appointment as Independent Director	Considering her expertise and experience as mentioned above.	Considering his expertise and experience as mentioned above.	Not Applicable	Not Applicable	Not Applicable

Annexure - II

The details as required under clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 are given below:

I. General Information						
(1)	Nature of industry	Remsons Industries Ltd., an Original Equipment Manufacturer (OEM) supplying to two, three, four wheelers manufacturers all over India and exports globally. Control cables also known as Bowden cables globally are supplied by Remsons to International OEMs. Remsons also manufacturers Gear Shifters that are Dash Mounted and Floor Mounted for four wheelers and Light, medium and heavy duty truck applications.				
(2)	Date or expected date of commencement of commercial production	The Company is in existence and operation since 1971.				
(3)	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not Applicable.				
(4)	Financial performance based on given indicators (during the financial year ended 31 st March, 2023)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">EPS</td> <td style="width: 50%;">Rs. 13.57</td> </tr> <tr> <td>Return on Net worth</td> <td>18.60%</td> </tr> </table>	EPS	Rs. 13.57	Return on Net worth	18.60%
EPS	Rs. 13.57					
Return on Net worth	18.60%					
(5)	Foreign investments or collaborators, if any	<p>The Company has incorporated one wholly owned subsidiary namely "Remsons Holdings Ltd." on 21st August, 2020 and subscribed 5,00,000 Ordinary Shares of GBP 1.00 each and one step down wholly owned subsidiary namely, "Remsons Automotive Ltd." earlier known as ("Magal Automotive Ltd.") on 26th August, 2020 and subscribed 5,00,000 Ordinary Shares of GBP 1.00 each with The Registrar of Companies, England and Wales.</p> <p>Remsons Holdings Ltd. has acquired a step down subsidiary namely, "Remsons Properties Ltd." (formerly known as "Woolford Properties Ltd.") "Remsons Automotive Ltd." (formerly known as "Magal Automotive Ltd.") has acquired the assets and business of "Magal Cables Ltd." in the UK. These acquisitions were completed on 21st October 2020.</p>				
II. Information about the appointees						
A Mr. Krishna Kejriwal						
(1)	Background details	Mr. Krishna Kejriwal, aged 71 years, is a Graduate in Science from University of Bangalore and has 47 years of experience in the field of production, marketing, exports, accounts, finance, banking and over all administration of the Company. Mr. Krishna Kejriwal has made significant contribution in the area of production, designs, innovation, export activities, business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfield Projects.				
(2)	Past Remuneration	Rs. 36.35 Lakh per annum.				
(3)	Recognition or awards	Mr. Krishna Kejriwal had held the position of President of Bombay Industries Association and Automotive Component Manufacturers Association of India (ACMA). He received various awards on behalf of the Company from President of India and Minister of Industries. He participated in the meetings of the ACMA and delivered lectures in various meetings and conferences.				
(4)	Job profile and his suitability	Mr. Krishna Kejriwal is Managing Director of the Company with substantial powers and overall control of the Company. Entire management team works under his supervision and all managers report to him. Considering the qualification, experience, proven track record and performance of Mr. Krishna Kejriwal and contribution made by him for the growth of the Company as well as his capacity to handle emerging challenges in the times to come, the proposed remuneration payable to him is appropriate.				
(5)	Remuneration proposed	Rs. 38.64 Lakh per annum (approx.)				
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering his experience and contribution for the growth of the Company as well as his capacity to handle emerging challenges in the times to come, the remuneration payable to Mr. Krishna Kejriwal is considered fair, just and reasonable and are at par with the standards of the industry in which the Company operates.				

(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Except the amount of interest @10% p.a. on the unsecured loan provided by him to the Company, receiving remuneration as Chairman and Managing Director and holding shares in the Company, Mr. Krishna Kejriwal does not have any pecuniary relationship directly or indirectly with the Company. Mr. Krishna Kejriwal is husband of Mrs. Chand Kejriwal and father of Mr. Rahul Kejriwal. He is also Promoter of the Company.
B Mrs. Chand Kejriwal		
(1)	Background details	Mrs. Chand Kejriwal, aged 66 years has gained rich experience in the field of marketing, human resource management and general administration of the Company. She is also involved in various social and human welfare activities.
(2)	Past Remuneration	Rs. 20.66 Lakh per annum.
(3)	Recognition or awards	Mrs. Chand Kejriwal got recognition in various social and human welfare activities. She actively participate in social gatherings and got awards in a different field of floriculture.
(4)	Job profile and her suitability	Mrs. Chand Kejriwal is Whole Time Director of the Company with substantial powers. She looks after marketing, human resource management and general administration of the Company. Considering the qualification, experience, proven track record and performance of Mrs. Chand Kejriwal and contribution made by her for the growth of the Company as well as her capacity to handle emerging challenges in the times to come, the proposed remuneration payable to her is appropriate.
(5)	Remuneration proposed	Rs. 24.00 Lakh per annum (approx.)
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position	Considering her rich experience as detailed in the proposed resolution, the terms of the remuneration payable to Mrs. Chand Kejriwal are considered fair, just and reasonable and are at par with the standards of the industry in which the Company operates.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Except the amount of interest @ 10% p.a. on the unsecured loan provided by her to the Company, rent for a premises given on leave and license to the Company, receiving remuneration as Whole Time Director and holding shares in the Company, Mrs. Chand Kejriwal does not have any pecuniary relationship directly or indirectly with the Company. Mrs. Chand Kejriwal is wife of Mr. Krishna Kejriwal and mother of Mr. Rahul Kejriwal. She is also Promoter of the Company.
C Mr. Rahul Kejriwal		
(1)	Background details	Mr. Rahul Kejriwal, aged 44 years, is a Commerce Graduate from Narsee Monjee College, Mumbai and having 17 years of experience in the fields of production, marketing and design. Mr. Rahul Kejriwal has made significant contribution in the area of production, designs, innovation, exports, business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfield Projects.
(2)	Past Remuneration	Rs. 53.98 Lakh per annum (approx.)
(3)	Recognition or awards	Mr. Rahul Kejriwal is Commerce Graduate from Narsee Monjee College, Mumbai.
(4)	Job profile and her suitability	Mr. Rahul Kejriwal is responsible for the day to day affairs of the Company under supervision of Mr. Krishna Kejriwal, Chairman and Managing Director and overall control of the Board of Directors of the Company. Considering the qualification, experience, proven track record and performance of Mr. Rahul Kejriwal and contribution made by him for the growth of the Company as well as capacity to manage the emerging challenges in the times to come, the proposed remuneration payable to him is appropriate.
(5)	Remuneration proposed	Rs. 65.28 Lakh per annum (approx.)
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position	Considering his rich experience, the terms of the remuneration payable to Mr. Rahul Kejriwal are considered fair, just and reasonable and are at par with the standards of the industry in which the Company operates.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Except receiving remuneration as Whole Time Director and holding shares in the Company, Mr. Rahul Kejriwal has no other pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoter and is son of Mr. Krishna Kejriwal, Chairman and Managing Director and Mrs. Chand Kejriwal, Whole Time Director of the Company.

III. Other Information

(1)	Reasons of loss or inadequate profits	The Company has maintained healthy growth in operating income over the past three years with consistent profit margins and profitability. The Company has long standing experience in the auto ancillary industry and has established client base in automobile industry. The Company intends to increase its share of revenue from the after-market which may not only support operating margin but will also insulate the Company from the volatility in demand from the automobile sector. The Company's business prospects remain dependent upon the growth and prospects of the automobile industry as whole. The automotive component industry over the past few years has become extremely competitive following the entry of several players in the industry. Performance of the automobile manufacturing companies affects the profitability of the Company.
(2)	Steps taken or proposed to be taken for improvement	The Company has initiated several measures to improve its profitability. It has strengthened and consolidated operations of various manufacturing units at different locations to ensure uniformity and better administration. Further, to survive in the competitive era, more and more orders from the global as well as domestic OEM Market are planned to be procured in addition to achieve higher production by deploying all its resources and capacities available and by choosing right product mix with application of various cost cutting measures without of course, compromising on the quality of its products.
(3)	Expected increase in productivity and profits in measurable terms	The above measure undertaken is expected to yield more positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

IV. Disclosures

(1)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc.	As stated in item nos. 6, 7 and 8 of the Notice.
(2)	Details of fixed component and performance linked incentives along with the performance criteria	
(3)	Service contracts, notice period, severance fees service contracts, notice period, severance fees	3 (three) months' notice period, no severance fees payable.
(4)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

By Order of the Board of Directors of
Remsons Industries Limited

Rohit Darji

Company Secretary and Compliance Officer
Membership No.: A37077

Place: Mumbai
Date: 8th August, 2023

Registered Office:

401, 4th Floor, Gladdiola,
Hanuman Road, Vile Parle (East),
Mumbai - 400057, Maharashtra, India.

Board of Directors' Report

To,
The Members,
Remsons Industries Limited

Your directors take pleasure in presenting the 51st Annual Report of the Company together with the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023.

1. FINANCIAL HIGHLIGHTS:

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	Year Ended 31 st March, 2023	Year Ended 31 st March, 2022	Year Ended 31 st March, 2023	Year Ended 31 st March, 2022
Revenue from operations and Other Income (Net)	26,566.04	22,444.60	31,439.54	28,719.09
Profit before interest, Depreciation, tax and extra ordinary items	2,196.46	1,518.98	2,753.69	2,096.71
Less: (i) Financial expenses	519.71	524.87	633.73	643.33
(ii) Depreciation / Amortization	619.16	548.08	914.38	793.33
Profit / (Loss) before exceptional items & tax	1,057.59	446.03	1,205.58	660.05
Add: Exceptional Items	-	74.26	-	74.26
Profit / (Loss) before tax	1,057.59	520.29	1,205.58	734.30
Less: Tax-Provision:				
- Current Tax	316.72	151.38	316.72	151.38
- Deferred tax Liabilities / (Assets)	(34.68)	14.08	51.85	46.68
Profit / (Loss) after tax	775.56	354.83	837.01	536.25
Other Comprehensive Income	(8.31)	23.75	(6.25)	1.91
Total Comprehensive Income for the year	767.25	378.58	830.77	538.16

2. AUTOMOBILE INDUSTRY SCENARIO:

The automotive industry in India is one of the main pillars of the economy. With strong backward and forward linkages, it is a key driver of growth. Liberalization and conscious policy interventions over the past few years created a vibrant, competitive market, and brought several new players, resulting in capacity expansion of the automobile industry and generation of huge employment. The contribution of this sector to the National GDP has risen to about 7.1% now from 2.77% in 1992-93. It provides direct and indirect employment to over 19 million people.

3. OPERATIONS:

During the financial year under review, on standalone basis, the Company achieved total revenue of Rs. 26,566.04 Lakh (previous year Rs. 22,444.60 Lakh) and profit before tax was Rs. 1,057.59 Lakh (previous year Rs. 520.29 Lakh) and the Net profit after tax was Rs. 775.56 Lakh (previous year Rs. 354.83 Lakh).

During the financial year under review, on consolidated basis, the Company achieved total revenue of Rs. 31,439.54 Lakh (previous year Rs. 28,719.09 Lakh) and net profit before tax was Rs. 1,205.58 Lakh (previous year Rs. 734.30 Lakh) and the Net profit after tax was Rs. 837.01 Lakh (previous year Rs. 536.25 Lakh).

4. EXPORTS:

During the financial year under review, exports were at Rs. 3,178.02 Lakh as compared to Rs. 3,079.52 Lakh in the previous year.

5. CREDIT RATING:

ICRA Limited has reaffirmed the following credit ratings for Company's long term and short term credit facilities:

Details of Bank Limits Rated by ICRA (Rated on Long - Term Scale)	Amount (Rs. in Lakh)	Rating	Assigned / Outstanding on
Cash Credit			
State Bank of India	2,400.00	[ICRA]BBB-(Stable)	30 th June, 2023
e-VFS facility			
State Bank of India	1,000.00	[ICRA]BBB-(Stable)	30 th June, 2023
Overdraft			
Standard Chartered Bank	800.00	[ICRA]BBB-(Stable)	30 th June, 2023
Term Loans			
State Bank of India	801.00	[ICRA]BBB-(Stable)	30 th June, 2023
Total	5,001.00		

Details of Bank Limits Rated by ICRA (Rated on Short - Term Scale)	Amount (Rs. in Lakh)	Rating	Assigned / Outstanding on
Invoice Financing			
Kotak Mahindra Bank Limited	1500.00	[ICRA]A3	30 th June, 2023
LC Limit			
Standard Chartered Bank	130.00	[ICRA]A3	30 th June, 2023
Bank Guarantee			
Standard Chartered Bank	70.00	[ICRA]A3	30 th June, 2023
Derivative/Forward Contracts			
State Bank of India	100.00	[ICRA]A3	30 th June, 2023
Total	1800.00		
Grand Total	6801.00		

6. DIVIDEND AND TRANSFER TO RESERVES:

Your directors have pleasure in recommending payment of dividend of Rs. 1.50 per share (15%) (previous year Re. 1.00 per share (10%) on face value of Equity Shares of Rs. 10/- each for the financial year ended 31st March, 2023. This will absorb total cash outflow of Rs. 85.70 Lakh (previous year Rs. 57.13 Lakh). The dividend, if approved, will be paid to those members whose names shall appear on the Register of Members / List of Beneficiaries as on Friday, 8th September, 2023.

During the financial year under review, the Company has not transferred any amount to reserves.

7. SHARE CAPITAL OF THE COMPANY:

There was no change in share capital of the Company during the financial year under review. The paid-up equity share capital of your Company as on 31st March, 2023 stood at Rs. 5,71,33,570/- (Rupees Five Crore Seventy One Lakh Thirty Three Thousand Five Hundred Seventy only) divided into 57,13,357 (Fifty Seven Lakh Thirteen Thousand Three Hundred Fifty Seven) Equity shares of Rs. 10/- (Rupees Ten only) each.

8. CHANGE IN THE NATURE OF BUSINESS OF THE COMPANY:

There was no change in the nature of business activities of the Company during the financial year under review.

9. PUBLIC DEPOSITS:

During the financial year under review, the Company has not accepted or renewed any deposits from public within the meaning of Sections 73 and 76 of the Companies Act, 2013 ("Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

10. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:

The Company has one foreign wholly owned subsidiary viz. Remsons Holding Ltd., UK and two foreign step down subsidiaries viz. Remsons Properties Ltd. (earlier known as "Woolford Properties Ltd."), UK and Remsons Automotive Ltd. (earlier known as "Magal Automotive Ltd."), UK.

None of the subsidiary companies is material subsidiary within the meaning of 'material subsidiary' as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of Remsons Holdings Ltd., Remsons Properties Ltd (earlier known as "Woolford Properties Ltd.") and Remsons Automotive Ltd. (earlier known as "Magal Automotive Ltd."), in Form No. AOC - 1, is annexed as **Annexure - I** and forms part of this report.

Pursuant to the provisions of Section 136 of the Act, the Financial Statements of the Company including Consolidated Financial Statements along with relevant documents and separate Audited Financial Statements of the said subsidiaries are available on the website of the Company viz. www.remsons.com.

11. CONSOLIDATED FINANCIAL STATEMENTS:

Pursuant to the provisions of Sections 129 and 133 of the Act read with the Companies (Accounts) Rules, 2014 and as required under Regulation 34 of the Listing Regulations, the Company has prepared Consolidated Financial Statements consolidating financial statements of Remsons Holding Ltd., UK, wholly owned subsidiary and of Remsons Properties Ltd. (earlier known as "Woolford Properties Ltd."), UK and Remsons Automotive Ltd. (earlier known as "Magal Automotive Ltd."), UK, step down subsidiaries of the Company with its financial statements in accordance with the applicable provisions of Indian Accounting Standards ("Ind AS"). The Consolidated Financial Statements along with the Independent Auditors' Report thereon are annexed and form part of this report.

The summarized consolidated financial position is provided above in point no. 1 of this report.

12. LISTING:

The Equity Shares of the Company are listed on BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid the requisite listing fees to the said Stock Exchanges for the financial year under review.

13. ANNUAL RETURN:

As required under Section 92(3) read with 134(3)(a) of the Act, the copy of Annual Return as on 31st March, 2023 will be placed on the Company's website and can be accessed at www.remsons.com.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) Retirement by rotation:

In accordance with the provisions of Section 152(6) of the Act read with the Companies (Management and Administration) Rules, 2014 and the Articles of Association of the Company, Mr. Krishna Kejriwal (DIN: 00513778), Director of the Company, retires by rotation at the ensuing 51st Annual General Meeting ("AGM") and being eligible, has offered himself for re-appointment and your Board recommends his re-appointment.

b) Appointment / Re-appointment:

Mrs. Chand Krishna Kejriwal (DIN: 00513737), who retired by rotation at previous 50th AGM held on 28th September,

2022, was re-appointed as director of the Company in terms of provisions of Section 152(6) of the Act.

Considering the knowledge and expertise in the field of governance practices, organization strategy, leadership capital areas and based on recommendation by the Nomination and Remuneration Committee and the Board of Directors of the Company, the shareholders in their 01/2022-23 Extra Ordinary General Meeting held on 12th May, 2022 appointed Mr. Suresh Ramarao (DIN: 00370832) as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 12th May 2022, who shall not be liable to retire by rotation.

Pursuant to the provisions of Section 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as recommended by the Nomination and Remuneration Committee, upon step down by Mr. Rahul Kejriwal from the post of Chief Financial Officer, Mr. Debendra Panda was appointed as Chief Financial Officer of the Company with effect from 4th February, 2023.

Mrs. Visalakshi Sridhar was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 14th November, 2018 and her current tenure ends on 13th November, 2023.

Considering her knowledge, expertise, experience and performance evaluation of her first term of 5 (five) years, the Nomination and Remuneration Committee has recommended for re-appointment of Mrs. Visalakshi Sridhar for a second term of 5 (five) consecutive years with effect from 14th November, 2023. Accordingly, your Board recommends re-appointment of Mrs. Visalakshi Sridhar as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 14th November, 2023, subject to approval of the members of the Company, whose office shall not be liable to retire by rotation.

Mr. Anil Kumar Agrawal (DIN: 0000805) was Executive Director of the Company during the period from 11th August, 2012 to 31st July, 2019, and after resigning from the services of the Company, he was re-designated as Non-Executive Director of the Company with effect from 1st August, 2019. The Nomination and Remuneration Committee in its meeting held on 8th August, 2023 recommended his appointment as an Independent Director of the Company. Accordingly, your Board recommends for appointment of Mr. Anil Kumar Agrawal (DIN: 0000805) as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 16th September, 2023, whose office shall not be liable to retire by rotation.

As stipulated under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General

Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume of the directors proposed to be appointed / re-appointed / fixation of remuneration is annexed to the Notice convening the 51st AGM of the Company.

c) Cessation:

During the financial year under review, no director or Key Managerial Personnel resigned from the services of the Company. Mr. Rahul Kejriwal, Whole Time Director (designated as WTD & CFO) of the Company resigned from the post of Chief Financial Officer of the Company with effect from closing business hours of 3rd February, 2023, however, he continues to be the Whole Time Director of the Company.

d) Declaration from Independent Directors:

The Company has received the necessary declaration from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and pursuant to Regulation 25 of the said Regulations that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

Further, the Independent Directors have also submitted their declaration in compliance with the provisions of Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, which mandates the inclusion of an Independent Director's name in the data bank of the Indian Institute of Corporate Affairs ("IICA").

None of the directors of your Company are disqualified under the provisions of Section 164(2) of the Act. Your directors have made necessary disclosures, as required under various provisions of the Act and the Listing Regulations and in the opinion of the Board, all the Independent Directors are persons of integrity and possesses relevant expertise and experience and are independent of the management.

e) Number of Directors:

As per Regulation 17(1)(c) of the Listing Regulations, the Company is required to appoint minimum 6 (six) directors including one woman director on its Board. As on the date of this report, your Company has eight directors consisting

of four Independent Directors including one woman Director, one Non-Executive Director and three Executive Directors.

f) Annual evaluation of performance by the Board:

In terms of applicable provisions read with Schedule IV of the Act and rules framed thereunder and Regulation 17 read with Part D of Schedule II of the Listing Regulations, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board along with performance evaluation of each director to be carried out on an annual basis.

Pursuant to the provisions of the Act and the Listing Regulations, the evaluation of the Board and its performance, the directors individually and the working of its Audit Committee, Stakeholders' Relationship Committee and the Nomination and Remuneration Committee including the Chairman of the Company was carried out by the Board. The Board has evaluated the performance of each of Executive, Non-Executive and Independent Directors considering the business of the Company and the expectations that the Board has from each of them.

The evaluation framework for assessing the performance of directors comprises of the following key areas:

- i. Attendance of Board and Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and it's performance; and
- iv. Providing perspectives and feedback going beyond information provided by the management.

g) Key Managerial Personnel (KMP):

The details of Key Managerial Personnel of the Company as on 31st March, 2023 are as follows:

Sr. No.	Name of the Directors	Designation
1.	Mr. Krishna Kejriwal	Chairman & Managing Director
2.	Mrs. Chand Kejriwal	Whole Time Director
3.	Mr. Rahul Kejriwal	Whole Time Director
4.	Mr. Amit Srivastava	Chief Executive Officer
5.	Mr. Debendra Panda	Chief Financial Officer
6.	Mr. Rohit Darji	Company Secretary and Compliance officer

Apart from the above, no other director or KMP were appointed or retired or resigned during the financial year under review.

15. DIRECTORS' RESPONSIBILITY STATEMENT:

Your directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3)(c) read with Section 134(5) of the Act state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year on 31st March, 2023 and of the profit of the Company for that period;
- c. they have 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. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. MEETINGS OF THE BOARD OF DIRECTORS:

The Board meets at regular intervals to discuss and decide on Company / business policies and strategies apart from other business of the Board. The notice of Board meetings are given well in advance to all the directors of the Company. Meetings of the Board are held in Mumbai, Maharashtra. The agenda of the Board / Committee meetings are circulated at least 7 days before the date of the meetings. In case of any business exigencies, meetings are called and convened at shorter notice or the resolutions are passed through circulation and later placed in the next Board meeting. The agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meetings to enable the directors to take informed decisions.

During the financial year under review, the Board of Directors met 5 (five) times, the details of which are given in the Report on Corporate Governance, forming part of this report. The intervening gap between two consecutive meetings was within the period prescribed under the Act and the Listing Regulations.

17. SEPARATE MEETING OF INDEPENDENT DIRECTORS:

As stipulated by the Code of Independent Directors under Schedule IV of the Act, a separate meeting of the Independent Directors of the Company was held on 3rd February, 2023 without presence of Non-Independent Directors and members of the management to consider the following:

- i. performance of Non-Independent Directors and the Board as a whole;
- ii. performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors; and
- iii. assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company management and the Board.

18. COMMITTEES OF THE BOARD OF DIRECTORS:

In accordance with the provisions of the Act and the Listing Regulations, the Company has constituted three committees of the Board, namely:

- I. Audit Committee;
- II. Nomination and Remuneration Committee; and
- III. Stakeholders' Relationship Committee.

Details of all the Committees along with their charters, composition, meetings held during the financial year under review and attendance thereat are provided in the report on Corporate Governance forming part of this report.

19. Audit Committee:

The Audit Committee is duly constituted as per the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The members of the Committee possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

During the financial year under review, the Audit Committee was reconstituted. Mr. Shishir Dalal was appointed as member of the Audit Committee with effect from 10th August, 2022.

As on 31st March, 2023, the Audit Committee comprised of Mrs. Visalakshi Sridhar, Independent Director, Mr. Paresh Bhagat, Independent Director, Mr. Shishir V. Dalal, Independent Director and Mr. Krishna Kejriwal, Chairman and Managing Director as its members. Mrs. Visalakshi Sridhar is the Chairperson of the Audit Committee and the Company Secretary and Compliance Officer of the Company acts as Secretary to the Audit Committee.

The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process and vigil mechanism.

All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company.

20. APPOINTMENT AND REMUNERATION POLICY:

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board has adopted a policy for selection, appointment and remuneration of directors, and Senior Management Personnel ('SMPs') including criteria for determining qualifications, positive attributes, independence of a director and other related matters. The Remuneration Policy has been placed on the website of the Company viz. www.remsons.com.

21. INDEPENDENT DIRECTORS' FAMILIARISATION PROGRAMME:

The Company undertakes and makes necessary provisions for appropriate induction programme for new directors and ongoing training for existing directors. The new directors are introduced to the Company's culture, through appropriate training programmes. Such kind of training programmes help in developing relationship of the directors with the Company and familiarize them with the Company processes. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- build an understanding of the Company's processes and
- fully equip directors to perform their role on the Board effectively.

Upon appointment, directors receive a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of familiarization programme imparted to independent directors are available on the Company's website viz. www.remsons.com.

22. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuance to the provisions of Section 177 of the Act, the Company has adopted Vigil Mechanism / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any.

The Company promotes ethical behaviour in all its business activities and has adopted a mechanism of reporting illegal or unethical behaviour. The Company has a whistle blower policy wherein the directors and employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the directors and employees / workers. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in the exceptional cases. The confidentiality of those reporting violation is maintained, and they are not subjected to any discriminatory practice.

No violation of laws or unethical conduct etc. was brought to the notice of the Management or Audit Committee during the financial year under review. We affirm that during the financial year under review, no director or employee was denied access to the Audit Committee. The details of the Vigil mechanism / Whistle Blower Policy is available on the website of the Company viz. https://www.remsons.com/content/pdf/policies/V1442906096_vigil-mechanism-policy.pdf

23. STATUTORY AUDITORS:

As per the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the members of the Company at their 50th AGM held on 28th September, 2022 appointed M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No.:104746W/W10096) as Statutory Auditors of the Company for a term of 5 (five) consecutive years, and accordingly they will hold office as such till the conclusion of the 55th Annual General Meeting of the Company to be held for the financial year ending 31st March, 2027.

M/s. Kanu Doshi Associates LLP, Chartered Accountants, have furnished a certificate of their eligibility under Section 141 of the Act and the Companies (Audit and Auditors) Rules, 2014, confirming that they are eligible for continuance as Statutory Auditors of the Company.

24. EXPLANATIONS OR COMMENTS ON QUALIFICATIONS, RESERVATION OR ADVERSE REMARKS BY STATUTORY AUDITORS:

The Statutory Auditors' Reports on the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2023 does not contain any qualifications, reservation or adverse remarks.

25. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204(1) of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations, M/s. M Baldeva Associates, Company Secretaries, Thane (M. No.:FCS6180/COP No.: 11062) were appointed as Secretarial Auditors of the Company to undertake Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report for the said financial year is appended to this report as **Annexure - II** and forms part of this report.

With respect to the observations made by the Secretarial Auditors in their report, your directors would like to state as follows:

Sr. No.	Observations	Explanation of Board of Directors
1.	Delay in filing of some e-forms with Registrar of Companies (RoC), Mumbai, Maharashtra	Delay in filing e-forms with Registrar of Companies (RoC), Mumbai, Maharashtra was due to oversight.
2.	As required under Regulation 17(1)(b) of the Listing Regulations, the Board of Directors of the Company did not have at least half of the independent directors as its members during the period from 1 st October, 2021 to 11 th May, 2022.	As per the legal opinion obtained, the Company was not required to comply with the provisions of Regulation 17(1)(b) of the Listing Regulations, in light of the exemptions provided under Regulation 15(2) of the said regulations. However, the Company has subsequently complied with these provisions. Also, the Company has filed an appeal before the Hon'ble Securities Appellate Tribunal on 20 th October, 2022 challenging the imposition of fine and the same is pending.

Further, none of the Auditors of the Company have reported any fraud as specified under the second proviso to Section 143(12) of the Act.

26. INTERNAL AUDITORS:

Pursuant to the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014, the Board of Directors, based on the recommendation of the Audit Committee, re-appointed M/s. Devesh Shah & Co., Chartered Accountants, as Internal Auditors of the Company for the financial year under review. The Internal Auditors submit their reports on periodical basis to the Audit Committee.

Based on the internal audit reports, the management undertakes corrective actions in respective areas and thereby strengthens the controls.

27. INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its business operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and are adequately protected.

The Audit Committee evaluates the efficiency and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures at all locations of the Company and strives to maintain the standard in Internal Financial Control.

28. COST RECORDS:

During the financial year under review, the Central Government has not prescribed the maintenance of cost records for any of the products of the Company under Section 148(1) of the Act.

29. RISKS AND AREAS OF CONCERN:

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

30. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE ACT:

All contracts / arrangements / transactions entered by the Company during the financial year under review with the related parties were in the ordinary course of business on

arm's length basis and are reported in the Notes to Accounts on the Financial Statements for the financial year ended 31st March, 2023.

No material related party transactions were entered during the financial year under review by your Company. Accordingly, the disclosure of material related party transactions as required under Section 134(3) of the Act in Form No. AOC-2 is not applicable.

In accordance with the provisions of Regulation 23 of the Listing Regulations, the Company has adopted a policy on Related Party Transactions and the same has been uploaded on its website viz. www.remsons.com/content/pdf/policies/related-party-transaction-policy.pdf.

31. PARTICULARS OF EMPLOYEES AND REMUNERATION:

Disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this report as **Annexure - III** and forms part of this report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 is provided in a separate annexure. Further in terms of Section 136 of the Act, this report and the Financial Statements are being sent to the members excluding the aforesaid annexure. The said annexure is available for inspection at the Registered Office of the Company during the working hours and any member interested in obtaining a copy of the same may write to the Company Secretary and Compliance Officer of the Company and the same will be furnished on request.

32. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in terms of requirement of clause (m) of sub-section (3) of Section 134 of the Act regarding conservation of energy, technology absorption and foreign exchange earnings and outgo, read with Rule 8 of the Companies (Accounts) Rules is given in **Annexure - IV** and forms part of this report.

33. CORPORATE SOCIAL RESPONSIBILITY

The details of the CSR initiatives taken by the Company as per the provisions of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014 are given in **Annexure - V**, which forms part of this report.

34. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT:

The details of loans or guarantees given or investments made by the Company under the provisions of Section 186 of the Act are given under Notes to Accounts on the Financial Statements for the financial year ended 31st March, 2023, forming part of this report.

35. 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 was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on Company's operations in future.

36. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these Financial Statements relate and the date of this report.

37. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and your directors confirm compliance of the same during the financial year under review.

38. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As per the legal opinion obtained, by virtue of exemptions provided under Regulation 15(2) of the Listing Regulations, the provisions of Corporate Governance viz. Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Listing Regulations are not applicable to the Company. However, as opined by the Stock Exchanges, the Company decided to comply with the said provisions as its commitment towards good corporate governance, as always.

Hence, pursuant to the provisions of Regulation 34(3) read with Schedule V of the Listing Regulations, the following have been made part of the Annual Report and are annexed to this report:

- Management Discussion and Analysis Report;
- Corporate Governance Report;
- Declaration on compliance with Code of Conduct;
- Certificate from Practicing Company Secretary that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies; and
- Practicing Company Secretaries' Certificate regarding compliance of conditions of Corporate Governance.

39. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any of its securities lying in demat suspense account / unclaimed suspense account / Suspense Escrow account arising out of public / bonus / rights issue / expiration of period of 120 days from date of issuance of 'Letter of Confirmation' by the RTA in terms of SEBI Circular No. SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 in matters w.r.t. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition received from the shareholder / claimant. Hence, providing particulars relating to aggregate number of shareholders and outstanding securities in suspense account and other related matters are not required.

40. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted an Internal Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year under review, one complaint was filed before the said Committee and the same was resolved. No complaint was pending at the beginning or end of the financial year under review.

41. PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the financial year under review, no application was made or proceeding initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the financial year under review.

42. VALUATION OF ASSETS:

During the financial year under review, there was no instance of one-time settlement of loans / financial assistance taken from Banks or Financial Institutions, hence the Company was not required to carry out valuation of its assets for the said purpose.

43. ACKNOWLEDGEMENT:

Your directors would like to place on record their gratitude for all the guidance and co-operation received from the shareholders, banks and other government and regulatory agencies. Your directors would also like to take this opportunity to express their appreciation for the hard work and dedicated efforts put in by the employees of the Company and look forward to their continued contribution and support.

For and on behalf of the Board of Directors of
Remsons Industries Limited

Krishna Kejriwal

Chairman & Managing Director
DIN: 00513788

Place: Mumbai
Date: 8th August, 2023

Annexure - I

Form No. AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries / Associate companies / Joint Ventures

Part "A": Subsidiaries

(₹ in Lakh)			
Sr. No.	1	2	3
Name of the Subsidiary	Remsons Holdings Ltd	Remsons Automotive Ltd. (earlier known as Magal Automotive Ltd.)	Remsons Properties Ltd. (earlier known as Woolford Properties Ltd.)
The date since when subsidiary was acquired	21 st August, 2020	26 th August, 2020	21 st October, 2020
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable	Not Applicable
Reporting Currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	GBP 1 GBP 100.23 INR	GBP 1 GBP 100.23 INR	GBP 1 GBP 100.23 INR
Share Capital	1891.45	497.75	319.52
Reserves and Surplus	-102.39	343.94	1039.64
Total Assets	3525.21	4412.12	1493.25
Total Liabilities	3525.21	4412.12	1493.25
Investments	1889.20	-	-
Turnover	-	7454.42	-
Profit / (Loss) before taxation	-89.90	260.07	-
Provision for taxation	-	32.60	-
Profit / (Loss) after taxation	-89.90	227.47	-
Proposed Dividend	-	-	-
Extent of shareholding (in percentage)	100%	Step down subsidiary of the Company (100% shares held by Remsons Holding Ltd., subsidiary of the Company)	Step down subsidiary of the Company (100% shares held by Remsons Holding Ltd., subsidiary of the Company)

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL

Part "B": Associates and Joint Ventures

Not applicable as the Company does not have any associate and joint venture

For and on behalf of the Board of Directors
of **Remsons Industries Limited**

Krishna Kejriwal
Chairman & Managing Director

Amit Srivastava
Chief Executive Officer

Place: Mumbai
Date: 8th August, 2023

Debendra Panda
Chief Financial Officer

Rohit Darji
Company Secretary

Annexure - II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Remsons Industries Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Remsons Industries Limited** (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluation of the corporate conducts / statutory compliances and expressing my opinion thereon.

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

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

- a) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- d) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the Company during the Audit Period);
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

(not applicable to the Company during the Audit Period);

- (iv) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (not applicable to the Company during the Audit Period);
 - (v) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (not applicable to the Company during the Audit Period);
 - (vi) 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;
 - (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (not applicable to the Company during the Audit Period);
 - (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the Company during the Audit Period); and
 - (ix) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) As informed and certified by the management of the Company, there are no laws that are specifically applicable to the business activities carried on by the Company based on its section / industry.

I have also examined compliance with the applicable clauses of the Secretarial Standards (SS - 1 and SS - 2) issued by The Institute of Company Secretaries of India.

During the Audit period, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above, *except as stated below* :

1. *Delay in filing of some e-forms with Registrar of Companies (RoC), Mumbai, Maharashtra; and*
2. *As required under Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors did not have at least half of the independent directors as its members during the period from 1st October, 2021 to 11th May, 2022.*

I further report that

Subject to our observation as stated above regarding not having at least half of independent directors on the Board as required under Regulation 17(1)(b) of the Listing Regulations, the Board of Directors of the Company is constituted with the combination

of Executive, Non-Executive and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit period were carried out in compliance with the provisions of the Act.

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

All decisions at Board and Committee meetings were taken unanimously as recorded in the minutes of the respective meetings.

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

I further report that during the Audit period there was no specific event or action in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the Company's affairs.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

Place: Thane
Date: 8th August, 2023

M. No. FCS 6180; C. P. No. 11062
Peer Review No. 1436/2021
UDIN: F006180E000765103

'Annexure I'

To,
The Members,
Remsons Industries Limited

My report of even date is to read along with this letter.

1. Maintenance of secretarial records is responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

Place: Thane
Date: 8th August, 2023

M. No. FCS 6180; C. P. No. 11062
Peer Review No. 1436/2021
UDIN: F006180E000765103

Annexure - III

Disclosure as per Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details of the ratio of remuneration of each director to the median employee's remuneration

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:		
Sr. No.	Name of the Directors	Ratio of remuneration to the median remuneration of the employees
1.	Mr. Krishna Kejriwal, Chairman & Managing Director	8.81 : 1
2.	Mrs. Chand Kejriwal, Whole Time Director	5.07 : 1
3.	Mr. Rahul Kejriwal, Whole Time Director	13.26 : 1
(ii) The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the financial year:		
Sr. No.	Name of the Directors	% increase over last F.Y.
1.	Mr. Krishna Kejriwal, Chairman & Managing Director	-
2.	Mrs. Chand Kejriwal, Whole Time Director	-
3.	Mr. Rahul Kejriwal, Whole Time Director	-
4.	Mr. Amit Srivastava, Chief Executive Officer	12.00
5.	Mr. Rohit Darji, Company Secretary and Compliance Officer	6.00
(iii)	The percentage increase in the median remuneration of employees in the financial year	6.00%
(iv)	The number of permanent employees on the rolls of the company	246
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase in Managerial Remuneration is 4.00% as compared to the other employees which is 6.00%.
(vi)	I hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company	

For and on behalf of the Board of Directors
of **Remsons Industries Limited**

Place: Mumbai
Date: 8th August, 2023

Krishna Kejriwal
Chairman & Managing Director
DIN: 00513788

Annexure - IV

Statement of Conservation of energy, Technology Absorption and Foreign Exchange Earnings and outgo pursuant to the provisions of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

1 Details of Conservation of energy, technology absorption, foreign exchange earnings and outgo

A	Conservation of energy	
(i)	The steps taken or impact on conservation of energy	Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The Company has taken steps to conserve energy in its office use consequent to which energy consumption had been minimized. The measures taken above have helped in reducing electrical energy and fuel cost and would continue to help in reducing the energy cost in the months to come.
(ii)	The steps taken by the company for utilizing alternative sources of energy	The Company continues its efforts to utilise alternate sources of energy at plants and office locations. The Company has signed Power Purchase Agreement for Rooftop Solar Power Project with BE Onsite Energy Private Limited to installed solar rooftop with 431 KWP at in Pune plant. This total installed capacity generated 4,90,000 units in a year.
(iii)	The capital investment on energy conservation equipments	Nil

B	Technology Absorption	
(i)	the efforts made towards technology absorption	<p>The Company realized that the major drawbacks for Technology Absorption is</p> <ul style="list-style-type: none"> • Lack of strategy and structure to aggregate technologies ; • Largely isolated effort in technology generation; and • Disconnect to commercialization. <p>In order to counter the above the Company addressed key questions such as</p> <ul style="list-style-type: none"> • How do we sustain interest among OEM's to engage in every stage of development, validation and commercialization? • How do we engage OEM'S from convergent disciplines to engage in collaborative development and translational validation? • How do we make "go" / "no go" decisions for validated technologies? <p>The Company has already adapted best technologies in the manufacturing processes and the same shall continue to be upgraded with time.</p> <p>Along with this, the Company has formed a core team of engineers to concentrate on Future Technologies.</p>
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	<ol style="list-style-type: none"> 1. Saving on Labour Cost; 2. Saving on Raw Material, Energy and other expenses. 3. Quality Improvement of finished goods.
(iii)	in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):	Nil
(iv)	the expenditure incurred on Research and Development	Nil

C	Foreign exchange earnings and outgo	
(i)	The foreign exchange earned (actual inflows)	Rs. 3276.42 Lakh (Previous year 3258.92 Lakh)
(ii)	The foreign exchange outgo (actual outflows)	Rs. 582.65 Lakh (Previous year 548.69 Lakh)

For and on behalf of the Board of Directors
of **Remsons Industries Limited**

Place: Mumbai
Date: 8th August, 2023

Krishna Kejriwal
Chairman & Managing Director
DIN: 00513788

Annexure - v

Annual Report on Corporate Social Responsibility Activities for the Financial Year 2022-23

1. Brief outline on CSR Policy of the Company:

The Company aims at spending a defined portion of its net profit for the betterment of society through:

- i. Contribution to the society at large by way of social and cultural development, imparting education, training and social awareness, especially with regards to the economically backward classes.
- ii. Protection and safeguarding of the environment and maintaining an ecological balance.

2. Composition of CSR Committee:

In terms of the provisions of Section 135(9) of the Act, the CSR Committee of the Company was dissolved w.e.f. 14th February, 2022 and the functions of the Committee are discharged by the Board of Directors of the Company.

3. Provide the web-link(s) where composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

www.remsons.com/content/pdf/policies/corporate-social-responsibility-policy.pdf and www.remsons.com/content/pdf/corporate-governance/details-of-csr-projects-and-activities.pdf

4. Provide the executive summary with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

The Company is not required to carry out the Impact Assessment of its CSR projects in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 as the said rule is not applicable to Company.

5. (a) Average net profit of the Company as per sub-section (5) of Section 135: Rs. 606.98 Lakh
- (b) Two percent of average net profit of the Company as per sub-section (5) of Section 135: Rs. 12.14 Lakh
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (d) Amount required to be set-off for the financial year, if any: Nil
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 12.14 Lakh
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 12.50 Lakh
- (b) Amount spent in Administrative Overheads: Nil
- (c) Amount spent on Impact Assessment, if applicable: Not Applicable
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 12.50 Lakh
- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Rs. in Lakh)	Amount Unspent (Rs. in Lakh)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
12.50	Nil	Not Applicable	-	Nil	Not Applicable

(f) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (Rs. in Lakh)
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	12.14
(ii)	Total amount spent for the Financial Year	12.50
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.36
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Not Applicable
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.36*

* The Company has spent in excess of the mandatory requirement under the Companies Act, 2013, but the same is not proposed to be carried for set off in succeeding financial years.

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

1	2	3	4	5	6		7	8
Sr. No	Preceding Financial year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (Rs. in Lakh)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (Rs. in Lakh)	Amount spent in the Financial Year (Rs. in Lakh)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding financial years (Rs. in lakh)	Deficiency, if any
					Amount (Rs. in lakh)	Date of transfer		
Not Applicable								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year

Yes

 No

If yes, enter the number of capital assets created / acquired:

Furnish the details relating to the asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year: Not Applicable

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity / Authority / beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section 5 of Section 135(5): Not Applicable

For and on behalf of the Board of Directors
of **Remsons Industries Limited**

Place: Mumbai
Date: 8th August, 2023

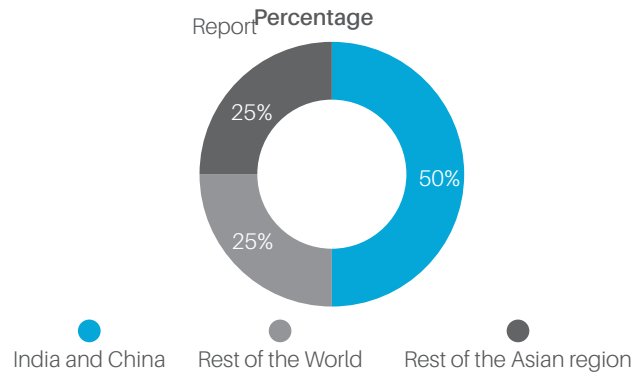
Krishna Kejriwal
Chairman & Managing Director
DIN: 00513788

Management Discussion and Analysis Report

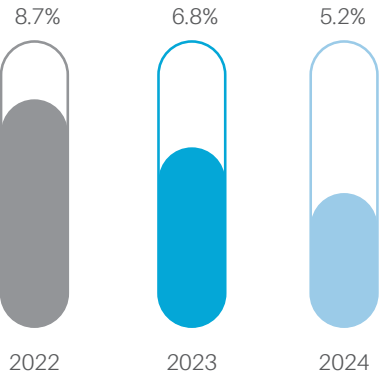
Global economy

The macroeconomic challenges, such as continued geopolitical conflicts, soaring inflation, the energy crisis, the resurgence of COVID in China, supply chain disruptions and currency fluctuations, have had a substantial impact on the global economy. Global growth is likely to decline to 3.0% in 2023 compared to 3.5% in 2022. Global inflation is expected to fall from 8.7% in 2022 to 6.8% in 2023 and 5.2% in 2024.¹

According to the IMF, India and China are predicted to contribute 50% of the global growth in 23, while the rest of the Asian region will contribute 25%. Pent-up demand following the pandemic has led to an increase in investment by businesses. A recovery in formerly limited sectors, including the automotive industry, was made possible by the removal of supply-side constraints and lowering transportation costs. Favourable monetary policies, the conclusion of Russia's invasion of Ukraine and the elimination of supply chain restrictions brought on by the pandemic are all prerequisites for the recovery of the global economy.

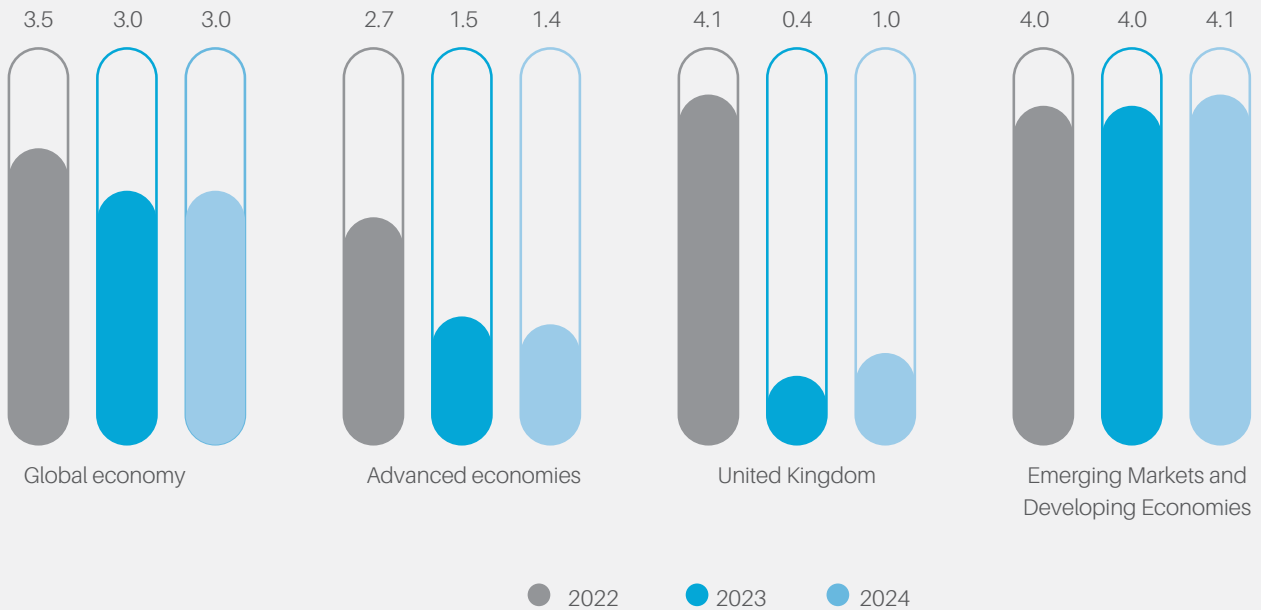


Global inflation is expected to fall



(Source- IMF, World Economic Outlook, July 2023)

Global GDP growth (%)



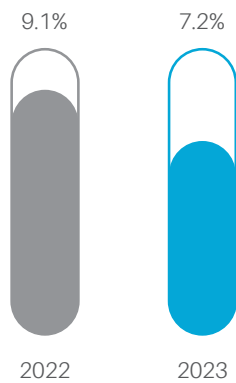
(Source- IMF, World Economic Outlook, July 2023)

¹<https://www.imf.org/en/Publications/WEO/Issues/2023/07/10/world-economic-outlook-update-july-2023>

Indian economy

During the year the Indian economy has expanded significantly. With the nation celebrating its 75th year of independence, it surpassed the United Kingdom to become the fifth-largest economy in the world in terms of the US dollar. According to the NSO the Indian economy is predicted to grow by 7.2% during the 2023.³ The rapid tightening of monetary policies in advanced economies has caused the depreciation of the Indian rupee compared to the US dollar. The World Bank predicts that India will rank among the top seven emerging market and developing economies (EMDEs) in 2023.³ India's economy has outperformed other developing market economies as far as facing external headwinds is concerned, on the back of its robust economic fundamentals. However, it is projected that monetary and fiscal tightening will be less pronounced in India than in the rest of the South Asian region over the forecast horizon. Since the onset of the pandemic, labour difficulties have also been somewhat addressed. Government initiatives, such as the Mahatma Gandhi National Rural Employment Guarantee Act (MGNREGA) have strengthened the potential of rural areas to provide employment.

India's expected GDP growth vs the previous year's GDP growth



(Source- <https://pib.gov.in/PressReleaseDetailm.aspx?PRID=1928682>)

Business overview

Amid the grim global outlook, India's automobile sector continues to grow. The domestic automotive sector generates more than USD 222 billion, accounting for 4.7% of total exports and 7.1% of GDP, contributing 35% of the nation's manufacturing GDP. The country is well on its way to having the third largest automotive industry in the world, by 2030.⁴

In 2022-23, the Company's standalone net profit witnessed a remarkable surge of 118%, while its consolidated net profit displayed a notable growth of 56% when compared to 2021-22. This positive performance was accompanied by a substantial increase of 18% in standalone revenue and 9% in consolidated revenue on a year-on-year basis for 2022-23.

The Company exports to over 19 countries by focusing on expanding customer outreach across the world, while also building enduring relationships with global OEMs and collaborating with them.

India's auto industry outlook

The automobile industry is expected to play a pivotal role in accelerating the transition to green energy. The domestic electric vehicle (EV) market is projected to expand between 2022 and 2030 at a compound annual growth rate (CAGR) of 49%, achieving annual sales of 1 crore units. By 2036, the EV industry will create 5 crore direct and indirect jobs. About 80% of the size of India's retail vehicle finance industry, which is currently worth USD 60 billion, has been estimated as the market size for financing EVs in 2030, which is estimated to be USD 50 billion⁵.

The Government has implemented several measures to promote and support the development of the automobile industry. The major growth drivers are rising disposable incomes, a wide range of credit and financing alternatives and population growth. Due to the expansion of the public transportation sector and the rising demand for commercial vehicles, India's automotive industry has a significant potential for future growth.⁶ Also, the automobile sector received FDI inflows of USD 33.53 billion.⁷

India exports a large number of automobiles and in the foreseeable future, exports are expected to rise rapidly. The Government's emphasis on infrastructure projects, an upsurge in construction activity and real estate as well as robust demand from the auto industry will contribute to future growth. Nonetheless, the global downturn may imply that export demand remains subdued. The automotive industry thus faces significant challenges despite the upbeat outlook. A slowdown in global demand and rising borrowing costs are challenges in the near term.

USD 33.53 billion

FDI inflows received by the automobile sector in 2023.

²<https://pib.gov.in/PressReleaseDetailm.aspx?PRID=1928682>

³<https://www.livemint.com/news/india/india-q4-gdp-live-updates-nso-to-release-gdp-data-for-january-march-2023-quarter-11685504900602.html>

⁴<https://www.investindia.gov.in/sector/automobile>

⁵<https://www.indiabudget.gov.in/economicssurvey/>

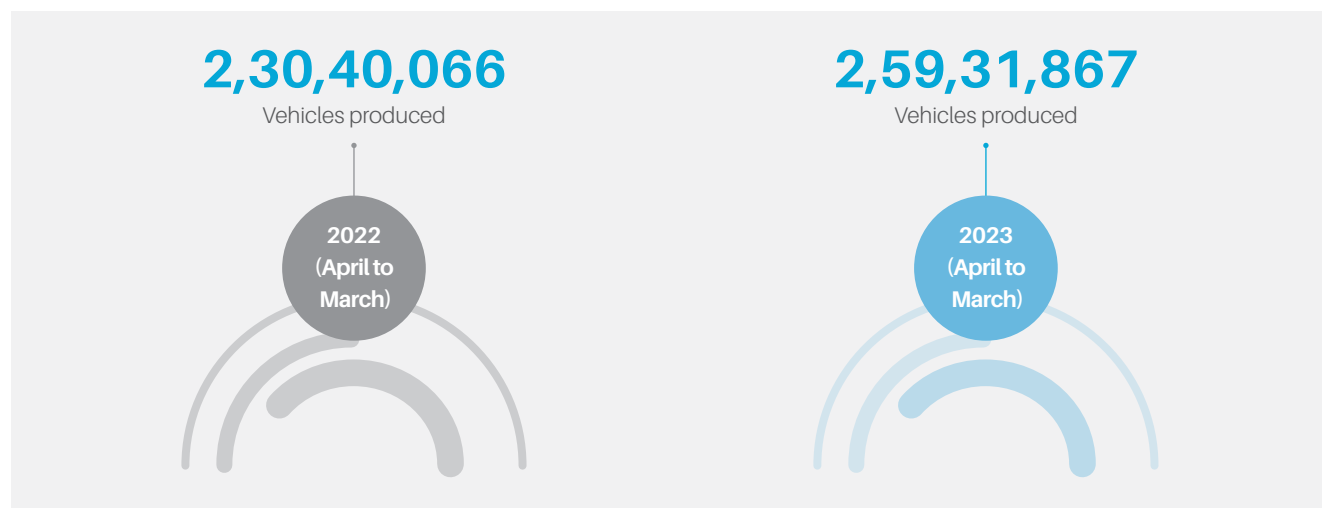
⁶<https://www.indiabudget.gov.in/economicssurvey/>

⁷ https://hcindiatz.gov.in/pdf/Page%206_compressed.pdf

Performance of the auto industry during 2022-2023

Production

During the period spanning from April 2022 to March 2023, the automotive industry in India witnessed a cumulative production of 2,59,31,867 vehicles, comprising various categories such as passenger vehicles, commercial vehicles, three-wheelers, two-wheelers, and quadricycles. This figure marks a notable increase when contrasted with the production of 2,30,40,066 units during the corresponding timeframe of April 2021 to March 2022.



Domestic sales

In 2022-2023, there was a noteworthy growth in total passenger car sales, which rose from 30,69,523 to 38,90,114 units. This upward trend was also observed in the sales of individual segments, with passenger cars, utility vehicles, and vans witnessing an increase from 14,67,039 to 17,47,376 units, 14,89,219 to 20,03,718 units, and 1,13,265 to 1,39,020 units, respectively, as compared to the previous fiscal year 2021-2022.

In parallel, the overall sales of commercial vehicles displayed a significant rise, surging from 7,16,566 to 9,62,468 units. This growth was particularly evident in the sales of Medium and Heavy Commercial Vehicles, which increased from 2,40,577 to 3,59,003 units, and Light Commercial Vehicles, which increased from 4,75,989 to 6,03,465 units, during 2022-2023 compared to 2021-2022.

Furthermore, three-wheeler sales experienced substantial growth, escalating from 2,61,385 to 4,88,768 units in 2022-2023, in comparison to the preceding year. Additionally, two-wheeler sales also witnessed a noteworthy surge, rising from 1,35,70,008 to 1,58,62,087 units in 2022-2023, as compared to 2021-2022.

Domestic sales (in units)

Category	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
Passenger Vehicles	32,88,581	33,77,389	27,73,519	27,11,457	30,69,523	38,90,114
Commercial Vehicles	8,56,916	10,07,311	7,17,593	5,68,559	7,16,566	9,62,468
Three Wheelers	6,35,698	7,01,005	6,37,065	2,19,446	2,61,385	4,88,768
Two Wheelers	2,02,00,117	2,11,79,847	1,74,16,432	1,51,20,783	1,35,70,008	1,58,62,087
Quadricycles	0	627	942	-12	124	725
Grand Total	2,49,81,312	2,62,66,179	2,15,45,551	1,86,20,233	1,76,17,606	2,12,04,162

Exports

During April 2022 and March 2023, there was a notable escalation in the export of passenger vehicles, surging from 5,77,875 units to 6,62,891 units. Conversely, the export figures for commercial vehicles witnessed a decline, decreasing from 92,297 units to 78,645 units. Similarly, exports of three-wheelers experienced a downturn, decreasing from 4,99,730 units to 3,65,549 units. Additionally, two-wheeler exports also registered a decrease, declining from 44,43,131 units to 36,52,122 units during the fiscal year 2022-23.⁸

5,77,875

Passenger car exports
in 2021-22

6,62,891

Passenger car exports
in 2022-23

40,17,671

Two-wheeler and three-wheeler exports from in 2022-23

(Source- Society of Indian Automobile Manufacturers)

A. Industry structure and developments

The automobile industry has a major effect on both macroeconomic growth and technological innovation. In India's automobile market, two-wheelers and passenger automobiles accounted for 76% and 17.4% of the market share, respectively. India accounts for 40% of the total USD 31 billion in global engineering and R&D spending. The automotive industry accounts for 8% of the country's R&D expenditure.⁹ India is the world's largest tractor manufacturer, second-largest bus maker and third-largest heavy truck producer. The sector's growth is driven by the growing interest of firms in investigating rural markets. The demand for commercial cars is increasing as the logistics and passenger transportation sectors expand. Future market expansion is anticipated to be bolstered by innovations, such as the electrification of vehicles, notably three-wheelers and small passenger cars.

B. Opportunities and threats

Opportunities

Technological advancement

The auto industry in India leverages technology to enhance productivity and profitability across all processes and platforms, from production and sales to distribution. For the auto industry, digital integrations increase operational efficiency. To derive value from data, the industry must accelerate the digital transformation process while

maintaining a sharp focus on integrated systems solutions, data management and analytics. The market is evolving as a result of the development of digital distribution channels and the entrance of well-known global corporations.

Strengthened R&D capabilities

The automotive industry seeks to enhance its R&D capabilities to increase the number of innovative and competitive automotive-specific products. As most auto manufacturers invest in R&D centres in India, the country is evolving into a global R&D hub for the automotive and auto component sectors.

Implementation of government initiatives

The Production Linked Incentive (PLI) Scheme for Automobile and Auto Components aims to encourage domestic production of Advanced Automotive Technology products and draw investments into the automotive manufacturing value chain. From 2019 to 2024, there is a budget allocation of INR 10,000 crore. It is intended for the manufacturing of 55,000 cars, 7090 buses, 0.5 million three-wheelers, 1 million two-wheelers and 7.1 lakh electric vehicles (EVs). 7210 electric buses have been approved for deployment during December 2022, as have 2,877 charging stations in 68 cities and 1,576 charging stations on highways and motorways.

Enhanced focus on OEM

The OEM components are sold to an automobile manufacturer. These OEM parts add value to the original product when they are incorporated into a vehicle. OEM manufacturers have a strong desire to make a mark in the OEM industry, owing to the tough competition in this sector.

Increasing investment in the EV market

EVs are offering a lot of prospects and assisting the nation in quickly setting new sales records. The introduction of new models will modify the segment's appearance. The advancements in battery technology and the availability of leasing options will greatly increase the segment's potential for innovation. The shift to EVs is mostly brought about by evolving physical infrastructure and supply chains, which encourage EV adoption in India.

Threats

Disruptions in the supply chain

Higher demand and insufficient supply in the markets resulted in a nightmare for suppliers and original equipment manufacturers (OEMs). Some of the other headwinds such as microchip shortages, logistics bottlenecks and energy price hikes also contributed to supply chain constraints. As supply chains are disrupted, material and component prices continue to rise.

⁸<https://www.siam.in/statistics.aspx?mpgid=8&pgidtrail=9>

⁹<https://www.investindia.gov.in/sector/automobile>

Highly competitive market

The automobile industry is pitching in more investment, which is leading to intense competition in the market. The dominance of the local players creates fierce competition, including the entry of foreign firms into the domestic market.

Economic slowdown

The global auto sector has been adversely impacted by the slowdown in the world economy. Financial instability, job losses and liquidity crisis will have a detrimental effect on consumer preferences, causing a shift in demand toward less expensive and smaller automobiles as well as a greater emphasis on energy efficiency.

Fuel price volatility

From the consumer’s perspective, the cost of fuel is always a major consideration. It plays a significant role in the market, especially in developing nations where vehicles are mostly used for daily transportation. Moreover, various government regulations involving alternative fuels may have an impact on inventories.

Rising fixed costs and R&D spending

Due to an exceedingly competitive market, firms are attempting to increase their R&D spending. By building facilities, they are striving to gain a foothold in the market. However, it will be difficult to earn profits from this investment. The Return on Investment must be capitalised but given the unpredictability of the world and the future, it could pose a threat.

C. Segment-wise or product-wise performance

The Company is engaged in manufacturing and trading of automotive cables and components. The Company has identified a single business segment and that being manufacturing and selling of automotive and other components. The internal reporting and performance of the Group is assessed by the top management as single segment.

D. Outlook

The Indian market is again expected to be an exception to the gloomy global outlook with over 6% growth in GDP. The 33% growth in Governmental budget allocation to infrastructure augurs well for commercial vehicle demand. The highly disciplined budget promises a deficit of only 2-2.5% and thus frees up the RBI to deal with monetary policy without having the headache of mopping up fiscal indiscipline that other central banker have had to.

While Governmental schemes of production linked incentives and subsidies to select areas of the economy remain a concern in terms of ensuring a level playing field, the overall automotive outlook is positive with sales growth of 10% industry wide expected.

E. Risk and concerns

Soaring prices of essential raw materials and fuels pose a serious concern. It is not possible to alter the input raw materials in the Company's goods without a great deal of effort and testing. Due to Remsons' in-house material knowledge department, the Company has a greater ability to recommend alternative materials and illustrate trade-offs under real-world driving circumstances and duty cycles.

Exports have declined as a result of supply chain disruptions caused by geopolitical conflicts. The energy crisis and rising fuel prices have been major sources of concern. However, Remsons Industries Ltd. is expanding its global presence while entering new geographies, increasing exports and mitigating the associated risks.

Quality and quality management systems

The Company concentrates on strategies to sustain quality management systems through comprehensive employee involvement at all levels, raising customer satisfaction in domestic and international markets. With the esteemed suppliers of the Company, there will be a long-term collaboration and steps will be taken to reduce waste through systematic control. Implementation of Cloud based Quality Management Systems shall commence in the coming year. In the past year, the Company has been able to maintain extremely good quality ratings at all its customers thereby receiving multiple awards from customers and increasing wallet share.

F. Internal controls systems and their adequacy

The Company remains committed to upholding a comprehensive system of internal control, which includes implementing sufficient monitoring procedures. The internal auditors diligently oversee operational control at multiple Company locations on a consistent basis. In the event of any irregularities or significant matters, they promptly report such issues to the audit committee of the board and the Managing Director of the Company. Subsequently, appropriate measures are taken to ensure compliance with the established system.



G. Discussion on financial performance with respect to operational performance

Financial highlights with respect to operational performance.

(₹ in Lakh except EPS)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Total revenue	26,566.04	22,444.60	31,439.54	28,719.09
EBITDA	2,196.46	1,518.98	2,753.69	2096.71
Profit before tax	1,057.59	520.29	1,205.58	734.30
Profit after tax	775.56	354.83	837.01	536.25
EPS	13.57	6.21	14.65	9.39

H. Material developments in human resources/ industrial relations fronts, including number of people employed

All of the Company's plants maintain ethical employment practices. The Company is undertaking a number of HR initiatives to address the ongoing challenge of talent retention. As on 31st March, 2023 there were 246 employees, including the managerial staff, and so on. The Company has invested funds to ensure employees' health, safety and well-being both at work and at home as well as in the transitional period between the two. The Company ensures equal opportunities and employee diversity. Programmes for skill improvement and leadership development are also offered by the Company.

246

Total employees strength

2 years in row

GPTW certified

I. Details of significant changes in key financial ratios, along with detailed explanations, therefore:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector specific financial ratios.

The Company has identified following ratio's as key financial ratio's.

Particulars	Standalone			Consolidated		
	2022-2023	2021-2022	% Change	2022-2023	2021-2022	% Change
Debtors Turnover	6.10	6.06	0.63	5.84	6.03	(3.07)
Inventory Turnover	4.94	4.30	14.79	4.18	3.87	7.84
Interest Coverage Ratio	4.37	3.03	44.47	4.39	3.17	38.75
Current Ratio	1.01	1.00	1.40	1.15	1.10	4.73
Debt Equity Ratio	1.43	1.90	(17.02)	1.95	2.35	(17.02)
Operating Profit Margin %	8.27	6.77	22.21	8.76%	7.30%	19.96
Net Profit Margin %	2.92	1.58	84.90	2.66%	1.87%	42.53

The percentage of Interest Coverage Ratio and Net Profit Margin has improved due to positive financial performance of the Company during the financial year 2022-23.

J. Details of any change in return on net worth as compared to the immediately previous financial year along with a detailed explanation thereof:

Return on Net Worth in the financial year 2022-23 is 18.60% as compared to 10.25% in the financial year 2021-22. During the financial year under review, return on Net Worth increased by 81.46% as compared to immediately previous financial year due to increase in profits.

K. Cautionary statement

Some statements in the 'Management Discussion and Analysis Report' may be forward-looking and are required by applicable laws and regulations. Several factors may influence the actual outcomes, which may differ from what the Directors anticipate in terms of future performance and outlook.

Report on Corporate Governance

[Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company believes in ensuring fairness, transparency, professionalism, accountability, and propriety in total functioning of the Company, which are pre-requisites for attaining sustainable growth in this competitive corporate world. The Company always endeavors to enhance shareholders' value through prudent financial management backed by sound business decisions. The Company follows all principles of Corporate Governance in its true spirit all the time. The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies and practices are periodically updated to ensure effective compliances.

The Board of Directors and the Executive Management, at the core of the corporate governance, are accountable to all the stakeholders and responsible to uphold the spirit of corporate governance.

The code of conduct and the governance are based on the corporate principles and strong emphasis laid on transparency, accountability, integrity and compliance.

The governance processes of the Company include creation of empowered sub-committees of the Board to oversee the functions of executive management. These sub-committees of the Board mainly comprises of Executive Director and Independent Directors, which meet and deliberate regularly to discharge their obligations.

2. BOARD OF DIRECTORS

2.1 Composition

The Company has a very balanced and diverse Board of Directors, which comprises of experienced, competent and highly renowned professionals from the fields of manufacturing, finance, taxation, marketing etc. The Board of Directors along with its Committees provide leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholders' value. The Board represents an optimal mix of professionalism, knowledge and experience and has been

vested with requisite powers, authorities and duties. The Board plays an imperative role in the management, strategic directions and performance of the Company.

The directors take active part at the Board and Committee meetings by providing valuable guidance to the management on various aspects of business, policy directions, governance, compliance, etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision-making process of the Company.

As on 31st March, 2023, the composition of the Board complied with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As on 31st March, 2023, the total Board strength comprised of 8 (eight) directors having 3 (three) Executive Directors, 1 (one) Non Executive Non-Independent Director and 4 (four) Non- Executive Independent Directors. The Company has Executive Chairman, who is also promoter of the Company.

The directors are appointed or re-appointed with the approval of the shareholders and shall remain in office as per their terms of appointment.

2.2 Meetings, agenda and proceedings etc. of the Board of Directors:

Meetings:

The Board generally meets 4 (four) times during a financial year. Additional meetings are held when necessary. The directors are also given an option of attending the Board meetings through Video Conferencing, whenever they request for the same. During the financial year under review, the Board of Directors duly met 5 (five) times on 20th April, 2022, 30th May, 2022, 10th August, 2022, 14th November, 2022 and 3rd February, 2023. The previous Annual General Meeting ("AGM") of the Company was held on 28th September, 2022. The attendance record of the directors at the Board Meetings and at last AGM are as under:

Sr. No.	Name of Director	Category	Attendance		As on 31 st March, 2023			Disclosure of relationship between Directors inter se	No. of Shares held
			Board Meetings	Last AGM	No. of Directorships in other companies	No. of Committee positions held in other companies			
						Membership	Chairman		
1.	Mr. Krishna Kejriwal	Executive Chairman & Managing Director	5	Yes	-	-	-	Husband of Mrs. Chand Kejriwal, Whole Time Director and father of Mr. Rahul Kejriwal, Whole Time Director of the Company	15,79,494
2.	Mrs. Chand Kejriwal	Whole Time Director	5	Yes	-	-	-	Wife of Mr. Krishna Kejriwal, Chairman and Managing Director and mother of Mr. Rahul Kejriwal, Whole Time Director of the Company.	17,08,444
3.	Mr. Rahul Kejriwal	Whole Time Director	5	Yes	-	-	-	Son of Mr. Krishna Kejriwal, Chairman and Managing Director and Mrs. Chand Kejriwal, Whole Time Director of the Company	3,06,851
4.	Mr. Anil Kumar Agrawal	Non-Executive Director	5	Yes	-	-	-	Not related	10
5.	Mr. Paresh Bhagat	Non Executive Independent Director	5	No	3	-	-	Not related	Nil
6.	Mrs. Visalakshi Sridhar	Non-Executive Independent Director	5	Yes	2	-	-	Not related	Nil
7.	Mr. Shishir Dalal	Non-Executive Independent Director	5	Yes	3	3	3	Not related	Nil
8.	Mr. Suresh Ramarao (w.e.f. 12 th May, 2022)	Non-Executive Independent Director	4	Yes	-	-	-	Not related	Nil

Notes:

- The directorships held by directors and number of Committee positions held in other companies as mentioned above does not include private limited companies, foreign companies, high value debt listed entities and companies registered under Section 8 of the Act.
- Membership / Chairmanship of the Committees include only Audit Committee and Stakeholders' Relationship Committee in all public limited companies as provided under Regulation 26(1)(b) of the Listing Regulations and membership includes positions as Chairmanship of the Committee.

2.3 Details of directorships including the category of directorships in listed entities as on 31st March, 2023:

Sl. No.	Name of the directors	Names of the listed entities where directors are on board	
		Name	Category
1.	Mr. Krishna Kejriwal	Remsons Industries Limited	Chairman & Managing Director
2.	Mrs. Chand Kejriwal	Remsons Industries Limited	Whole Time Director
3.	Mr. Rahul Kejriwal	Remsons Industries Limited	Whole Time Director
4.	Mr. Anil Kumar Agrawal	Remsons Industries Limited	Non-Executive Director
5.	Mr. Paresh Bhagat	Remsons Industries Limited	Non-Executive Independent Director
6.	Mrs. Visalakshi Sridhar	Remsons Industries Limited	Non-Executive Independent Director
7.	Mr. Shishir Dalal	Remsons Industries Limited	Non-Executive Independent Director
		Transwarranty Finance Limited	Non-Executive Independent Director
		Keynote Financial Services Limited	Non-Executive Independent Director
		Windsor Machines Limited	Non-Executive Independent Director
8.	Mr. Suresh Ramarao (w.e.f. 12 th May, 2022)	Remsons Industries Limited	Non-Executive Independent Director

2.4 Profile of directors:

All the directors are professionals with erudition and experience in their respective areas and fields and corporate management practices. The brief profile of the directors as on 31st March, 2023 is given below:

- 1. Mr. Krishna Kejriwal** (DIN: 00513788) aged 71 years, is Promoter, Executive Chairman and is Managing Director of the Company since 1976 with substantial powers and overall control of the Company. He is a Graduate in Science from University of Bangalore and has 46 years of experience in the field of production, marketing, exports, accounts, finance, banking and overall administration of the Company. He has made significant contribution in the area of production, designs, innovation, export activities, business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfield Projects.
- 2. Mrs. Chand Kejriwal** (DIN: 00513737) aged 66 years, is Whole Time Director of the Company since 1976. She has gained rich experience in the fields of marketing, human resource management and general administration of the Company. She is also involved in various social and human welfare activities.
- 3. Mr. Rahul Kejriwal** (DIN: 00513777) aged 44 years, is Whole Time Director of the Company since 2016. He was given additional charge of CFO of the Company in the year 2020, however, he stepped down from the post of CFO w.e.f. closing hours of 3rd February, 2023. He is a Commerce Graduate from Narsee

Monjee College, Mumbai and is having 16 years of experience in the fields of production, marketing and design. He has made significant contribution in the area of production, designs, innovation, exports, business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfield Projects.

- 4. Mr. Anil Kumar Agrawal** (DIN: 00513805) aged 47 years, is Non-Executive Director of the Company since 2020. He is a Post Graduate in Commerce and fellow member of the Institute of Chartered Accountants of India and is having 25 years of experience in the field of accounts, finance, banking, taxation and administration.
- 5. Mr. Paresh Bhagat** (DIN: 00107783) aged 64 years, is an Independent Director of the Company since 2014. He has experience of over 36 years in Financial Services. He is Promoter and Chairman of Mangal Keshav Group of Companies.
- 6. Mrs. Visalakshi Sridhar** (DIN: 07325198) aged 57 years, is an Independent Director of the Company since 2018. She is a member of the Institute of Company Secretaries of India (ICSI) and The Institute of Cost Accountants of India (ICWAI). She has experience of over 35 years in Accounts & Financial Services. She was Managing Director, Chief Financial Officer and Company Secretary of Binani Industries Limited till 31st January, 2023.
- 7. Mr. Shishir Dalal** (DIN: 00007008) aged 66 years, was appointed as an Independent Director of the Company on 14th February, 2022. He is a member

of the Institute of Chartered Accountants of India. He was Senior Partner in M/s. Dalal & Shah, Chartered Accountants. He has experience of more than 3 decades in Accounts and Financial Services.

- 8. Mr. Suresh Ramarao** (DIN: 00370832), aged 59 years, is a dominant player in the Executive Search and HR space in India. He is arguably the most visible and established name in the Executive Search space. He founded and established Stanton Chase as a premier search firm in India. He has been associated with more than 140 Indian and MNC corporations advising them on Board and Governance Practices, Organization Strategy and Leadership Capital areas. Individually, he has the credit of advising a slew of succession planning and board appointments in the country. He has been an integral part of managing turnarounds of portfolio companies of global PE firms in India. Prior to consulting, he had corporate experience with Amco Batteries, Kirloskar Electric and Colgate-Palmolive in the traditional IE, Projects and manufacturing functions.

2.5 Separate meeting of Independent Directors:

As stipulated by the Code of Independent Directors under Schedule IV of the Act and Regulation 25 of the Listing Regulations, a separate meeting of Independent Directors of the Company was held on 3rd February, 2023 without presence of Non-Independent Directors and members of the management to consider the following:

- i. performance of Non-Independent Directors and the Board as a whole;
- ii. performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors; and

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

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company management and the Board.

2.6 Familiarization programme for Independent Directors

The Independent Directors have been familiarized with the Company, their roles and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. During the financial year under review, the Independent Directors were taken through various aspects of the Company's business and operations. The details of familiarization programmes imparted to the Independent Directors during the financial year under review are placed on the website of the Company viz. www.remsons.com.

2.7 Key Board qualifications, expertise and attributes

The Company's Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its Committees. The Board members are committed to ensure that the Company is in compliance with the highest standards of corporate governance.

The table below summarizes the key qualification, skills, and attributes which are taken into consideration while nominating candidates to serve on the Board:

General Management and Business Operations	Operations management is a field of business concerned with the administration of business practices to maximize efficiency within an organization. It involves planning, organizing, and overseeing the organization's processes to balance revenues and costs and achieve the highest possible operating profit.
Thought Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Strengths in developing talent, planning succession, and driving change and long-term growth.
Manufacturing Industries	To produce quality products at a competitive cost. With practical analytical experience, a manufacturing experience can assess the problem and resolve the issue to produce at the desired cost.
Human Resources Management	Experience as strong leaders that helps employees streamline processes in ways that make them more effective
Corporate Governance	Guide the Board in risk management while also striving to improve corporate credibility and accountability also ensure good corporate conduct and governance practices.
Business Development / Sales / Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.
Global Business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and board perspective on global market opportunities.

Details of the specific areas of focus or expertise of individual Board members are given in below table:

Directors	General Management and Business Operations	Thought Leadership	Manufacturing Industries	Human Resources Management	Corporate Governance	Business Development / Sales / Marketing	Global Business
Mr. Krishna Kejriwal (Executive Chairman and Managing Director)	√	√	√	√	√	√	√
Mrs. Chand Kejriwal (Whole Time Director)	√	√	√	√	√	√	√
Mr. Rahul Kejriwal (Whole Time Director)	√	√	√	√	√	√	√
Mr. Anil Kumar Agrawal (Non - Executive Director)	√	√	√	√	√	-	√
Mr. Paresh Bhagat (Independent Director)	√	√	-	√	√	√	√
Mrs. Visalakshi Sridhar (Independent Director)	√	√	√	√	√	√	√
Mr. Shishir Dalal (Independent Director)	√	√	√	√	√	√	√
Mr. Suresh Ramarao (Independent Director)	√	√	-	√	√	√	√

2.8 Agenda:

All the meetings are conducted as per well designed and structured agenda complying with the provisions of Secretarial Standard - 1 on "Meetings of the Board of Directors", issued by the Institute of Company Secretaries of India (ICSI). All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated in the meetings) to enable the Board to take informed decisions. Agenda also includes minutes of the previous Board and Committee meetings for the information of the Board. Agenda papers are circulated seven days before the date of the Board meetings. In case of any business exigencies, meetings are called and convened at shorter notice or the resolutions are passed by circulation and later placed in the subsequent Board / Committee meeting.

Compliance Framework: The Company has a robust and effective framework for monitoring compliances with applicable laws within the organization and to provide updates to senior management and the Board on a periodic basis. The Audit Committee and the Board periodically review the status of the compliances with the applicable laws.

2.9 Confirmation of the Board:

The Board of Directors of the Company confirms that the Independent Directors of the Company fulfil the conditions specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the management.

Further, all the Independent Directors of the Company have affirmed compliance with Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, regarding enrolment in the Data Bank for Independent Directors.

2.10 Detailed reasons for the resignation of Independent Director:

None of the Independent Directors of the Company resigned during the financial year under review.

2.11 Code of Conduct:

The Board of Directors has laid down a Code of Conduct for the Board of Directors (including independent directors) and senior management ("the Code") for all the Board members and employees in the management grade of the Company. The Code covers Company's

commitment to honest and ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance of laws and regulations etc. All the Board members and senior management personnel have confirmed compliance with the Code. A declaration by Mr. Krishna Kejriwal, Chairman & Managing Director of the Company affirming the compliance of the same in respect of the financial year 2022-23 by the members of the Board and Senior Management Personnel, as applicable to them, is also annexed to this report.

2.12 Prevention of Insider Trading Code:

As per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. All the directors, designated persons and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this Code. The trading window was closed during the time of declaration of results and occurrence of any material events as per the applicable regulations. Mr. Rohit Darji, Company Secretary of the Company is the Compliance Officer under the Code and is responsible for setting forth procedures and implementation of the Code for trading in Company's securities.

3. AUDIT COMMITTEE

Pursuant to the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, the Board of Directors has duly constituted the Audit Committee. Majority of the members of the Committee are Independent Directors including the Chairman of the Committee. They possess sound knowledge on accounts, audit, finance, taxation, internal controls, etc.

The Audit Committee of the Company reviews the financial statements to be submitted with the Board of Directors with respect to auditing and accounting matters and reports of the Internal Auditor. It also supervises the Company's internal control and financial reporting process.

3.1 Terms of reference:

The terms of reference of the Audit Committee broadly includes (i) review of financial reporting processes; (ii) review of risk management, internal financial controls and governance processes; (iii) discussions on quarterly, half yearly and annual financial results / statements; (iv) interaction with statutory, internal and cost auditors; (v) recommendation for appointment, remuneration and terms of appointment of the auditors; (vi) risk management framework concerning the critical operations of the Company; and (vii) oversee of vigil mechanism for directors and employees to report genuine concerns.

In addition to the above, the Audit Committee also reviews the following:

- Recommendation for appointment and removal of the Statutory and Branch Auditors, fixations of audit fees and also approval for payment for any other services;
- Reviewing and monitoring the Auditors' independence and performance and effectiveness of the audit process;
- Discussions with Statutory Auditors before the audit commencement; the nature and the scope of audit as well as have post audit discussion;
- To review the un-audited financial statements before submission to the Board and to oversee the Company's financial information disclosure;
- Discussion with Internal Auditors on any significant findings and follow up thereon;
- Review the adequacy of internal control system;
- Finding of any internal investigations by the internal auditors in to matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of Inter-corporate loans and investments;
- To review the Annual Budget and to consider and recommend to the Board capital expenditure for enhancement of production capacity (excluding capital expenditure for normal maintenance / repairs / replacements);
- Valuation of undertaking or assets of the Company, wherever it is necessary;
- Reviewing the Company's financial and risk management policies;
- Reviewing the annual financial statements and the Auditors' Report thereon before submission to the Board, and to make recommendations to the Board on matters relating to the financial management, focusing primarily on:
 - Any changes in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - Qualifications in draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.

- Compliance with accounting standards
- Any related party transactions i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.

In addition to the above, the role of the Audit Committee is as laid down under Regulation 18(3) read with Schedule II Part C of the Listing Regulations and Section 177 of the Act.

3.2 Composition:

During the financial year under review, the Audit Committee was reconstituted. Mr. Shishir Dalal was appointed as member of the Audit Committee with effect from 10th August, 2022.

As on 31st March 2023, the Audit Committee comprised of Mrs. Visalakshi Sridhar, Mr. Paresh Bhagat, Mr. Shishir Dalal and Mr. Krishna Kejriwal as its members. Mrs. Visalakshi Sridhar is Chairperson of the Committee. She was present at the 50th AGM of the Company held on 28th September, 2022.

The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

All the members of the Audit Committee are financially literate and have related financial management expertise by virtue of their comparable experience and background. The partners / authorised representatives of Statutory Auditors and Internal Auditors are invited to the meetings of the Audit Committee, as and when required.

3.3 Meetings and attendance:

During the financial year under review, the Audit Committee duly met 4 (four) times on 30th May, 2022, 10th August, 2022, 14th November, 2022 and 3rd February, 2023 and the gap between two committee meetings did not exceed one hundred and twenty days. The details of attendance at the Committee meetings are as follows:

Sl. No.	Name of the members	Status	No. of meetings	
			Held	Attended
1.	Mrs. Visalakshi Sridhar	Chairperson	4	4
2.	Mr. Paresh Bhagat	Member	4	4
3.	Mr. Krishna Kejriwal	Member	4	4
4.	Mr. Shishir Dalal (w.e.f. 10 th August, 2022)	Member	2	2

4. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Board of Directors has duly constituted the Nomination and Remuneration Committee. The Nomination and Remuneration Committee, *inter alia*, recommends the appointment / re-appointment of executive directors and senior management personnel of the Company and remuneration payable to them.

4.1 Terms of reference:

The Committee is empowered to:

- Formulate criteria for determining qualifications, positive attributes and independence of directors and evaluating the performance of the Board of Directors;
- Identify and access potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as directors / independent directors on the Board and as Key Managerial Personnel;
- Formulate policy relating to remuneration of the directors and the senior management personnel of the Company. The Remuneration Policy is available on the website of the Company viz. www.remons.com/content/pdf/policies/policy-on-criteria.pdf
- Determine terms and conditions for appointment of independent directors. The same is also available on the website of the Company viz. <https://www.remons.com/content/pdf/policies/policy-on-criteria.pdf>

In addition to the above, the role of the Nomination and Remuneration Committee is as laid down under Regulation 19(4) read with Schedule II Part D Para A of the Listing Regulations and Section 178 of the Act.

4.2 Composition:

During the financial year under review, the Nomination and Remuneration Committee was reconstituted. Mr. Suresh Ramarao was appointed as member of the Nomination and Remuneration Committee with effect from 10th August, 2022.

As on 31st March, 2023, the Committee comprised of Mr. Paresh Bhagat, Mrs. Visalakshi Sridhar, Mr. Anil Kumar Agrawal and Mr. Suresh Ramarao as its members. Mr. Paresh Bhagat is Chairman of the Committee.

The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

4.3 Meetings and attendance:

During the financial year under review, the Nomination and Remuneration Committee duly met 3 (three) times on 20th April, 2022, 10th August, 2022 and 3rd February, 2023. The details of attendance at the Committee meetings are as follows:

Sl. No.	Name of the members	Status	No. of meetings	
			Held	Attended
1.	Mr. Paresh Bhagat	Chairman	3	3
2.	Mrs. Visalakshi Sridhar	Member	3	3
3.	Mr. Anil Kumar Agrawal	Member	3	3
4.	Mr. Suresh Ramarao (w.e.f. 10 th August, 2022)	Member	1	1

4.4 Performance evaluation criteria of Independent Directors:

Pursuant to the provisions of Section 178 of the Act and Regulation 17(10) of the Listing Regulations, the Board of Directors of the Company has evaluated the performance of each Independent Director.

The evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

- Attendance at Board and Committee meetings;
- Quality of contribution to Board deliberations;
- Contribution to the development of strategies and Risk Assessment and Management; and
- Overall interaction with the other members of the Board.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, the Board of Directors has duly constituted the Stakeholders' Relationship Committee. The Committee is empowered to oversee the redressal of investors' complaints including complaints related to share transfer / transmission / demat / remat of shares, non-receipt of annual reports, dividend payments, issue of new / duplicate share certificates and other miscellaneous complaints. This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

In addition to the above, the role of the Stakeholders' Relationship Committee is as laid down under Regulation 20(4) read with Schedule II Part D Para B of the Listing Regulations and Section 178 of the Act.

5.1 Composition:

During the financial year under review, the Stakeholders' Relationship Committee was reconstituted. Mr. Shishir

Dalal was appointed as member of the Stakeholders' Relationship Committee with effect from 10th August, 2022.

As on 31st March, 2023, the Committee comprised of Mrs. Visalakshi Sridhar, Mr. Krishna Kejriwal, Mr. Rahul Kejriwal and Mr. Shishir Dalal as its members. Mrs. Visalakshi Sridhar is Chairperson of the Committee. She was present at the 50th AGM of the Company held on 28th September, 2022.

The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

5.2 Meetings and attendance:

During the financial year under review, the Stakeholders' Relationship Committee duly met 4 (four) times on 30th May, 2022, 10th August, 2022, 14th November, 2022 and 3rd February, 2023. The details of attendance at the Committee meetings are as follows:

Sl. No.	Name of the members	Status	No. of meetings	
			Held	Attended
1.	Mrs. Visalakshi Sridhar	Chairperson	4	4
2.	Mr. Krishna Kejriwal	Member	4	4
3.	Mr. Rahul Kejriwal	Member	4	4
4.	Mr. Shishir Dalal (w.e.f. 10 th August, 2022)	Member	2	2

5.3 Stakeholders' Relationship Committee other details:

Name and contact details of Compliance Officer	Mr. Rohit Darji Company Secretary and Compliance Officer Tel: 022-2612 2368 / 2611 3883 / 2611 4452
E-mail id for correspondence	cs@remsons.com
Registered Office	Remsons Industries Limited 401, 4 th Floor, Gladdiola Hanuman Road, Vile Parle (East), Mumbai- 400057, Maharashtra, India.

Status of investors' complaints handled by the Company and its Registrar and Share Transfer Agents during the financial year under review are as under:

Opening balance at the beginning of the financial year	Nil
Received during the financial year	1
Disposed during the financial year	1
Closing balance at the end of the financial year	Nil

6. RISK MANAGEMENT COMMITTEE:

During the financial year under review, the Company was not required to constitute Risk Management Committee under Regulation 21 of the Listing Regulations.

7. SENIOR MANAGEMENT:

Particulars of Senior management including the changes therein since the close of the previous financial year:

Sr. No	Names	Designation	Changes since the close of previous financial year
1.	Mr. Amit Srivastava	Chief Executive Officer	No change
2.	Mr. Debendra Panda	Chief Financial Officer	Ceased w.e.f 3 rd February, 2023
3.	Mr. Debendra Panda	Chief Financial Officer	Appointed w.e.f. 4 th February, 2023
4.	Mr. Rohit Darji	Company Secretary and Compliance Officer	No change

There were no changes in senior management since the close of the previous financial year.

(Rs. in lakhs)

Name of Directors	Salary	Contribution to Provident fund	Other Perquisites	Sitting fees	Total
Mr. Krishna Kejriwal	33.29	1.87	1.20	-	36.35
Mrs. Chand Kejriwal	18.38	1.08	1.20	-	20.66
Mr. Rahul Kejriwal	48.60	3.79	1.59	-	53.98
Mr. Anil Kumar Agrawal	-	-	-	0.50	0.50
Mr. Paresh Bhagat	-	-	-	0.50	0.50
Mrs. Visalakshi Sridhar	-	-	-	0.50	0.50
Mr. Shishir Dalal	-	-	-	0.50	0.50
Mr. Suresh Ramarao	-	-	-	0.40	0.40

Notes:

- The above details of remuneration or fees paid include all elements of remuneration package of individual director summarized under major groups.
- Apart from the above mentioned remuneration or fees paid, there are no other fixed components and performance linked incentives based on the performance criteria.
- There are no separate service contracts with any of the directors. The tenure of office of the Managing Director and Whole Time / Executive Directors is for five years from their respective dates of their appointment. There is no separate provision for payment of severance fees.
- No stock options are offered to any of the directors of the Company.

8. REMUNERATION OF DIRECTORS:

- The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year under review, except receiving of sitting fees for attending Board and Committee meetings.
- Non-Executive Directors did not draw any remuneration from the Company. Sitting fees to Non-executive and Independent Directors is paid at the rate of Rs. 10,000/- for each meeting of the Board and Committees attended by them.
- The details of remuneration / sitting fees paid during the financial under review are as follows:

9. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

With rapid expansion of business, risks associated with the business have also increased considerably. Some such risks identified are risk of fraud, misconduct and unethical behavior. To ensure fraud-free work and ethical environment, the Company has laid down a Vigil Mechanism / Whistle Blower Policy, by which the Company provides a platform to all the directors and employees to report any suspected or confirmed incident of fraud, misconduct, unethical behavior, etc. through any of the following reporting protocols:

- E-mail : corporate@remsons.com
- Phone No.: 022 -26262100
- Written Communication to : 401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle (East), Mumbai - 400057.

The mechanism also provides for adequate safeguards against victimization of the person who avails the mechanism and direct access to the Chairman of the Audit Committee is also available in exceptional cases. The Vigil Mechanism / Whistle Blower Policy is available on the website of the Company viz. https://www.remsons.com/content/pdf/policies/V1442906096_vigil-mechanism-policy.pdf

9.1 Objectives:

- To protect the brand reputation and assets of the Company from loss or damage, resulting from suspected or confirmed incidents of fraud / misconduct.
- To provide guidance to the directors and employees on reporting any suspicious activity and handling critical information and evidence.
- To provide healthy and fraud-free work culture.

9.2 Working:

The Audit Committee is responsible for reviewing and working of Vigil Mechanism / Whistle Blower Policy, which includes following matters:

- Implementation of the policy and spreading awareness amongst employees;
- Review all reported cases of suspected fraud, misconduct, unethical behavior;
- Order investigation of any case either through internal audit department or through external investigating agencies or experts;
- Recommend to the management for taking appropriate actions such as disciplinary action, termination of service, changes in policies & procedure and review of internal control systems; and
- Annual review of the policy.

10. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In accordance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has framed a policy for prevention of sexual harassment at workplace and adopted the same. The objective of the policy is to provide its women employees a workplace free from harassment / discrimination and every employee is treated with dignity and respect.

The disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:

Sl. No.	particulars	No. of Complaints
a.	Complaints filed during the financial year	1
b.	Complaints disposed of during the financial year	1
c.	Complaints pending at the end of the financial year	Nil

11. GENERAL BODY MEETINGS:

11.1 Annual / Extra Ordinary General Meetings:

The Company convenes AGMs generally within six months from the date of closing of the financial year. The details of location and time, where last 3 Annual General Meetings and Extra Ordinary General Meeting were held are as under:

Financial Year	Date	Location	Time
2021-22 (AGM)	28 th September, 2022	Through Video Conferencing	11.30 A.M.
2022-23 (EGM)	12 th May, 2022	Through Video Conferencing	11.00 A.M.
2020-21 (AGM)	30 th September, 2021	Through Video Conferencing	11.30 A.M.
2019-20 (AGM)	30 th September, 2020	Through Video Conferencing	11.30 A.M.

11.2 Details of Special Resolutions passed in the previous three Annual General Meetings and Extra Ordinary General Meeting:

Date of AGM / EGM	Description of resolution
28 th September, 2022	No special resolution was passed.
12 th May, 2022	<ol style="list-style-type: none"> 1. Appointment of Mr. Shishir Dalal as an Independent Director 2. Appointment of Mr. Suresh Ramarao as an Independent Director. 3. Approval of remuneration payable to Mr. Krishna Kejriwal, Chairman and Managing Director of the Company. 4. Approval of remuneration payable to Mrs. Chand Kejriwal, Whole Time Director of the Company.

Date of AGM / EGM	Description of resolution
30 th September, 2021	1. Approval of remuneration payable to Mr. Krishna Kejriwal, Chairman and Managing Director of the Company. 2. Approval of remuneration payable to Mrs. Chand Kejriwal, Whole Time Director of the Company. 3. Approval of remuneration payable to Mr. Rahul Kejriwal, Whole Time Director and Chief Financial Officer of the Company.
30 th September, 2020	No special resolution was passed.

11.3 Postal Ballot

During the financial year under review, the Company did not pass any special resolution through postal ballot. None of the business proposed to be transacted at the ensuing 51st AGM of the Company scheduled to be held on 15th September, 2023 requires passing of a Special Resolution through Postal Ballot.

12. MEANS OF COMMUNICATION:

The Company published its quarterly results as per the details mentioned below:

News Papers	Date of Board Meetings	Date of Publication
Financial Express (English - All India Edition) Vritta Manas (Marathi Edition)	30 th May, 2022	1 st June, 2022
Financial Express (English - All India Edition) Vritta Manas (Marathi Edition)	10 th August, 2022	11 th August, 2022
Financial Express (English - All India Edition) Vritta Manas (Marathi Edition)	14 th November, 2022	16 th November, 2022
Financial Express (English - All India Edition) Vritta Manas (Marathi Edition)	3 rd February, 2023	5 th February, 2023

Website: The Company's website viz. www.remsons.com contains a separate dedicated section 'Investor Relation' where shareholders' information is available. The Company's Annual Reports and quarterly results are also available in a user-friendly and downloadable form.

News releases, presentations, among others: All corporate announcements made to the Stock Exchanges during the financial year under review are made available on the website of the Company.

13. GENERAL SHAREHOLDERS' INFORMATION:

13.1 Annual General Meeting:

Day : Friday
 Date : 15th September, 2023
 Time : 11:30 A.M.
 Venue : Through Video Conferencing / Other Audio Visual Means

13.2 Financial Year:

The Company follows the period of 1st April to 31st March as the Financial Year.

13.3 Dividend payment date:

Between 21st September, 2023 and 30th September, 2023

13.4 Book Closure:

The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 9th September, 2023 to Friday, 15th September, 2023 (both days inclusive).

13.5 Cut-off date for e-voting:

The voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date i.e. Friday, 8th September, 2023. The remote e-voting shall remain open from Tuesday, 12th September, 2023 (9:00 A.M.) and end on Thursday, 14th September, 2023 (5:00 P.M.).

13.6 Listing on Stock Exchanges:

a. The Equity Shares of the Company are listed at the following Stock Exchanges:

Name of the Stock Exchanges	Scrip Code / Symbol
BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	530919
National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.	REMSONSIND Series: EQ

b. ISIN for the Company's equity shares having face value of Rs.10/- : INE474C01015

c. Corporate Identity Number (CIN): L51900MH1971PLC015141

d. The Company has paid listing fees for the financial year 2023-24 to the BSE Ltd. and the National Stock Exchange of India Ltd, where Company's shares are listed

13.7 Stock Market Price Data and performance in comparison to BSE Sensex / NSE NIFTY 50:

The monthly high / low quotations of shares traded at BSE Ltd. and National Stock Exchange of India Ltd. during each month in last financial year and performance in comparison to BSE Sensex and NSE Nifty 50 are as follows:

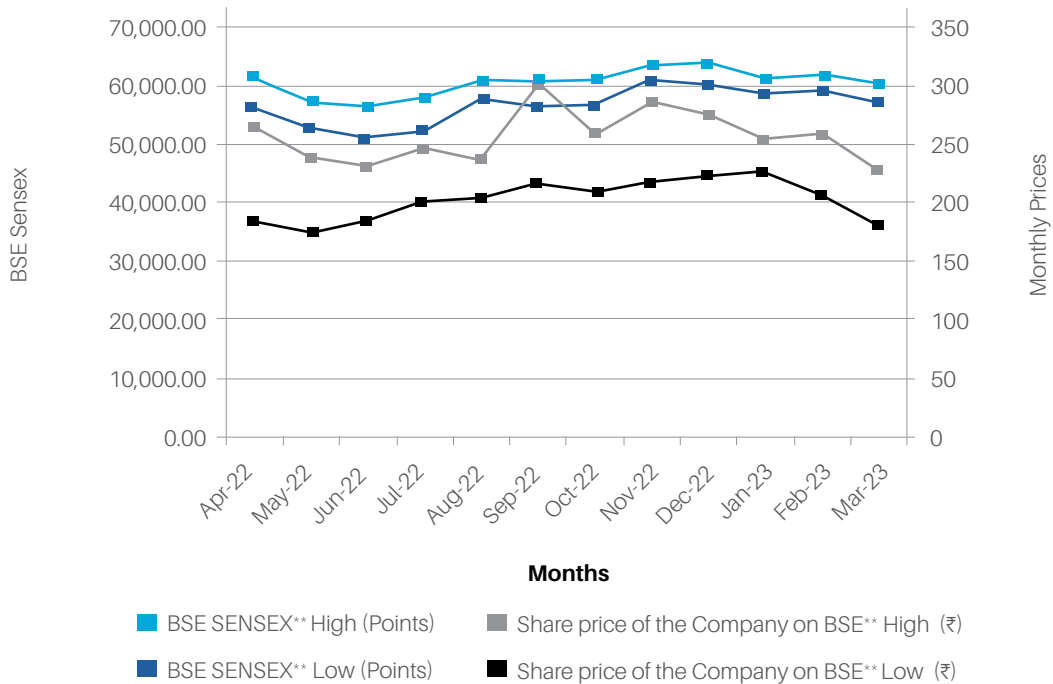
Month-Year	NSE NIFTY 50*		Share price of the Company on NSE*		BSE SENSEX**		BSE SENSEX**	
	High (Points)	Low (Points)	High (₹)	Low (₹)	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-22	18,114.65	16,824.70	264.95	182.00	60,845.10	56,009.07	264.95	183.00
May-22	17,132.85	15,735.75	245.50	184.05	57,184.21	52,632.48	240.00	175.30
Jun-22	16,793.85	15,183.40	230.00	193.35	56,432.65	50,921.22	232.05	187.05
Jul-22	17,172.80	15,511.05	238.60	206.75	57,619.27	52,094.25	247.70	198.50
Aug-22	17,992.20	17,154.80	245.00	208.00	60,411.20	57,367.47	237.85	203.55
Sep-22	18,096.15	16,747.70	302.00	213.55	60,676.12	56,147.23	302.90	215.80
Oct-22	18,022.80	16,855.55	237.95	211.75	60,786.70	56,683.40	259.00	209.85
Nov-22	18,816.05	17,959.20	283.00	217.95	63,303.01	60,425.47	288.00	217.45
Dec-22	18,887.60	17,774.25	269.90	221.55	63,583.07	59,754.10	274.00	223.30
Jan-23	18,251.95	17,405.55	265.00	226.55	61,343.96	58,699.20	254.80	226.80
Feb-23	18,134.75	17,255.20	257.70	206.55	61,682.25	58,795.97	259.00	207.00
Mar-23	17,799.95	16,828.35	225.00	182.00	60,498.48	57,084.91	229.00	182.00

Source: *www.nseindia.com

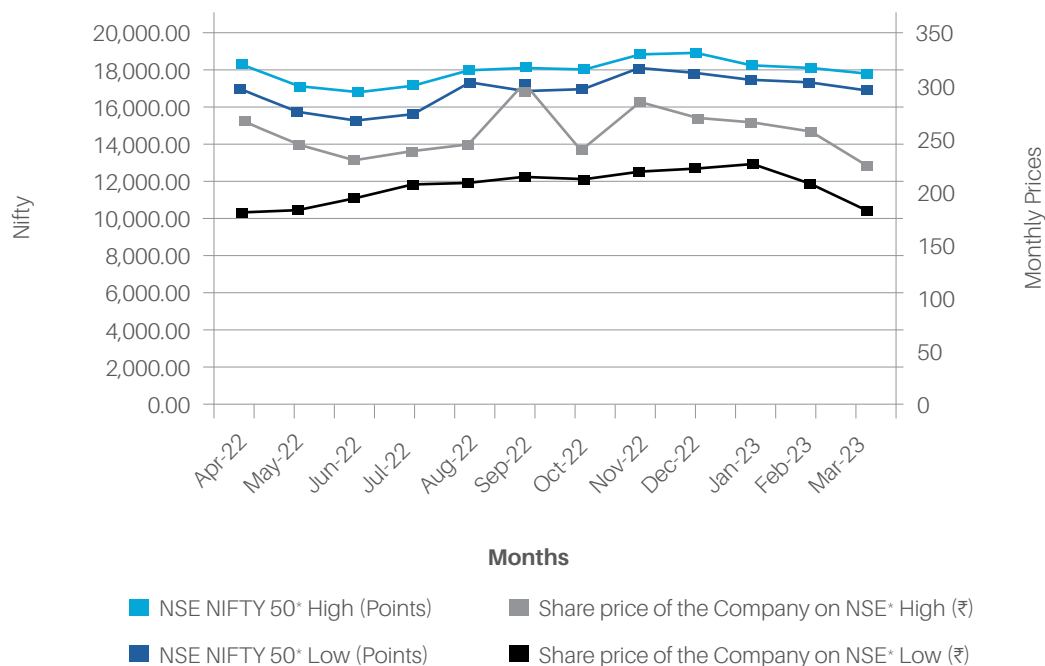
**www.bseindia.com

13.8 Performance in comparison to broad based indices:

High - Low Share Prices



High - Low Share Prices



13.9 Trading of Securities:

The securities of the Company were not suspended from trading during the financial year under review.

13.10 Registrar and Share Transfer Agents:

Link Intime India Private Limited
C-101, 247 Park, L B S Marg,
Vikhroli (West), Mumbai - 400 083
Phone: (022) 49186000, 49186270
Fax: (022) 49186060
Email: rnt.helpdesk@linkintime.co.in

13.11 Share Transfer System:

In terms of Regulation 40(1) of the Listing Regulations, as amended from time to time, the securities of the Company can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, the SEBI had fixed 31st March, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in Demat mode. Therefore, the members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company.

Further, the SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 as an on-going measure to enhance ease of dealing in securities markets by investors, mandated the issue of the securities in dematerialized form only while processing various service request(s) such as issue of duplicate share certificate(s), claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission, transposition. Upon receipt of any service request(s) from the securities holder / claimant, the Registrar and Share Transfer Agent of the Company ("RTA") viz. Link Intime India Private Limited shall verify and process the said request(s) and thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s) to the securities holder / claimant, within 30 days of the receipt of such request, if documents are found in order.

In case of any queries or issue(s) regarding process of the service request(s), securities holder / claimant can contact RTA (Contact Number: (022)-4918 6000 / 270) or can write an e-mail at rnt.helpdesk@linkintime.co.in

13.12 Distribution of Shareholding:

The shareholding distribution of the equity shares as on 31st March, 2023 is given below:

Shareholding by Nominal Value	No. of Shareholders	% of Total	No. of Shares	% of Total
1 - 100	1899	73.891	74334	1.301
101-200	265	10.311	45687	0.800
201-500	217	8.444	81211	1.421
501-1000	85	3.307	68779	1.204
1001-5000	73	2.840	153215	2.682
5001-10000	11	0.428	79951	1.399
1001-100000	13	0.506	441193	7.722
100001 and above	7	0.272	4768987	83.471
Total	2570	100.00	5713357	100.00

13.13 Dematerialization of Shares and liquidity:

The process of conversion of shares from physical form into electronic form is known as dematerialization. For dematerializing the shares, the shareholders should open a Demat account with a Depository Participant ("DP"). The shareholder is required to fill in a Demat Request Form and submit the same along with the original share certificates to his / her DP. The DP will allocate a Demat Request Number and shall forward the request physically and electronically through NSDL / CDSL to Registrar and Share Transfer Agent. On receipt of the demat requests, both physically and electronically, and after verification, the shares are dematerialised and an electronic credit of the shares is given in the account of the shareholder.

As on 31st March, 2023, about 98.71% of the Company's Equity Shares were held in dematerialized form.

13.14 Convertible Instruments:

The Company has not issued any Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / warrants or any convertible instrument, which is likely to have impact on the Company's Equity.

13.15 Commodity Price risk or foreign exchange risk and hedging activities:

The Company is exposed to the risk of price fluctuations while exporting the Automotive Cables, which are proactively managed. The Company has a robust framework in place to protect its interests from risks arising out of market volatility. Based on continuous monitoring and market intelligence, the sales and procurement teams take appropriate strategy to deal with the currency market volatility.

The Company operates in various geographies and is exposed to foreign exchange risk on its various currency exposures. Volatility in currency exchange movements can have an impact on the Company's operations. The Company has established foreign currency hedging policies and practices to manage these risks.

13.16 Plant locations:

- 1/3 Mile Stone, Khandsa Road, Gurgaon- 122001, Haryana.
- Unit No. 1, Gat No. 268, 269, 270, Chakan Talegaon Road, Kharabwadi, Khed, Pune 410 501, Maharashtra.
- Western House A2/27, Somnath Industrial Estate, Daman - 396210, UT.
- Diamond House A2/3&4, Somnath Industrial Estate, Daman - 396210, UT.
- A3/4, Somnath Industrial Estate, Daman - 396210, UT.
- Survey No. 146, Village Khadki, Pardi - 396121, Gujarat.

13.17 Registered Office and address for correspondence:

For any assistance regarding dematerialization of shares, share transfer, transmission, change of address, non-receipt of dividend or any other query relating to shares, please write to:

RTA	Company Secretary & Compliance Officer
Link Intime India Private Limited C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Phone: (022) 49186000, 49186270 Email: rnt.helpdesk@linkintime.co.in	Remsons Industries Limited 401, 4 th Floor, Gladdiola, Hanuman Road, Vile Parle East, Mumbai - 400057, Maharashtra, India. Telephone: (022) 26262100 E-mail: cs@remsons.com

13.18 Credit Rating:

Sl. No.	Name of the Credit Rating Agency	Details of Credit Ratings obtained including revisions		
		Scale	Amount (₹ in Crore)	Ratings
1	ICRA Limited	Cash Credit	24.00	[ICRA]BBB-(Stable)
		e-VFS	10.00	[ICRA]BBB-(Stable)
		(Long Term Rating) Overdraft	8.00	[ICRA]BBB-(Stable)
		Term Loans	8.01	[ICRA]BBB-(Stable)
2	ICRA Limited	Invoice Financing	15.00	[ICRA]A3
		(Short Term Rating) LC Limit	1.30	[ICRA]A3
		Bank Guarantee	0.70	[ICRA]A3
		Derivative/ Forward Contracts	1.00	[ICRA]A3
		Total	68.01	

13.19 Dividend History:

Financial Year	Dividend amount per share	Percentage
2017-18 (Final Dividend)	₹ 1.30 per share (Face value ₹ 10/-)	13
2018-19 (Final Dividend)	₹ 1.50 per share (Face value ₹ 10/-)	15
2019-20 (Interim Dividend)	₹ 1.50 per share (Face value ₹ 10/-)	15
2020-21 (Final Dividend)	₹ 1.00 per share (Face value ₹ 10/-)	10
2021-22 (Final Dividend)	₹ 1.00 per share (Face value ₹ 10/-)	10

14. DISCLOSURES:

14.1 Related Party Transactions:

All transactions entered into with the related parties as defined under the Act and Regulation 23 of the Listing Regulations during the financial year under review were in the ordinary course of business on arm's length basis. There were no materially significant related party transactions, pecuniary transactions or relationship between the Company and its directors during the financial year under review that may have potential conflict with the interest of the Company. Suitable disclosures as required by Indian Accounting Standards

(Ind-AS 24) have been made in notes to the financial statements for the financial year ended 31st March, 2023, forming part of the Annual Report. The Board has approved policy on Related Party Transaction which can be accessed at the Company website link viz. <https://www.remsons.com/content/pdf/policies/policy-related-party.pdf>

14.2 Compliance by the Company:

The Company has complied with all the requirements of the Listing Regulations as well as the regulations and guidelines of the SEBI except as required under Regulation 17(1)(b) of the Listing Regulations, the Board of Directors of the Company did not have at least half of the independent directors as its members during the period from 1st October, 2021 to 11th May, 2022.

There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority for non-compliance of any matter related to the capital markets during the last three years except fines imposed by the National Stock Exchange of India Limited and BSE Ltd. for: (a) delay in submission of disclosure of related party transactions as required under Regulation 23(9) of the Listing Regulations for the half year ended 30th September 2021; and (b) non-compliance of Regulation 17(1)(b) of the Listing Regulations during the period from 1st October, 2021 to 11th May, 2022, which were subsequently complied with.

14.3 Whistle Blower Policy / Vigil Mechanism and affirmation that no personnel have been denied access to the Audit Committee:

The Company has established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of persons who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year under review, no person was denied access to the Audit Committee.

14.4 Compliance with mandatory / discretionary requirements in Regulation 27 read with Part E of Schedule II of the Listing Regulations:

The Company has complied with all mandatory requirements in Regulation 27 and Schedule V of the Listing Regulations. The status of compliance with non-mandatory recommendations in Regulation 27 read with Part E of Schedule II of the Listing Regulations is provided below:

- Modified opinion in Audit Report: The Company has moved to unmodified audit opinion regime.
- Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

14.5 Risk Management:

The Company has laid down procedure to inform Board members about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Board and the Policy is available on the website of the Company viz. www.remsons.com/content/pdf/policies/risk-management-policy.pdf

14.6 Policy for determining 'material' subsidiaries:

During the financial year under review, the Company had one wholly owned foreign subsidiary namely, Remsons Holdings Ltd. and two step down foreign subsidiaries namely Remsons Automotive Ltd (earlier known as "Magal Automotive Ltd") and Remsons Properties Ltd (earlier known as "Woolford Properties Ltd."); however the said subsidiaries do not fall under the norms prescribed in Regulation 16 (1)(c) of the Listing Regulations for material subsidiary. As per the requirements of the Listing Regulations, a policy to determine a material subsidiary has been framed and the same can be accessed on the Company's website at the link: <https://www.remsons.com/content/pdf/policies/policy-on-determining-the-material-subsidiaries.pdf>.

14.7 Certificate from Practising Company Secretary:

A certificate received from M/s. M Baldeva Associates, Company Secretaries, Thane is attached in this report stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

14.8 Details of utilization of funds raised through preferential allotment or qualified institutions placement:

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations during the financial year under review.

14.9 Recommendations by the Committees:

The Board has accepted all recommendations made by its Committees during the financial year under review.

14.10 Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm / network entity of which the statutory auditor is a part, are given below:

Nature of Payments	Amount (₹ in Lakh)
Statutory Audit	9.25
Tax Audit	-
Other services including reimbursement of expenses	3.46
Total	12.71

14.11 Disclosure by the Company and its subsidiaries of 'Loans and advances in the nature of loans to firms / companies in which directors are interested by name and amount:

During the financial year under review, the Company and its subsidiaries has not given any loan or advances in the nature of loans to any firms / companies in which directors are interested.

14.12 Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

During the financial year under review, the Company did not have any material subsidiary.

14.13 Compliance of the requirement of Corporate Governance Report:

During the financial year under review, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of Point C of Schedule V of the Listing Regulations.

14.14 Disclosure of the compliance with Corporate Governance:

The Company has complied with the Regulations 17-20, 22-23, 24A, 25-27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Listing Regulations, during the financial year under review, *except as required under Regulation 17(1)(b) of the Listing Regulations, the Board of Directors of the Company did not have at least half of the independent directors as its members during the period from 1st October, 2021 to 11th May, 2022.*

Regulation 21 of the Listing Regulations was not applicable to the Company during the financial year under review.

14.15 Compliance Certificate for Code of Conduct:

A declaration by Managing Director of the Company affirming compliance by the Board of Director and Senior Management Personnel to the Code of Conduct is annexed and forms part of this report as per Schedule V of the Listing Regulations.

14.16 Practising Company Secretaries' certificate on Corporate Governance:

The Company has obtained a certificate from M/s. M Baldeva Associates, Company Secretaries, Thane regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations and is annexed with this report.

14.17 Disclosure of accounting treatment:

In the preparation of the financial statement, the Company has followed the Indian Accounting Standards (Ind-AS) specified under section 133 of the act, issued by the institute of chartered accountants of India to the extent applicable

14.18 Disclosure with respect to demat suspense account / unclaimed suspense account:

The Company had none of its securities lying in demat suspense account / unclaimed suspense account / Suspense Escrow account arising out of public / bonus / rights issue / expiration of period of 120 days from date of issuance of 'Letter of Confirmation' by the RTA as per SEBI circular No. SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January, 2022 in matters w.r.t. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities

certificate; consolidation of securities certificates / folios; transmission and transposition received from the shareholder / claimant, during the financial year under review or as on 31st March, 2023. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters are not required to be given.

14.19 Disclosure of certain types of agreements binding listed entities

Information required under clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations: No agreements are entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its subsidiary companies, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

For and on behalf of the Board of Directors
of **Remsons Industries Limited**

Krishna Kejriwal

Chairman & Managing Director
DIN: 00513788

Place: Mumbai
Date: 8th August, 2023

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

As per Regulation 17 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Krishna Kejriwal, Chairman & Managing Director of Remsons Industries Limited do hereby declare that the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of the Company during the financial year 2022-23.

For and on behalf of the Board of Directors
of **Remsons Industries Limited**

Krishna Kejriwal

Chairman & Managing Director
DIN: 00513788

Place: Mumbai
Date: 8th August, 2023

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Remsons Industries Limited
401, 4th Floor, Gladdiola Hanuman Road,
Vile Parle (East), Mumbai- 400057,
Maharashtra, India.

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of Remsons Industries Limited (CIN: L51900MH1971PLC015141), having Registered Office at 401, 4th Floor, Gladdiola Hanuman Road, Vile Parle (East), Mumbai-400057, Maharashtra, India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate in accordance with the provisions of Regulation 34(3) read with Clause 10(i) of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the directors on the Board of the Company as stated below during the financial year ended 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:

Sr. No.	Name of Directors	DIN	Date of initial appointment in the Company (as appearing on MCA portal)
1.	Mr. Anil Kumar Agrawal	00513805	11 th August, 2012
2.	Mrs. Chand K. Kejriwal	00513737	12 th July, 1976
3.	Mr. Krishna R. Kejriwal	00513788	12 th July, 1976
4.	Mr. Paresh N. Bhagat	00107783	05 th February, 2014
5.	Mr. Rahul K. Kejriwal	00513777	01 st June, 2016
6.	Mr. Shishir V. Dalal	00007008	14 th February, 2022
7.	Mrs. Visalakshi Sridhar	07325198	14 th November, 2018
8.	Mr. Suresh Ramarao	08350305	12 th May 2022

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

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

M. No. FCS: 6180; C.P. No. 11062
Peer Review No.: 1436/2021
UDIN: F006180E000765026

Place: Thane
Date: 8th August, 2023

PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to the provisions of Regulation 34(3) read with Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Remsons Industries Limited
401, 4th Floor, Gladdiola Hanuman Road,
Vile Parle (East), Mumbai- 400057,
Maharashtra, India.

I have examined the compliance of conditions of Corporate Governance by Remsons Industries Limited ("the Company") for the financial year ended 31st March, 2023 as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46 and paras C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Management's Responsibility

The compliance of the conditions contained in the Corporate Governance provisions is responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance provisions as stipulated in the Listing Regulations including the preparation and maintenance of all relevant supporting records and documents.

Auditor's Responsibility

My responsibility was limited to examining the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance provisions.

Opinion

In my opinion and to the best of my information and according to the explanations given to us, and the representations made by the directors and the Management and considering the relaxations granted by the Securities and Exchange Board of India I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the financial year ended 31st March, 2023 *except as required under Regulation 17(1)(b) of the Listing Regulations, the Board of Directors did not have at least half of the independent directors as its members during the period from 1st October, 2021 till 11th May, 2022.*

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

Place: Thane
Date: 8th August, 2023

M. No. FCS: 6180; C.P. No. 11062
Peer Review No.: 1436/2021
UDIN: F006180E000765070

Independent Auditor's Report

To,

The Members of **REMSONS INDUSTRIES LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of **REMSONS INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view, in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its net profit including other comprehensive loss, changes in equity and its cash flows for the year ended on that date. The Standalone Financial Statements for the year ended March 31, 2022 have been audited by another firm of Chartered Accountants. We have relied on the same for the purpose of this report.

Basis for Opinion

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

Key Audit Matters

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

Sr No.	Key Audit Matter	Response to Key Audit Matter
1	<p>Provision for slow moving and non moving inventories</p> <p>The company carries a sizeable portion of inventory which is a material portion of the total assets of the company. The management has the process of identifying the slow moving and non-moving inventories. This estimate has inherent uncertainty as it involves estimation/ judgment on the part of the management.</p>	<p>Our procedures included discussion with the management on the control on the data and its effectiveness. Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to identifying the slow moving and non-moving items and tested the controls pertaining to the same. • Reviewed the age-wise inventory reports and movement of inventory and production of items in which such inventories are being used. • Discussed with the operating personnel about the alternate use of such items. • Reviewed the net realizable value of such non -moving and slow-moving items. • Performed analytical procedures and test of details for reasonableness of the provisions.

Other Information

The Company's Management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Financial Statements and our auditors' report thereon.

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

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

Responsibilities of Management and Those charged with Governance for the Standalone Financial Statements

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

In preparing the Standalone Financial Statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures 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 Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 of the aforesaid Standalone Financial Statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Standalone Financial Statements have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Standalone Financial Statements.
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements (Refer Note. 32(a) to the Ind AS Standalone Financial Statements).
 - ii. The Company did not have any material foreseeable losses on long-term contracts including derivatives contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
 - iv. a. The management has represented that, to the best of its knowledge and belief, no funds 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 (d) (i) and (d) (ii) contain any material mis-statement.
- v. The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

For **Kanu Doshi Associates LLP**

Chartered Accountants

FRN. No. 104746W/W100096

Kunal Vakharia

Partner

Membership no. 148916

UDIN: 23148916BGUSZD4312

Place: Mumbai

Date: 26th May, 2023

Annexure A to the Auditors' Report

Referred to in paragraph 2 of 'Report on other Legal and Regulatory Requirements' in our Report of even date on the accounts of REMSONS INDUSTRIES LIMITED for the year ended March 31, 2023

- i. (a) (A) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, plant and equipment.
 - (B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) The fixed assets of the company are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and discrepancies noticed between the book records and the physical inventories were not material and have been properly dealt with in the accounts.
- (c) According to information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Standalone Financial Statements are held in the name of the Company.
- (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 or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable and procedures and coverage as followed by management were appropriate. Discrepancies noticed on physical verification of inventories and the book records have been appropriately dealt with by the management and the identified discrepancies were not more than 10% in the aggregate for each class of inventory.
 - (b) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets and the quarterly returns or statements filed by the company with such banks are in agreement with the books of accounts of the company.
- iii. (a) The Company has not provided loans or advances in the nature of loans, or stood guarantee or provided security to any other entity during the year. However, the company had advanced a loan to its subsidiary amounting to ₹ 356.55 lakhs.
 - (b) The terms and conditions of granting of such loan is not prejudicial to the interest of the company.
 - (c) The aforesaid loans are repayable on demand and the parties are regular in payment of interest as applicable.
 - (d) In respect of loans, there is no overdue amount outstanding for more than ninety day.
 - (e) Since the aforesaid loans are repayable on demand, sub-clause (e) of clause 3(iii) of the Order is not applicable.
 - (f) Out of the aforesaid loans, the Company had outstanding balance of ₹ 356.55 lakhs pertaining to a company covered under Section 2 clause (76) of the Companies Act 2013.
- v. The Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of investments made and loans given. Section 185 of the Companies Act, 2013 is not applicable as there were no such loans, securities or guarantees provided during the year.
- vi. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified and therefore clause 3(v) is not applicable.
- vii. The Central Government has not prescribed maintenance of cost records for the company under sub Section (1) of Section 148 of the Companies Act, 2013. Accordingly, clause 3(vii) of the Order is not applicable.
- viii. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess, Goods & Service Tax and any other material statutory dues applicable to it and there were no arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- (b) As informed to us, there were no disputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, GST, Custom Duty, Value Added Tax, Cess and any other material statutory dues in arrears, as at March 31, 2023; except the statutory dues aggregating to ₹534.16 lakhs pending before the appropriate authorities as under-

Sr. No.	Name of the Statute	Nature of the dues	Forum where the dues is pending	₹ In Lakhs
1	Income Tax Act, 1961	Income Tax	Commissioner of Income tax (appeals) AY 20-21	45.90
2	Income Tax Act, 1961	Income Tax	Commissioner of Income tax (appeals) AY 21-22	488.26

- viii. 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in tax assessments under the Income tax Act, 1961 as income during the year.
- ix. (a) According to the records of the Company examined by us and information and explanation given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanation 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, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been utilized for long term purposes. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- (e) According to the information and explanation given to us and on an overall examination of the Standalone 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 under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanation given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised any money by way of public issue/ further offer (including debt instruments) and through term loans during the year. Accordingly, clause 3 (x)(a) of the order is not applicable to the Company.
- (b) According to the information and explanation given to us and on the basis of our examinations of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based upon the audit procedures performed and information and explanation given by the management, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under Section 143 (12) of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. In our opinion and according to the information and explanations given to us, the nature of the activities of the company does not attract any special statute applicable to Nidhi Company. Accordingly, clause 3(xii) of the order is not applicable to the company.
- xiii. According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Standalone 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 issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.

- xvi. (a) The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi)(a) of the Order is not applicable to the Company.
- (b) The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations is made by the Reserve Bank of India. Accordingly, clause 3 (xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, clause 3 (xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the current year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, 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 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. In our opinion and according to the information and explanations given to us, there is no unspent amount under section 135 (5) of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- xxi. Based on the information and explanation given to us, there have been no qualification or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) of the subsidiary company. Accordingly, clauses 3(xxi) of the Order are not applicable.

For **Kanu Doshi Associates LLP**

Chartered Accountants

FRN. No. 104746W/W100096

Kunal Vakharia

Partner

Membership no. 148916

UDIN: 23148916BGUSZD4312

Place: Mumbai

Date: 26th May, 2023

Annexure B to the Auditors' Report

(Referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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 **REMSONS INDUSTRIES LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors are 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 issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with 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 Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections

of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established

by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Kanu Doshi Associates LLP**

Chartered Accountants

FRN. No. 104746W/W100096

Kunal Vakharia

Partner

Membership no. 148916

UDIN: 23148916BGUSZD4312

Place: Mumbai

Date: 26th May, 2023

Standalone Balance Sheet

as at March 31, 2023

(₹ in Lakhs)

	Note No.	As at 31 st March, 2023	As at 31 st March, 2022
ASSETS			
Non - Current Assets			
(a) Property, Plant and Equipment	3	3,297.77	2,790.73
(b) Right of Use Assets	4	489.25	687.12
(c) Capital work - in - progress	5	85.13	54.04
(d) Investment Property	6	6.04	6.23
(e) Other Intangible Assets	7	131.20	142.49
(f) Financial assets			
(i) Investments	8	1,909.55	1,909.55
(ii) Other financial assets	9	126.58	107.53
(g) Other non - current assets	10	105.74	361.05
Total Non- Current Assets		6,151.26	6,058.74
Current Assets			
(a) Inventories	11	3,759.85	3,521.39
(b) Financial assets			
(i) Investment	12	-	50.84
(ii) Trade receivables	13	4,500.39	3,731.67
(iii) Cash and cash equivalents	14	23.84	81.86
(iv) Bank balances other than (iii) above	15	326.34	2.70
(v) Loans	16	356.55	348.43
(vi) Other financial assets	17	64.71	373.23
(c) Current Tax Assets (Net)	18	-	3.12
(d) Other current assets	19	341.36	309.58
Total Current Assets		9,373.04	8,422.82
TOTAL ASSETS		15,524.30	14,481.56
EQUITY AND LIABILITIES			
(a) Equity share capital	20	571.34	571.34
(b) Other Equity	21	3,599.23	2,889.10
Total Equity		4,170.56	3,460.43
LIABILITIES			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	1,543.46	1,805.75
(b) Other current liabilities			
(i) Lease Liability	23	352.34	544.49
(b) Provisions	24	44.83	41.44
(c) Deferred tax liabilities (Net)	25	163.48	200.95
Total Non- Current Liabilities		2,104.10	2,592.63
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	26	4,404.59	4,057.03
(ii) Lease liabilities	27	193.58	174.21
(iii) Trade payables	28		
(a) total outstanding dues of micro enterprises and small enterprises		127.97	371.16
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		3,875.74	3,250.35
(iv) Other financial liabilities	29	95.17	117.02
(b) Other current liabilities	30	438.56	420.13
(c) Provisions	31	28.16	14.97
(d) Current tax liabilities (Net)	32	85.87	23.64
Total Current Liabilities		9,249.64	8,428.50
TOTAL EQUITY AND LIABILITIES		15,524.30	14,481.56

Summary of significant accounting policies

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For **KANU DOSHI ASSOCIATES LLP**
Chartered Accountants
FRN : 104746W / W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Dated : 26th May, 2023

For and on behalf of the Board
REMSONS INDUSTRIES LIMITED

Krishna Kejriwal
Chairman & Managing Director
DIN : 00513788

Debendra Panda
Chief Financial Officer

Place : Mumbai
Dated : 26th May, 2023

Amit Srivastava
Chief Executive Officer

Rohit Darji
Company Secretary

Standalone Statement of Profit & Loss

for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Note No.	March-2023	March-2022
INCOME			
Revenue from operations	34	26,396.23	22,328.27
Other income	35	169.81	116.33
Total Income		26,566.04	22,444.60
EXPENSES			
Cost of material consumed	36	17,570.79	14,706.65
Purchase of Stock in Trade	37	551.78	513.60
Changes in inventories of Finished goods and Work-in-progress	38	(132.35)	60.62
Employee benefit expense	39	3,724.48	3,371.11
Finance Costs	40	519.71	524.87
Depreciation & amortization expense	41	619.16	548.08
Other Expenses	42	2,654.88	2,273.64
Total Expenses		25,508.45	21,998.57
Profit before exceptional items & tax		1,057.59	446.03
Add: Exceptional Items	43	-	74.26
Profit/(Loss) before tax		1,057.59	520.29
Less: Tax expenses			
(1) Current tax			
of Current year		313.60	156.57
of Earlier years		3.12	(5.19)
(2) Deferred tax			
of Current year		(34.68)	14.08
Total Tax Expenses		282.04	165.45
Profit after tax	A	775.56	354.83
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		3.18	17.43
Fair value gain on investment		-	13.03
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.80)	(6.72)
B. (i) Items that will be reclassified to profit or loss		(14.28)	-
(ii) Income tax relating to items that will be reclassified to profit or loss		3.59	-
Total Other Comprehensive Income for the year	B	(8.31)	23.75
Total Comprehensive Income for the year	(A+B)	767.25	378.58
Earning per equity share (Face Value of ₹ 10/- each)			
(1) Basic		13.57	6.21
(2) Diluted		13.57	6.21
Summary of significant accounting policies			

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For **KANU DOSHI ASSOCIATES LLP**
Chartered Accountants
FRN : 104746W / W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Dated : 26th May, 2023

For and on behalf of the Board
REMSONS INDUSTRIES LIMITED

Krishna Kejriwal
Chairman & Managing Director
DIN : 00513788

Debendra Panda
Chief Financial Officer

Place : Mumbai
Dated : 26th May, 2023

Amit Srivastava
Chief Executive Officer

Rohit Darji
Company Secretary

Standalone Cash Flow Statement

for the year ended March 31, 2023

(₹ in Lakhs)

	Year Ended March, 2023	Year Ended March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES:		
\Net Profit before tax & Extraordinary Items	1,057.59	532.00
Adjustment for:		
\Depreciation and amortisation expenses	619.16	548.08
\Interest Expenses	514.68	490.50
\Reclassification of remeasurement of employee benefits	3.18	17.43
\Fair Value gain on Investment	(3.81)	(2.72)
\Profit on Sale of Fixed Assets	(1.11)	(74.26)
\Unrealised gain on fair value of financial assets	-	(2.11)
\Interest Income	(16.64)	(43.19)
\Provision no longer required, written back	(28.95)	(30.67)
\Sundry Balance Written Back (Net)	-	(10.22)
\Unrealised Foreign Exchange Fluctuation loss	(45.21)	33.65
\Exchange difference regarded as an adjustment to borrowing costs	-	(6.06)
\Unwinding of interest on security deposits	(6.91)	-
	1,034.38	920.44
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		
	2,091.97	1,452.44
ADJUSTMENTS FOR WORKING CAPITAL CHANGES:		
\Other non - current financial assets	(12.14)	(4.92)
\Other non - current assets	(18.56)	(1.89)
\Inventories	(238.46)	56.45
\Trade Receivable	(692.77)	(862.66)
\Other financial assets	3.01	68.95
\Other current assets	(31.78)	439.54
\Long - Term Provisions	3.39	3.06
\Trade payables	411.15	(469.28)
\Other current financial liabilities	(7.55)	10.57
\Other current liabilities	18.43	38.92
\Short - Term Provisions	13.19	(85.07)
	(552.09)	(806.35)
\Cash generated from operations	1,539.88	646.10
\Direct Taxes paid	(251.37)	(198.14)
NET CASH FROM OPERATING ACTIVITIES	1,288.52	447.96
B. CASH FLOW FROM INVESTING ACTIVITIES:		
\Purchase of Property, Plant and Equipment including Capital Work in Progress	(743.71)	(877.05)
\Sale of Investment	54.66	15.75
\Loans (given to)/Received back from Subsidiary	(38.85)	-
\Interest Received	(0.55)	63.40
\Sale of Property, Plant and Equipment	41.21	101.23
	(687.25)	(696.66)
NET CASH USED IN INVESTING ACTIVITY	(687.25)	(696.66)

Standalone Cash Flow Statement

for the year ended March 31, 2023

(₹ in Lakhs)

	Year Ended March, 2023	Year Ended March, 2022
C.CASH FLOW FROM FINANCING ACTIVITIES:		
\Net (Decrease)/ Increase in Long Term Borrowings	(262.30)	(250.57)
\Net (Decrease)/ Increase in Short Term Borrowings	347.57	1,242.62
\Repayment of Lease liabilities	(236.89)	(219.72)
\Dividend Paid	(57.13)	(57.13)
\Interest Expenses	(450.56)	(413.65)
	(659.32)	301.54
\NET CASH USED IN FINANCING ACTIVITY	(659.32)	301.54
\NET CHANGES IN CASH & CASH EQUIVALENTS(A+B+C)	(58.03)	52.83
\OPENING BALANCES OF CASH & CASH EQUIVALENTS	81.86	29.03
\CLOSING BALANCES OF CASH & CASH EQUIVALENTS	23.84	81.86
	(58.03)	52.83

Notes

1 Closing Balance of Cash & Cash Equivalents

(₹ in Lakhs)

	Year Ended March, 2023	Year Ended March, 2022
Cash and Cash Equivalents Includes:		
CASH IN HAND	11.19	12.38
BALANCE WITH SCHEDULED BANKS		
- In Current Account	12.64	69.49
	23.84	81.86

- 2 Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- 3 Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For **KANU DOSHI ASSOCIATES LLP**
Chartered Accountants
FRN : 104746W / W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Dated : 26th May, 2023

For and on behalf of the Board
REMSONS INDUSTRIES LIMITED

Krishna Kejriwal
Chairman & Managing Director
DIN : 00513788

Debendra Panda
Chief Financial Officer

Place : Mumbai
Dated : 26th May, 2023

Amit Srivastava
Chief Executive Officer

Rohit Darji
Company Secretary

Standalone Statement of Changes in Equity

 for the year ended March 31, 2023

A. Equity Share Capital

(₹ in Lakhs)

Particulars	No of Shares	Amount
Balance at at 1st April, 2021	5,713,357	571.34
Changes in equity share capital during the year	-	-
Balance at at 31st March, 2022	5,713,357	571.34
Changes in equity share capital during the year	-	-
Balance at at 31st March, 2023	5,713,357	571.34

B. Other Equity

(₹ in Lakhs)

Particulars	Other items of Other comprehensive income				Total
	Retained Earnings	Remeasurement of net defined benefit plans	Hedging Reserve	Fair Value through Other Comprehensive Income of Equity Investments	
Balance at at 31st March, 2021	2,638.36	(73.62)	-	2.91	2,567.65
Profit for the year	354.83	-	-	-	354.83
Remeasurements of Defined Benefit Plan	-	13.03	-	-	13.03
Fair Value effect of Investments of shares	-	-	-	10.70	10.70
Dividend (Refer Note No. 51)	(57.13)	-	-	-	(57.13)
Tax on Dividend	-	-	-	-	-
Balance at at 31st March, 2022	2,936.05	(60.58)	-	13.63	2,889.10
Profit for the period	775.56	-	-	775.56	
Remeasurements of Defined Benefit Plan	-	2.38	-	-	2.38
Fair value of Forward Contracts	-	-	(10.69)	-	(10.69)
Dividend (Refer Note No. 51)	(57.13)	-	-	-	(57.13)
Tax on Dividend	-	-	-	-	-
Balance at at 31st March, 2023	3,654.48	(58.20)	(10.69)	13.63	3,599.23

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For **KANU DOSHI ASSOCIATES LLP**
Chartered Accountants
FRN : 104746W / W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Dated : 26th May, 2023

For and on behalf of the Board
REMSONS INDUSTRIES LIMITED

Krishna Kejriwal
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DIN : 00513788

Debendra Panda
Chief Financial Officer

Place : Mumbai
Dated : 26th May, 2023

Amit Srivastava
Chief Executive Officer

Rohit Darji
Company Secretary

Notes to the Standalone Financial Statements for the year ended March 31, 2023

1 Corporate Information

Remsons Industries Limited ('the company') is a listed public limited company incorporated in India. The registered office is located at 401, 4th floor, Hanuman Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India. The Company is manufacturing automotive control cables, flexible shafts, push pull cables and gear shifter assembly. The Company has six manufacturing plants located in India.

2 Summary of significant accounting policies

2.1. Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle.

The financial statements were authorized for issue by the Company's Board of Directors on 26th May 2023.

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs, unless otherwise indicated.

2.2. Use of estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

2.3. Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other

criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - non-current classification of assets and liabilities.

2.4. Foreign Exchange Transactions

i. Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. All the foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other expenses or other income as applicable.

2.5. Property Plant and Equipment

An item of PPE is recognized as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognized at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Company recognizes such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognized from the balance sheet and cost of the new item of PPE is recognized. Further, in case the replaced part was not being depreciated separately, the cost of the replacement is used as an indication to determine the cost of the replaced part at the time it was acquired.

The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred

Notes to the Standalone Financial Statements for the year ended March 31, 2023

Depreciation has been charged to statement of profit & loss on Straight Line Method on Buildings, Plants and Machineries, Electric Installations and Dies & Mould, where as other assets on Written Down Value method determined based on the economic useful lives of assets estimated by the management; or at the rates prescribed under Schedule II of the Companies Act, 2013. Accordingly, the Company has used the following rates:-

Name of Assets	Useful Life (in Years)
Building	
- Factory Building	30
- Other Building	60
- Fences,Wells,Tube wells	5
Plant & Machinery	15
Spares of Plant & Machinery	5
Moulds and Dies	15
Electrical Installations and Equipment's	10
Office equipment's	5
Furniture & Fittings	10
Servers and networks	6
Data processing machine and computer, laptops	3
Vehicle	8

2.6 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised. Investment properties (except freehold land) are depreciated using the straight-line method over their estimated useful lives at the rates prescribed under Schedule II of the Companies Act, 2013.

2.7. Intangible assets

- i. An intangible asset shall be recognised if, and only if:
 - (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and
 - (b) the cost of the asset can be measured reliably.
- ii. Cost of technical know-how is amortised over a period of life of contract.
- iii. Computer software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include license fees and costs of implementation /

system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. The softwares are amortised over a period of 3 to 8 years based on the life it is expected to provide future enduring benefits on straight-line method.

2.8 Borrowing Cost

Borrowing costs specifically relating to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are charged to statement of profit & loss in the period in which it is incurred except loan processing fees which is recognized as per Effective Interest Rate method.

Borrowing costs consist of interest and other costs that company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.9 Tax Expenses

Income Tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made with reference to taxable income computed for the financial year for which the financial statements are prepared by applying the tax rates as applicable.

i. Current Tax

Current tax charge is based on taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred Tax

Deferred tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the Balance Sheet, if and only when, (a) the Company has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority.

Minimum Alternate Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

iii. Dividend distribution tax

Dividend distribution tax paid on the dividends is recognised consistently with the presentation of the transaction that creates the income tax consequence. Dividend distribution tax is charged to statement of profit and loss if the dividend itself is charged to statement of profit and loss. If the dividend is recognised in equity, the presentation of dividend distribution tax is recognised in equity.

2.10 Revenue

a) Revenue from operation

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company does not expect to have any contracts where the period between the transfer of the promised

goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Group performs; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

(b) Other Income:

- i. Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.
- ii. Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy. Premium of sale of import licenses is recognised on an accrual basis.
- iii. Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

2.11 Inventory

Raw materials, Packing materials, Stores and Spare parts are valued at Lower of cost (cost includes direct cost & attributable overheads) or net realizable value. The Company follows Weighted Average Cost method for valuation of Raw materials, Packing materials, Stores and Spare parts. However, materials and other items held for use in the production of

Notes to the Standalone Financial Statements for the year ended March 31, 2023

inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Semi-finished & Finished goods are valued at lower of estimated cost or net realizable value. Scrap is valued at net realizable value.

The company was valuing its Raw materials, Packing materials, Stores and Spare parts on first-in-first-out basis, during the year the company implemented SAP Accounting software and started valuing such inventories on Weighted Average Cost basis. The impact of such change is not material.

2.12 Segment Reporting

Primary Segment is identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Secondary segment is identified based on geographical area in which major operating divisions of the Company operate.

2.13 Impairment Of Assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.14 Fair Value Measurement

The Company measures certain financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability,

assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) prices for identical assets or liabilities in active markets

Level 2: Significant inputs to the fair value measurement are directly or indirectly observable

Level 3: Significant inputs to the fair value measurement are unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above

2.15 Financial Instrument

2.15.1 Recognition, classification and presentation

The financial instruments are recognised in the balance sheet when the company becomes a party to the contractual provisions of the instrument.

The Company determines the classification of its financial instruments at initial recognition.

The Company classifies its financial assets in the following categories: a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and b) those to be measured at amortized cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

Financial assets and liabilities arising from different transactions are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, the Company currently has a legally enforceable right to set-off the related recognised amounts and intends either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

2.15.2 Measurement

I. Initial measurement

At initial recognition, the Company measures financial instruments at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Otherwise transaction costs are expensed in the statement of profit and loss.

II. Subsequent measurement - financial assets

The subsequent measurement of the financial assets depends on their classification as follows:

i. Financial assets measured at amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost using the effective interest rate ('EIR') method (if the impact of discounting / any transaction costs is significant). Interest income from these financial assets is included in finance income.

ii. Financial assets at fair value through other comprehensive income ('FVTOCI')

Equity investments which are not held for trading and for which the Company has elected to present the change in the fair value in other comprehensive income and debt instruments that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flow represent solely payment of principal and interest, are measured at FVTOCI.

The changes in fair value are taken through OCI, except for the impairment, interest (basis EIR method), dividend and foreign exchange differences which are recognised in the statement of profit and loss.

When the financial asset is derecognized, the related accumulated fair value adjustments in OCI as at the date of derecognition are reclassified from equity and recognised in the

statement of profit and loss. However, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss in case of equity instruments.

iii. Financial assets at fair value through profit or loss ('FVTPL')

All equity instruments and financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. Interest (basis EIR method) and dividend income from FVTPL is recognised in the statement of profit and loss within finance income / finance costs separately from the other gains/losses arising from changes in the fair value.

Impairment

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and debt instrument carried at FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss, otherwise lifetime ECL is used.

However, only in case of trade receivables, the company applies the simplified approach which requires expected lifetime losses to be recognized from initial recognition of the receivables.

III. Subsequent measurement - financial liabilities

Other financial liabilities are initially recognised at fair value less any directly attributable transaction costs. They are subsequently measured at amortized cost using the EIR method (if the impact of discounting / any transaction costs is significant).

2.15.3 De-recognition

The financial liabilities are de-recognised from the balance sheet when the under-lying obligations are extinguished, discharged, lapsed, cancelled, expires or legally released. The financial assets are de-recognised from the balance sheet when the rights to receive cash flows from the financial assets have expired, or have been transferred and the Company has transferred substantially all risks and rewards of ownership. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

2.16 Cash and cash Equivalents

Cash and cash equivalents includes cash in hand, deposits with banks, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes outstanding bank overdraft shown within current liabilities in statement of financial balance sheet and which are considered as integral part of company's cash management policy.

2.17 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.18 Investment

Investment which are of equity in nature is carried at Fair Value and gain/loss on fair valuation are recognised through Other Comprehensive Income.

2.19 Trade Receivable

Trade receivables are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

2.20 Trade and Other payable

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

2.21 Provision, Contingent Liability and Contingent Assets

i. Provision

A provision is recognized, when company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made for the amount of obligation. The expense relating to the provision is presented in the profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the

provision due to the passage of time is recognised as a finance cost.

ii. Contingent Liability

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

Contingent liabilities, if material, are disclosed by way of notes and contingent assets, if any, are disclosed in the notes to financial statements.

iii. Contingent Assets

Contingent Assets are disclosed, where an inflow of economic benefits is probable.

2.22 Earnings Per Share

i. Basic earnings per share

Basic earnings per share is calculated by dividing

- i. the profit attributable to owners of the Company; and
- ii. by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.
- ii. Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.23 Leases

i. As a lessee

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

ii. As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.24 Employee benefits

i. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments

and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii. Post-employment obligations

a. Defined benefit gratuity plan:

The Company provides for the liability towards the said benefit on the basis of actuarial valuation carried out as at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The Company has opted for a Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), and the contribution is charged to the Statement of Profit & Loss each year.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan. The defined benefit obligation is calculated annually as provided by LIC. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

b. Defined Contribution plan:

Contribution payable to recognised provident fund which is defined contribution scheme is charged to Statement of Profit & Loss. The company has no further obligation to the plan beyond its contribution.

iv. Other long-term employee benefits

The employees of the Company are entitled to compensated absences as well as other long-term benefits. Compensated absences benefit comprises

Notes to the Standalone Financial Statements for the year ended March 31, 2023

of encashment and availment of leave balances that were earned by the employees over the period of past employment.

The Company provides for the liability towards the said benefit on the basis of actuarial valuation carried out quarterly as at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The related re-measurements are recognized in the statement of profit and loss in the period in which they arise.

2.25 Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.26 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 16 – Property Plant and equipment – The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material."

2.27 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees in Lacs (upto two decimals), unless otherwise stated as per the requirement of Schedule III (Division II).

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

3 PROPERTY, PLANT AND EQUIPMENT

Particulars	(₹ in Lakhs)											Total				
	Freehold Land*	Leasehold Land	Fences,Wells & Tubes	Building Office	Building Factory	Machinery	Plant & Machinery	Dies & Moulds	Electrical Installation	Office Equipment	Furniture & Fixture		Motor Vehicle	Server/ Networks	Computers	
Gross Carrying Value																
As at April 1, 2021	108.66	43.44	16.78	-38.48	975.75	1,530.65	256.01	205.31	64.48	70.62	174.21	16.05	29.07	3,452.56		
Additions	42.79	-	-	15.46	195.57	291.00	16.19	13.42	29.29	84.98	-	-	12.11	700.83		
Disposals / derecognised	(0.92)	-	-	-	(36.70)	(6.57)	-	(4.64)	(1.64)	-	(0.69)	-	-	(51.16)		
Gross Carrying Value As at March 31, 2022	150.53	43.44	16.78	(23.02)	1,134.62	1,815.08	272.21	214.09	92.13	155.60	173.52	16.05	41.18	4,102.22		
Additions	64.51	-	-	135.56	53.43	312.73	31.56	41.37	69.44	96.10	74.77	1.93	28.65	910.04		
Disposals / derecognised	-	-	-	-	(26.88)	(0.92)	-	(4.25)	-	-	(9.17)	-	-	(41.21)		
Gross Carrying Value As at March 31, 2023	215.05	43.44	16.78	112.55	1,161.17	2,126.89	303.77	251.21	161.57	251.70	239.12	17.98	69.82	4,971.04		
Particulars																
Accumulated depreciation																
As at April 1, 2021	-	-	7.84	-38.48	168.87	573.24	82.85	32.82	39.49	48.73	78.49	6.43	21.04	1,021.30		
Depreciation charge during the year	-	-	2.23	0.36	52.15	130.84	19.99	20.17	18.79	26.16	28.54	4.54	10.60	314.37		
Disposals / derecognised	-	-	-	-	(15.34)	(3.91)	-	(3.83)	(0.44)	-	(0.66)	-	-	(24.18)		
Accumulated depreciation As at March 31, 2021	-	-	10.07	-38.12	205.68	700.17	102.84	49.16	57.84	74.89	106.37	10.97	31.64	1,311.49		
Depreciation charge during the year	-	-	2.04	2.92	44.95	143.49	21.01	23.48	40.66	52.75	27.11	2.90	17.74	379.07		
Disposals / derecognised	-	-	-	-	(5.00)	(0.80)	-	(3.34)	-	-	(8.14)	-	-	(17.27)		
Accumulated depreciation As at March 31, 2023	-	-	12.10	-35.20	245.63	842.85	123.85	69.31	98.50	127.63	125.34	13.87	49.38	1,673.29		
Net carrying amount as at March 31, 2023	215.05	43.44	4.67	147.74	915.53	1,284.03	179.92	181.90	63.07	124.07	113.78	4.11	20.44	3,297.77		
Net carrying amount as at March 31, 2022	150.53	43.44	6.71	15.10	928.95	1,114.91	169.37	164.93	34.30	80.72	67.15	5.08	9.54	2,790.73		

Notes to the Standalone Financial Statements for the year ended March 31, 2023

4 RIGHT OF USE ASSETS

(₹ in Lakhs)		
Particulars	Building	Total
Gross Carrying Value		
As at April 1, 2021	997.14	997.14
Addition	5.23	5.23
Gross Carrying Value As at March 31, 2022	1,002.37	1,002.37
Addition	-	-
Gross Carrying Value As at March 31, 2023	1,002.37	1,002.37

(₹ in Lakhs)		
Particulars	Building	Total
Accumulated depreciation		
As at April 1, 2021	116.02	116.02
Depreciation charge during the year	199.23	199.23
Accumulated depreciation As at March 31, 2022	315.25	315.25
Depreciation charge during the year	197.87	197.87
Accumulated depreciation As at March 31, 2023	513.12	513.12
Net carrying amount as at March 31, 2023	489.25	489.25
Net carrying amount as at March 31, 2022	687.12	687.12

5 CAPITAL WORK IN PROGRESS

(₹ in Lakhs)				
Particulars	Building	Plant & Machinery	Others	Total
Gross Carrying Value				
As at April 1, 2021	10.90	6.58	17.10	34.58
Additions	-	33.59	20.45	54.04
Disposals / derecognised	(10.90)	(6.58)	(17.10)	(34.58)
Gross Carrying Value As at March 31, 2022	-	33.59	20.45	54.04
Additions	2.05	73.40	9.68	85.13
Disposals / derecognised	-	(33.59)	(20.45)	(54.04)
Gross Carrying Value As at March 31, 2023	2.05	73.40	9.68	85.13

6 INVESTMENT PROPERTY

(₹ in Lakhs)		
Particulars	Building	Total
Gross Carrying Value		
As at April 1, 2021	7.38	7.38
Addition	-	-
Gross Carrying Value As at March 31, 2022	7.38	7.38
Addition	-	-
Gross Carrying Value As at Sept 30, 2023	7.38	7.38

(₹ in Lakhs)		
Particulars	Building	Total
Accumulated depreciation		
As at April 1, 2021	0.95	0.95
Depreciation charge during the year	0.19	0.19
Accumulated depreciation As at March 31, 2022	1.14	1.14
Depreciation charge during the year	0.19	0.19
Accumulated depreciation As at March 31, 2023	1.33	1.33
Net carrying amount as at March 31, 2023	6.04	6.04
Net carrying amount as at March 31, 2022	6.23	6.23

Notes to the Standalone Financial Statements for the year ended March 31, 2023

6 INVESTMENT PROPERTY (Contd..)

Amount recognised in profit or loss for Investment Properties

(₹ in Lakhs)

	31 st March, 2023	31 st March, 2022
Rental Income	2.08	0.03
Direct operating expenses (Net of recovery)	0.61	0.60
Direct operating expenses from property that did not generate rental income.		

There are no restrictions on the realisability of investment property.

The company is using same life for the same class of asset as applicable for property plant and equipment.

The company has let out the property.

Fair Value

Investment property - Market Value is ₹ 114.96 Lacs (Previous Year - ₹ 114.96 Lacs)

The Company has not taken third party independent valuation for the property. Last valuation has been conducted as at 03.03.2020 and management is of the opinion that there is no material change in the valuation of investment property.

7 OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Computer Software	Technical Know How	Rebranding	Total
Gross Carrying Value				
As at April 1, 2021	189.33	12.91	-	202.24
Additions	25.80	-	42.82	68.62
Gross Carrying Value As at March 31, 2022	215.13	12.91	42.82	270.86
Additions	30.75	-	-	30.75
Gross Carrying Value As at March 31, 2023	245.88	12.91	42.82	301.62

(₹ in Lakhs)

Particulars	Computer Software	Technical Know How	Rebranding	Total
Accumulated depreciation				
As at April 1, 2021	81.17	12.91	-	94.08
Depreciation charge during the year	33.56	-	0.73	34.28
Accumulated depreciation As at March 31, 2022	114.73	12.91	0.73	128.36
Depreciation charge during the year	33.47	-	8.56	42.04
Accumulated depreciation As at March 31, 2023	148.20	12.91	9.29	170.40
Net carrying amount as at March 31, 2023	97.68	-	33.52	131.20
Net carrying amount as at March 31, 2022	100.39	-	42.10	142.49

8 INVESTMENTS (NON CURRENT)

(₹ in Lakhs)

	Face Value	As at 31 st March, 2023		As at 31 st March, 2022	
		No. of Shares	Value	No. of Shares	Value
Non Trade Investments					
Investment in equity instruments (fully paid-up) In Subsidiary-wholly owned - unquoted (at cost) Remsons Holding Ltd.	1 GBP	2,000,000	1,909.55	2,000,000	1,909.55
Total Value of Unquoted Investments			1,909.55		1,909.55

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

9 OTHER FINANCIAL ASSETS (NON CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(Unsecured, consider Good, unless specified otherwise)		
Security Deposits	126.58	107.53
	126.58	107.53

10 OTHER NON CURRENT ASSETS

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(Unsecured, consider Good, unless specified otherwise)		
Capital Advances	80.01	353.87
Advance recoverable in cash or kind or for value to be received	25.73	7.18
	105.74	361.05

11 INVENTORIES

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Raw Material	1964.12	1,859.07
Work-in-progress	161.62	219.10
Finished Goods (Refer Note No 11.1)	1,471.97	1,285.10
Stores & Spares	157.33	156.27
Scrap	4.81	1.84
	3,759.85	3,521.39

11.1 Finished Goods inventory includes Goods-in transit ₹ 241.12 lacs (Previous Year ₹ 360.99 Lacs)

12 CURRENT INVESTMENTS

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Investment in mutual Funds Quoted (at FVTPL)	-	50.84
Nil (P.Y. 11417.023) units of ABSL saving fund, face value of ₹100 each)	-	-
	-	50.84

13 TRADE RECEIVABLES

(₹ in Lakhs)

	As at 31 st March, 2023		As at 31 st March, 2022	
(Unsecured)				
Considered Good (Refer Note No 13.1)	4,500.39		3,731.67	
Less: Allowance for Expected Credit Loss	-	4,500.39	-	3,731.67
Credit Impaired	33.76		18.57	
Less: Allowance for Expected Credit Loss	(33.76)	-	(18.57)	-
	4,500.39		3,731.67	

Notes to the Standalone Financial Statements for the year ended March 31, 2023

6 INVESTMENT PROPERTY (Contd..)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
13.1 Receivable from step down subsidiary	416.95	516.91
	416.95	516.91

Movement in the Allowance of Expected Credit Loss

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Balance at the beginning of the year	18.57	28.53
Changes in allowance for doubtful receivables	15.19	(9.96)
Balance at end of the year	33.76	18.57

Trade Receivables ageing as on March 31, 2023

(₹ 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	4,439.46	35.70	24.80	0.43	-	4,500.39
(ii) Undisputed Trade receivables - considered doubtful	15.19	-	2.96	4.60	7.32	30.07
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	3.69	3.69
Less: Allowance for Expected Credit Loss						33.76
						4,500.39

Trade Receivables ageing as on March 31, 2022

(₹ 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	3,582.40	99.39	49.84	0.04	-	3,731.67
(ii) Undisputed Trade receivables - considered doubtful	-	-	3.58	3.55	7.75	14.88
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	3.69	3.69
Less: Allowance for Expected Credit Loss						18.57
						3,731.67

14 CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Balance With Banks		
In Current account	12.64	69.49
Cash on Hand	11.19	12.38
	23.84	81.86

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

15 OTHER BANK BALANCES

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Margin Money Deposit (Refer Note No 15.1)	322.70	-
Unpaid Dividend Account (Refer Note No 15.2)	3.64	2.70
	326.34	2.70

15.1 Margin money includes deposit against Bank Guarantee of ₹2.7 Lacs and deposit in SCB against Cash Credit ₹320 Lacs.

15.2 The company can utilise balances only towards settlement of of the unpaid dividend.

16 LOANS (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(Unsecured, consider Good, unless specified otherwise)		
To Related Party		
Loan to Subsidiary Company	356.55	348.43
	356.55	348.43

17 OTHER FINANCIAL ASSETS (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(Unsecured, consider Good, unless specified otherwise)		
Security Deposit	2.78	3.40
Others		
Loan to employee	6.86	5.54
Interest accrued	19.77	2.58
Unbilled revenue	35.31	361.71
	64.71	373.23

18 CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Income Tax refund receivable	-	3.12
	-	3.12

19 OTHER CURRENT ASSETS

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Balance with Statutory/ Government Authorities	86.65	90.15
Advance to Supplier	168.47	82.30
Advance recoverable in cash or kind or for value to be received	70.39	42.90
Export Incentive Receivable	15.85	75.49
Other Receivable	-	18.74
	341.36	309.58

Notes to the Standalone Financial Statements for the year ended March 31, 2023

20 EQUITY SHARE CAPITAL

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Authorized Share Capital		
120,00,000 Equity shares, ₹ 10 par value (Previous Year: 120,00,000 equity shares ₹ 10 each)	1,200.00	1,200.00
	1,200.00	1,200.00
Issued, Subscribed and Fully Paid Up Shares		
5713357 Equity shares, ₹ 10 par value fully paid up (Previous Year: 5713357 equity shares ₹ 10 each)	571.34	571.34
	571.34	571.34

20.1 The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2023:

(₹ in Lakhs)

Particulars	31st Mar, 2023		31st Mar, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	5,713,357	571.34	5,713,357	571.34
Add: Shares issued during the year	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-
Number of shares at the end	5,713,357	571.34	5,713,357	571.34

20.2 Terms/rights attached to equity shares

- (A) The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholder in the ensuing Annual General Meeting.
- (B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

20.3 The details of shareholders holding more than 5% shares in the company :

(₹ in Lakhs)

Name of the shareholder	31st Mar, 2023		31st Mar, 2022	
	No. of shares held	% held	No. of shares held	% held
Krishna Kejriwal	1,579,494	27.65%	1,579,494	27.65%
Chand Kejriwal	1,708,444	29.90%	1,708,444	29.90%
Rahul Kejriwal	306,851	5.37%	306,851	5.37%
Shivani Kejriwal	303,197	5.31%	303,197	5.31%
Krish Automotive Sales & Services Pvt Ltd	451,549	7.90%	451,549	7.90%

20.4: % Change in Shareholding of Promoter & Promoter group:

(₹ in Lakhs)

Name of the shareholder	31st Mar, 2023			31st Mar, 2022		
	Number of shares held	% held	% Change during the year	Number of shares held	% held	% Change during the year
Krishna Kejriwal	1,579,494	27.65	-	1,579,494	27.65	-
Chand Kejriwal	1,708,444	29.90	-	1,708,444	29.90	-
Rahul Kejriwal	306,851	5.37	-	306,851	5.37	-
Shivani Kejriwal	303,197	5.31	-	303,197	5.31	-
Ranee Khatkhate	1,401	0.02	-	1,401	0.02	-
Krishna Kejriwal HUF	266,693	4.67	-	266,693	4.67	-
Rahul Kejriwal HUF	571	0.01	-	571	0.01	-
Remsons Cable Industries Private Limited	57,357	1.00	-	57,357	1.00	-
Goodluck Electronics Private Limited	61,000	1.07	-	61,000	1.07	-

Notes to the Standalone Financial Statements for the year ended March 31, 2023

21 OTHER EQUITY

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Surplus*		
Retained Earnings	3654.48	2936.04
Other Comprehensive Income (OCI)		
- Remeasurement of net defined benefit plans	(58.20)	(62.90)
- Fair Value of Equity Investments through OCI**	13.63	15.96
- Fair Value of Forward Contract***	(10.69)	0.00
	3,599.22	2,889.10

* For movement, refer Statement of Changes in Equity.

Nature of reserves

Fair Value of Equity Investments through OCI

** The company recognises unrealised and realised gain on equity shares in FVOCI - Equity investments.

Fair Value of Forward Contract through OCI

*** The company recognises fair value of forward contracts through hedging reserve in OCI.

22 BORROWINGS (NON CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Secured		
From Banks		
Vehicle loans (Refer Note No 22.1)	59.03	27.91
Corporate loan (Refer Note No 22.2)	334.42	557.98
From Others (Refer Note No 22.3)	-	69.86
	393.46	655.75
Unsecured		
Loan from Directors	750.00	750.00
Loan from related parties	400.00	400.00
	1,150.00	1,150.00
	1,543.46	1,805.75

22.1 Vehicle Loans from banks secured by Hypothecation of respective vehicles and repayable in 36 months to 60 months.

22.2 (i) From State Bank of India, Mumbai secured by first charge on the fixed assets to the Company and personal guarantee by Chairman & Managing Director and a whole time director and repayable in 36 monthly instalments after a moratorium of 6 months from the date of disbursement.

(ii) From State Bank of India, Mumbai secured by first charge on the fixed assets to the Company and personal guarantee by Chairman & Managing Director and a whole time director and repayable in 72 monthly instalments after a moratorium of 12 months from the date of disbursement.

22.3 From Aditya Birla Finance Ltd, Mumbai is secured by Exclusive charge on property at, Ghorpadi, Pune - 411001 owned by Chairman & Managing Director and a whole time director and personal guarantee by Chairman & Managing Director and a whole time directors. Term Loan repayable in 72 monthly installments.

23 LEASE LIABILITIES (NON CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Lease Liabilities	352.34	544.49
	352.34	544.49

Notes to the Standalone Financial Statements for the year ended March 31, 2023

24 PROVISIONS (NON CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Provisions for Employee Benefits		
- For Leave encashment (Refer Note No 46)	43.43	40.04
Others		
- Provision for warranty (Refer Note No 48)	1.39	1.39
	44.83	41.44

25 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Deferred tax liabilities (Net) (Refer Note 25.1)	163.48	200.95
	163.48	200.95

(₹ in Lakhs)

25.1 Particulars	Net balance as at 1 April 2022	Recognised in statement of profit and loss	Recognised in OCI	Net balance as at 31 March 2023
Deferred Tax Liabilities/(Assets)				
Property, plant and equipment/Investment Property/Other Intangible Assets	238.20	(16.75)	-	221.45
Fair Value through P&L	(13.08)	(5.76)	-	(18.84)
Fair Value through OCI	(23.03)	-	0.80	(22.23)
Fair Value of Forward Contracts	-	-	(3.59)	(3.59)
Others	3.54	(8.34)	-	(4.80)
Allowance for Bad & Doubtful Debts	(4.67)	(3.82)	-	(8.50)
	200.95	(34.68)	(2.79)	163.48

(₹ in Lakhs)

Particulars	Net balance as at 1 April 2021	Recognised in statement of profit and loss	Recognised in OCI	Net balance as at 31 March 2022
Deferred Tax Assets/(Liabilities)				
Property, plant and equipment/Investment Property/Other Intangible Assets	227.98	10.22	0.00	238.20
Fair Value through P&L	4.19	(17.27)	-	(13.08)
Fair Value through OCI	(27.42)	-	4.39	(23.03)
Others	(15.09)	18.63	-	3.54
Allowance for Bad & Doubtful Debts	(7.18)	2.51	-	(4.67)
	182.49	14.08	4.39	200.95

Income tax

The major components of Income Tax Expense:

(₹ in Lakhs)

	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Profit and Loss:		
Current tax - net of reversal of earlier year : ₹ -3.12 Lacs (Previous Year ₹ 5.19 Lacs)	316.72	151.38
Deferred Tax	(34.68)	14.08
	282.04	165.45

Notes to the Standalone Financial Statements for the year ended March 31, 2023

26 TRADE PAYABLES (Contd..)

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate

(₹ in Lakhs)

	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Profit before income tax expense	1,057.59	520.29
Tax at the Indian tax rate 25.168 % (Previous Year - 25.168%)	266.18	130.95
Add: Items giving rise to difference in tax		
Income Tax for earlier years	3.12	(5.19)
On account of permanent difference	3.93	-
Others	8.81	39.70
Income Tax Expenses	282.04	165.45

26 BORROWINGS (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Secured From Bank		
Working Capital Loan - repayable on demand (Refer Note 26.1, 26.2 & 26.3)		
Indian Rupees Cash Credit	3,690.21	3,621.47
Foreign Currency Cash Credit	-	170.47
Preshipment Finance	470.00	-
Current maturities of long-term debt (Refer Note No 22.1, 22.2 & 22.3)	244.39	265.09
	4,404.59	4,057.03

26.1 From State Bank of India, Mumbai secured by first charge on present & future current assets of the Company and extension by way of second charge on other fixed assets of the Company (excluding vehicles) and personal guarantee by Chairman & Managing Director and a whole time director.

26.2 From Standard Chartered Bank, Mumbai secured by Margin Money.

26.3 Preshipment Finance From Standard Chartered Bank, Mumbai secured by Margin Money.

27 LEASE LIABILITIES (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Lease Liabilities	193.58	174.21
	193.58	174.21

28 TRADE PAYABLES

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Dues of micro enterprises and small enterprises (Refer Note No 28.1)	127.97	371.16
Dues other than micro enterprises and small enterprises (Refer Note No 28.1)	3,875.74	3,250.35
	4,003.71	3,621.51

28.1 Micro enterprises and Small enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are given below :

Notes to the Standalone Financial Statements for the year ended March 31, 2023

28 TRADE PAYABLES (Contd..)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(a) Dues remaining unpaid		
- Principal	-	-
- Interest on above*	-	-
(b) Interest paid in terms of Section 16 of MSMED Act		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of MSMED Act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Amount of interest accrued and unpaid*	-	-

* The Company has not provided any interest on the amount outstanding beyond stipulated period in the previous year.

Trade payables ageing as on March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for the following period from the due date of payment #				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	127.97	-	-	-	127.97
(ii) Others	3,282.21	7.82	6.66	16.84	3,313.53
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
(v) Accrued Expenses (Including employee Liabilities)	-	-	-	-	562.21
Total	3,410.18	7.82	6.66	16.84	4,003.71

Trade payables ageing as on March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for the following period from the due date of payment #				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	371.16	-	-	-	371.16
(ii) Others	2,907.59	14.54	3.76	0.21	2,926.10
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
(v) Accrued Expenses (Including employee Liabilities)	-	-	-	-	324.25
Total	3,278.75	14.54	3.76	0.21	3,621.51

29 OTHER FINANCIAL LIABILITIES (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Security Deposit from Tenants	0.26	-
Trade Deposits from Dealers	76.98	84.79
Unpaid Dividends (Refer Note No 29.1)	3.64	2.70
Creditor for Capital Goods	-	29.54
Fair value of outstanding forward contracts	14.28	-
	95.17	117.02

29.1 There are no amounts due and outstanding to be credited to Investor's Education and Protection Fund as at March 31, 2023.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

30 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Statutory Dues Payable	251.38	200.04
Advances From Customers	187.18	220.08
	438.56	420.13

31 PROVISIONS (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Provision for Employee Benefits		
- Gratuity (Refer Note No 46)	17.96	6.91
- Leave encashment (Refer Note No 46)	8.11	5.97
Others		
- Provision for warranty (Refer Note No 48)	2.09	2.09
	28.16	14.97

32 CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Provision for taxation (Net of advance tax)	85.87	23.64
	85.87	23.64

33 A) CONTINGENT LIABILITIES:

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(a) Disputed Income Tax Liability	534.16	-
	534.16	-

B) COMMITMENTS:

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Estimated Amounts of Contract remaining to be executed on Capital account and not provided for (Net of Advances)	71.71	108.93
	71.71	108.93

Note:

The management does not expect these demands/claims to succeed. Claims, where the possibility of outflow of resources embodying economic benefits is remote, have not been considered in contingent liability.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

34 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	March-2023	March-2022
Sale of Products		
- Own Manufactured	25,307.48	21,321.41
- Traded	921.11	876.42
Sale of Services	19.90	12.11
Other Operating Revenue		
Process waste sale	58.89	48.49
Export Incentive/Others	79.73	69.85
NAPS Scheme Income	9.11	-
	26,396.23	22,328.27

35 OTHER INCOME

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Interest Income (Refer Note No 35.1)	17.26	45.46
Rent Income	2.08	0.03
Provision no longer required, written back	28.95	30.67
Fair Value gain on financial assets measured at FVTPL	-	2.11
Sundry Balance Written Back (Net)	-	10.22
Exchange Fluctuation Gain (Net)	109.01	20.01
Unwinding of interest on security deposits	6.91	6.06
Miscellaneous Income	0.67	1.76
Profit on sale of Fixed assets	1.11	-
Profit on sale of Mutual funds	3.81	-
	169.81	116.33

36.1 Break-up of Interest Income

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Interest Income on deposits with Bank	6.44	0.27
Interest Income on Security deposits	-	1.64
Interest Income on loan to Subsidiary Company	10.20	42.92
Interest Income on Others	0.62	0.63
	17.26	45.46

36 COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Inventory at the beginning of the year	1,859.07	1,911.46
Add: Purchases during the year	17,675.84	14,654.26
	19,534.91	16,565.72
Less: Inventory at the end of the year	1,964.12	1,859.07
	17,570.79	14,706.65

37 PURCHASE OF STOCK IN TRADE

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Traded Goods	551.78	513.60
	551.78	513.60

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

38 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Inventories at the beginning of the year		
Finished Goods	1,285.10	1,378.65
Work In Progress	219.10	184.01
Scrap	1.84	4.01
	1,506.05	1,566.67
Inventories at the end of the year		
Finished Goods	1,471.97	1,285.10
Work In Progress	161.62	219.10
Scrap	4.81	1.84
	1,638.40	1,506.05
	(132.35)	60.62

38.1 Finished Goods inventory includes Goods-in transit ₹ 241.12 lacs (Previous Year ₹ 360.99 Lacs)

39 EMPLOYEE BENEFIT EXPENSES

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Salaries, Wages and Bonus	3,457.76	3,132.32
Contribution to Provident and other fund	113.41	110.65
Staff Welfare Expenses	153.31	128.14
Head office Expenses Salary		
	3,724.48	3,371.11

40 FINANCE COSTS

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Interest Expenses (Refer Note No. 40.1)	450.56	422.49
Interest on lease liabilities	64.11	79.73
Other Borrowing Cost		
Other Financial Charges	5.03	22.65
	519.71	524.87

40.1 Break-up of Interest Expenses

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Interest on Bank Borrowings	390.56	343.28
Interest on Income Tax	-	11.72
Interest on Unsecured Loans	60.00	67.50
	450.56	422.49

41 DEPRECIATION & AMORTIZATION EXPENSE

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Depreciation on Property, Plant and Equipment	379.07	314.37
Depreciation on Leased Assets	197.87	199.23
Depreciation on Investment Property	0.19	0.19
Amortisation on Intangible Assets	42.04	34.28
	619.16	548.08

Notes to the Standalone Financial Statements for the year ended March 31, 2023

42 OTHER EXPENSES

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Consumption of Stores & Spares	302.28	179.79
Conversion Charges Paid	83.80	101.20
Power & Fuel	332.90	294.55
Carriage Inward	95.99	90.52
Repair & Maintenance		
Plant & Machinery	52.92	51.52
Building	8.57	15.62
Others	26.59	42.03
Research and Development Expenses	6.24	2.76
Carriage Outward	698.42	750.01
Advertisement and Sales & Promotion Expenses	16.20	12.09
Warranty Charges	0.24	-
Commission on sales	54.70	48.71
Allowance for doubtful debts	15.19	-
Rent	13.82	7.78
Rates & Taxes	21.17	27.53
Security Services Charges	81.21	78.61
Insurance	63.77	58.56
Traveling & Conveyance Expenses	170.44	81.83
Communication Expenses	45.84	47.58
Legal & Professional Charges	277.91	162.88
Payments to Auditors (Refer Note 42.1)	12.71	6.67
Fair Value gain on financial assets measured at FVTPL	2.84	-
Donations Paid	1.70	-
CSR Expenditure	12.50	12.45
Obsolescence of fixed assets	22.80	-
Sundry Balance Written Back (Net)	5.36	-
Miscellaneous Expenses	228.73	200.94
	2,654.88	2,273.64

42.1 Payment to Statutory Auditors

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
As Auditors :		
Audit Fees (including Limited Review)	9.25	6.50
In Other Capacity :		
Certification & Others	1.90	-
Out of pocket expenses	1.56	0.17
	12.71	6.67

43 EXCEPTIONAL ITEMS

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
On account of Sale of Undertaking (Refer Note No 43.1)	-	74.26
	-	74.26

43.1 During the previous year, the Company has sold fixed assets including land and building and the gains realised from the sale have been classified as exceptional item.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

42 EARNING PER SHARE

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
(A) Profit attributable to Equity Shareholders (₹)	775.56	354.83
(B) No. of Equity Share outstanding during the year	5,713,357	5,713,357
(C) Face Value of each Equity Share (₹)	10	10
(D) Basic & Diluted earning per Share (₹)	13.57	6.21

45 SEGMENT :

The company publishes standalone financial statements of the company along with the consolidated financial statements. In accordance with Ind AS 108 - Operating segments, the company has disclosed the segment information in the consolidated financial statements.

46 Employee Benefits

As per IND AS 19 "Employee Benefits", the disclosures of Employee benefits as defined in the said Accounting Standards are given below :

i) Defined Contribution Plan

Contribution to Defined Contribution Plan includes Provident Fund. The expenses recognised for the year are as under :

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
Employer's Contribution to Provident Fund	85.31	79.83

ii) Defined Benefit Plan

a) Gratuity:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days/one month salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after 5 years of continuous service.

I Changes in present value of obligations

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
i) Present value of Defined Benefit Obligation at beginning of the year.	208.91	233.66
ii) Current Service Cost	20.65	19.06
iii) Interest Cost	15.07	16.01
iv) Past Service Cost	-	-
v) Actuarial (Gain) / Losses	(3.57)	(17.54)
vi) Benefits Payments	(18.80)	(42.28)
vii) Present value of Defined Benefit Obligation at the end of the year.	222.26	208.91

II Changes in the fair value of plan assets

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
i) Fair value of plan assets at the beginning of year	202.00	145.17
ii) Interest Income	14.57	9.94
iii) Contributions	6.92	89.27
iv) Benefits paid	(18.80)	(42.28)
v) Actuarial gain on Plan assets, Excluding Interest Income	(0.39)	(0.10)
vi) Fair value of plan assets at the end of year	204.30	202.00

Notes to the Standalone Financial Statements for the year ended March 31, 2023

46 Employee Benefits (Contd..)

III Change in the present value of the defined benefit obligation and fair value of plan assets

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
i) Present value of Defined Benefit Obligations as at end of year.	(222.26)	(208.91)
ii) Fair value of plan assets as at 31st March,2022.	204.30	202.00
iii) Funded status [Surplus/(Deficit)]	(17.97)	(6.91)
iv) Net assets/ (liabilities)as at 31st March, 2022.	(17.97)	(6.91)

IV Change in Assets during the year ended 31st March,2022

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
i) Plan assets at the beginning of the year.	202.00	145.17
ii) Expected return on plan assets	14.57	9.94
iii) Contributions by Employer	6.92	89.27
iv) Actual benefits Paid	(18.80)	(42.28)
v) Plan assets at the end of the year.	204.69	202.10
vi) Actual return on plan assets	14.57	9.94

V Expenses Recognised in statement of Profit & Loss

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
i) Current Service Cost	20.65	19.06
ii) Interest Cost	15.07	16.01
iii) Expected return on plan assets	(14.57)	(9.94)
iv) Net Actuarial (Gain) / Losses	(3.18)	(17.43)
v) Total Expenses	17.97	7.70

VI Actuarial Gain/Loss recognized

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
i) Actuarial gain for the year -Obligation	(3.18)	(17.43)
ii) Total gain for the year	(3.18)	(17.43)
iii) Total actuarial (gain)/ loss included in other comprehensive income	(3.18)	(17.43)

VII Actuarial Assumptions:

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
i) Discount Rate	7.50%	7.23%
ii) Salary Escalation	6.00%	6.00%
iii) Attrition Rate	4.00%	4.00%

The Company is unable to obtain the details of plan assets from LIC and hence the related disclosures are not given.

b) Leave encashment:

The Company has a policy on compensated absences which is applicable to its executives jointed upto a specified period and all employees. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the Balance Sheet date.

The plans of the Company exposes to actuarial risks such as Investment Risk, Interest rate risk,salary risk and longevity risk. Theses risks may impact the obligation of the Company

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

46 Employee Benefits (Contd..)

(₹ in Lakhs)

Actuarial Assumptions:	2022-23	2021-22
Discount Rate	7.50%	7.23%
Salary Escalation	6.00%	6.00%
Attrition Rate	4.00%	4.00%
Funding Status	Unfunded	Unfunded
Current Liability	8.11	5.97
Non Current Liability	43.43	40.04
Projected Benefit Obligation	51.54	46.01

47 RELATED PARTIES DISCLOSURE:

- (a) Related parties, as per Ind AS 24 - Related Party Disclosures, during the year as deemed in the Accounting Standard are given below the related parties with whom the company had transactions and related parties where control exist.

S. No.	Related Parties	Nature of Relationship
KEY MANAGEMENT PERSONNEL		
(i)	Mr. Krishna Kejriwal	Chairman & Managing Director
(ii)	Mrs. Chand Kejriwal	Wholetime Director
(iii)	Mr. Rahul Kejriwal	Wholetime Director and Chief Financial Officer (upto 3rd February, 2023)
(iv)	Mr. Amit Srivastava	Chief Executive Officer
(v)	Mr. Debendra Panda	Chief Financial Officer (w.e.f.4th February, 2023)
(vi)	Mr. Rohit Darji	Company Secretary
RELATIVE OF KEY MANAGEMENT PERSONNEL		
(i)	Mr. Basant Kejriwal	Brother of Chairman & Managing Director
ENTITIES WHERE KEY MANAGEMENT PERSONAL/RELATIVES OF DIRECTORS HAS SIGNIFICANT INFLUENCE		
(i)	Remsons Cables Industries Private Ltd.	Mr. Rahul Kejriwal is Director
(ii)	Goodluck Electronics Private Ltd.	Mr. Rahul Kejriwal is Director
(iii)	Remsons Holding Ltd.	Wholly Owned Subsidiary
(iv)	Remsons Automotive Ltd. (Formerly known as "Magal Automotive Ltd.")	Stepdown Subsidiary
(v)	Remsons Properties Ltd. (Formerly known as "Woolford Properties Ltd.")	Stepdown Subsidiary

- (b) DISCLOSURE OF TRANSACTIONS DURING THE YEAR WITH RELATED PARTIES :

(₹ in Lakhs)

PARTICULARS	OTHER RELATED PARTIES		KEY MANAGEMENT PERSONNEL & RELATIVES	
	2022-23	2021-22	2022-23	2021-22
Sale of Goods/services (Excluding Taxes)	1,394.92	1,206.27	-	-
Goodluck Electronics Pvt Ltd	16.25	68.72	-	-
Remsons Automotive Ltd. (Formerly known as "Magal Automotive Ltd.")	1,378.67	1,137.55	-	-
Purchase of goods/services (Excluding Taxes)	463.81	553.36	-	-
Goodluck Electronics Pvt Ltd	463.81	550.28	-	-
Remsons Automotive Ltd. (Formerly known as "Magal Automotive Ltd.")	5.34	3.08	-	-
Commission Paid	-	-	15.47	14.07
Mr. Basant Kejriwal	-	-	15.47	14.07
*Remuneration	-	-	243.74	228.17
Mr.Krishna Kejriwal (including short term benefits of ₹ 0.65L, PY0.50L)	-	-	36.35	35.23

Notes to the Standalone Financial Statements for the year ended March 31, 2023

46 Employee Benefits (Contd..)

(₹ in Lakhs)

PARTICULARS	OTHER RELATED PARTIES		KEY MANAGEMENT PERSONNEL & RELATIVES	
	2022-23	2021-22	2022-23	2021-22
Mrs Chand Kejriwal (including short term benefits of ₹ 0.38L, PY0.29L)	-	-	20.66	19.96
Mr.Rahul Kejriwal (including short term benefits of ₹ 1.20L, PY0.92L)	-	-	53.98	50.11
Mr. Amit Srivastava	-	-	110.79	110.88
Mr. Debendra Panda	-	-	8.95	-
Mr.Rohit Darji	-	-	13.01	11.99
Interest Paid	-	-	60.00	67.50
Mr.Krishna Kejriwal	-	-	27.76	31.23
Mrs Chand Kejriwal	-	-	32.24	36.27
Interest Received	10.20	42.92	-	-
Remsons Holding Ltd.	10.20	42.92	-	-
Investments	-	1,403.64	-	-
Remsons Holding Ltd.*	-	1,403.64	-	-

*Loan converted into equity shares

(c) BALANCES AT THE END OF THE YEAR WITH RELATED PARTIES :

(₹ in Lakhs)

S. No.	Related parties	Nature of Transactions during the year	As at 31st March, 2023	As at 31st March, 2022
(i)	Goodluck Electronics Pvt Ltd (at fair value)	Trade Payables	114.12	70.05
		Loan Payables	400.00	400.00
(ii)	Remsons Automotive Ltd. (Formerly known as "Magal Automotive Ltd.")	Trade Receivable	416.95	516.91
(iii)	Remsons Holding Ltd.	Investment	1,909.55	1,909.55
		Loan Receivable	356.55	348.43
		Interest Receivable	13.33	2.58
(iv)	Mr. Krishna Kejriwal	Loan Payable	347.00	347.00
(v)	Mrs Chand Kejriwal	Loan Payable	403.00	403.00
(vi)	Mr. Basant Kejriwal	Commission Payable	4.94	4.67

* The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

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

The sitting fees paid to non-executive directors is ₹ 2.40 Lakhs and 1.80 Lakhs as at March 31, 2023 and 2022, respectively.

48 DISCLOSURE OF RELATING TO PROVISION OF WARRANTY

Provision is made for estimated warranty claims only in respect of the product sold which are still under warranty at the end of the reporting period. These claims are expected to be settled as and when warranty claims arise. Management estimates the provision based on historical warranty claim information and any recent trends that may suggest future claim could differ from historical amounts.

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Balance at the beginning	3.49	5.16
Net Amount utilised/reversed during the year	-	(1.67)
Balance at the end of year	3.49	3.49

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

49 FOREIGN CURRENCY EXPOSURE :

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under.

(a) Amount Receivable in Foreign Currency on account of the following :

(₹ in Lakhs)

Particulars	Foreign Currency	As on 31st March, 2023		As on 31st March, 2022	
		Amount in Foreign Currency in Lacs	₹ in Lacs	Amount in Foreign Currency in Lacs	₹ in Lacs
Receivables/ Bank	GBP	7.80	794.41	8.26	822.19
	EURO	5.32	476.38	4.93	417.36
	USD	1.89	155.20	2.34	177.38

(b) Amount Payable in Foreign Currency on account of the following :

(₹ in Lakhs)

Particulars	Foreign Currency	As on 31st March, 2023		As on 31st March, 2022	
		Amount in Foreign Currency in Lacs	₹ in Lacs	Amount in Foreign Currency in Lacs	₹ in Lacs
Loan/Trade Payables	GBP	3.51	357.82	-	-
	EURO	0.20	18.24	2.33	197.46
	USD	0.05	3.90	0.08	5.89

50 Lease

The Company's leasing arrangements are in respect of office premises / warehouse. These leasing arrangements, which is mostly cancelable, range between 11 months to 3 years and are usually renewable by mutual consent at mutually agreed terms & conditions. The aggregate lease rentals of ₹ 13.82 Lacs (Previous Year ₹. 7.78 lacs) are charged as rent and shown under the note no. 43 "Other Expenses".

The following table presents the various components of lease costs:

(₹ in Lakhs)

Particulars	31st March 2023	31st March 2022
Depreciation charge on right-to-use asset	197.87	199.23
Interest on Lease Liabilities	64.11	79.73
Total cash outflow for leases	(236.89)	(219.72)
Carrying amount of right-to-use asset	489.25	687.12

Net total cash outflow for leases for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	31st March 2023	31st March 2022
Total cash outflows for leases	236.89	219.72
Less: Concessional rent	-	-
Net total cash outflow for leases	236.89	219.72

51 Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

52 In the opinion of the Board, Current Assets, Loans and Advances have value in the ordinary course of business at least equal to the amount at which they are stated.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

53 Capital Management

i) Risk Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitor capital using a gearing ratio and is measured by debt divided by total Equity. The Company's Debt is defined as long-term and short-term borrowings including current maturities of long term borrowings and total equity (as shown in balance sheet) includes issued capital and all other reserves.

ii) Gearing Ratio

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

			(₹ in Lakhs)	
Particulars	31st March 2023	31st March 2022		
Borrowing	5,948.05	5,862.78		
Less: Cash and Cash equivalents	23.84	81.86		
*Net Debt	5,924.21	5,780.91		
Total Equity	4,170.56	3,460.43		
Capital Gearing Ratio	0.70	0.60		

*Net Debt is defined as long-term and short-term borrowings including current maturities and books overdraft less cash and cash equivalents

Total equity (as shown in balance sheet) includes issued capital and all other equity reserves.

54 Fair Value Measurement

Financial instruments by category

							(₹ in Lakhs)		
Name of the shareholder	31st Mar, 2023			31st Mar, 2022					
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost			
Financial assets									
Investments									
- Mutual Funds	-	-	-	50.84	-	-			
- Equity instruments (Excluding investment in subsidiary)	-	0.00	-	-	-	-			
Trade receivables	-	-	4,500.39	-	-	4,093.39			
Cash and cash equivalents	-	-	23.84	-	-	81.86			
Bank balances other than Cash and cash equivalents	-	-	326.34	-	-	2.70			
Security deposit	-	-	129.36	-	-	110.93			
Loan to Employees	-	-	6.86	-	-	5.54			
Loan to Subsidiary Company	-	-	356.55	-	-	348.43			
Interest accrued	-	-	19.77	-	-	2.58			
Total financial assets	-	-	5,363.10	50.84	-	4,645.42			
Financial liabilities									
Borrowings	-	-	5,948.05	-	-	5,862.78			
Trade payables	-	-	4,003.71	-	-	3,621.51			
Lease liabilities	-	-	545.92	-	-	718.70			
Security deposit	-	-	77.24	-	-	84.79			
Others	-	-	17.93	-	-	32.24			
Total financial liabilities	-	-	10,592.84	-	-	10,320.01			

Notes to the Standalone Financial Statements for the year ended March 31, 2023

54 Fair Value Measurement (Contd..)

i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(₹ in Lakhs)

Financial assets and liabilities measured at fair value At March 31, 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVPL				
Mutual Funds	-	-	-	-
Financial Investments at FVOCI				
Equity Instruments	-	-	-	-
Total financial assets	-	-	-	-

(₹ in Lakhs)

Financial assets and liabilities measured at fair value At March 31, 2022	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVPL				
Mutual Funds	50.84	-	-	50.84
Financial Investments at FVOCI				
Equity Instruments	-	-	-	-
Total financial assets	50.84	-	-	50.84

There are no transfers between levels 1 and 2 during the year.

Reconciliation of Level 3 fair value measurement is as follows:

(₹ in Lakhs)

Particulars	Amount (Lacs)
Balance as on 31st March, 2021	2.72
Change In Value	(2.72)
Balance as on 31st March, 2022	-
Change In Value	-
Balance as on 31st March, 2023	-

The fair values of current debtors, cash & bank balances, loan to related party, security deposit to government department, current creditors and current borrowings and other financial liability are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

* the use of quoted market prices or dealer quotes for similar instruments

All of the resulting fair value estimates are included in level 3 except for unlisted equity securities, contingent consideration and indemnification asset, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

iii) Valuation processes

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

55 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to market risk, credit risk, liquidity risk and price risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact thereof in the financial statements.

(₹ in Lakhs)

Risk	Exposure arising from	Measurement	Management
Market Risk – Foreign Exchange	Financial assets and liabilities not denominated in INR.	Foreign currency exposure review and sensitivity analysis.	The company partly hedged due to natural hedge and is exploring to hedge its unhedged positions.
Credit Risk	Cash and cash equivalents, trade receivables and financial assets.	Credit ratings, Review of aging analysis, on quarterly basis.	Strict credit control and monitoring system, diversification of counterparties, on quarterly basis.
Liquidity Risk	Trade payables and other financial liabilities.	Maturity analysis, cash flow projections.	Maintaining sufficient cash / cash equivalents and marketable security and focus on realisation of receivables.
Price Risk	Basic ingredients of company raw materials are various grade of steel and plastic granuels where prices are volatile	The company sourcing components from vendors directly, hence it does not hedge its exposure to commodity price risk.	The company is able to pass on substantial price hike to the customers.

The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk, liquidity risk, price risk and Foreign Exchange Risk effecting business operations. The company's risk management is carried out by the management as per guidelines and policies approved by the Board of Directors.

I Market risk

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

The exposure of Company borrowings to interest rate changes at the end of reporting period are as follows:

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Variable rate borrowings	5,115.29	5,112.78
Fixed rate borrowings	832.76	790.29
Total borrowings	5,948.05	5,903.07

Sensitivity Analysis

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

(₹ in Lakhs)

Particulars	Basis Points	Impact on Profit before Tax	
		As at 31 st March, 2023	As at 31 st March, 2022
Increase in Basis points	+50	(25.58)	(25.56)
Decrease in Basis points	- 50	25.58	25.56

Notes to the Standalone Financial Statements for the year ended March 31, 2023

55 FINANCIAL RISK MANAGEMENT (Contd..)

b) Foreign Currency risk

The Company has exposure to foreign currency risk on account of its payable and receivables in foreign currency. The company is following natural hedging to mitigate the foreign currency risk.

The Company's exposure to foreign currency risk which are unhedged at the end of the reporting period is as follows:

Particulars	(₹ in Lakhs)		
	EURO in Lacs	USD in Lacs	GBP in Lacs
31st March, 2023			
Trade receivables/Bank / Loan- Foreign Currency	5.32	1.89	7.80
Trade receivables/Bank / Loan- INR	476.38	155.20	794.41
Trade payables - Foreign Currency	0.20	0.05	3.51
Trade payables - INR	18.24	3.90	357.82
31st March, 2022			
Trade receivables/Bank / Loan- Foreign Currency	6.54	1.85	7.17
Trade receivables/Bank / Loan- INR	563.33	136.14	724.01
Trade payables - Foreign Currency	1.04	0.09	-
Trade payables - INR	89.95	6.62	-

The company uses forward exchange contracts to hedge its exposure in foreign currency. The information on derivative instruments is given below, The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Balance Sheet date:

Particulars	(₹ in Lakhs)	
	March 31, 2023	March 31, 2022
Not later than one month	173.07	-
Later than one month and not later than three months	238.35	-
Later than three months and not later than one year	518.20	-
Later than one year	-	-
Total	929.62	-

Currency	March 31, 2023			March 31, 2022		
	No. of Contracts	Notional amount of Currency	Fair Value gain / (loss)	No. of Contracts	Notional amount of Currency	Fair Value gain / (loss)
		Forward contracts	(₹ in lacs)		Forward contracts	(₹ in lacs)
Euro	3	410,000.00	0.30	-	-	-
GBP	2	200,000.00	1.97	-	-	-

Sensitivity Analysis-

The Company is mainly exposed to changes in Euro, GBP and USD. The sensitivity analysis demonstrate a reasonably possible change in Euro, GBP and USD exchange rates, with all other variables held constant. 5% appreciation/depreciation of Euro, GBP and USD with respect to functional currency of the company will have impact of following (decrease)/increase in Profit & vice versa.

Particulars	31st March, 2023		31st March, 2022	
	Strengthens	Weakening	Strengthens	Weakening
Impact on profit or loss for the year				
Euro Impact	22.91	(22.91)	10.99	(10.99)
USD Impact	7.57	(7.57)	8.57	(8.57)
GBP Impact	21.83	(21.83)	23.02	(23.02)
Total	52.30	(52.30)	42.59	(42.59)

* Holding all other variables constant

Notes to the Standalone Financial Statements for the year ended March 31, 2023

55 FINANCIAL RISK MANAGEMENT (Contd..)

c) Price Risk

The company is exposed to price risk in basic ingredients of Company's raw material and is procuring finished components and bought out materials from vendors directly. The Company monitors its price risk and factors the price increase in pricing of the products.

II Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Credit Risk Management

The company's credit risk mainly from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to whom credit is extended in the normal course of business. The Company estimates the expected credit loss based on past data, available information on public domain and experience. Expected credit losses of financial assets receivable are estimated based on historical data of the Company. The company has provisioning policy for expected credit losses.

The maximum exposure to credit risk as at 31st March 2023 and 31st March 2022 is the carrying value of such trade receivables as shown in note 15 of the financial statements.

III Liquidity Risk

Liquidity risk represents the inability of the Company to meet its financial obligations within stipulated time. To mitigate this risk, the Company maintains sufficient liquidity by way of working capital limits from banks

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

Particulars	(₹ in Lakhs)		
	Less than 1 year	More than 1 year	Total
As at 31st March, 2023			
Borrowings	4,404.59	1,543.46	5,948.05
Trade payables	4,003.71	-	4,003.71
Lease liabilities	193.58	352.34	545.92
Other financial liabilities	95.17	-	95.17
Total	8,697.05	1,895.79	10,592.84
As at 31st March, 2022			
Borrowings	4,057.03	1,805.75	5,862.78
Trade payables	3,621.51	-	3,621.51
Lease liabilities	174.21	544.49	718.70
Other financial liabilities	117.02	-	117.02
Total	7,969.76	2,350.24	10,320.01

56 The Board of Directors at their meeting held on 26th May, 2023 proposed final dividend of Re. 1.5 per share i.e 15% on Equity Share of ₹ 10/- each, subject to the approval of the members at the ensuring Annual General meeting.. Dividends paid during the year ended March 31, 2022 include an amount of ₹ 1.00 per equity share towards final dividend for the year ended March 31, 2022.

Notes to the Standalone Financial Statements for the year ended March 31, 2023

57 The following are applicable analytical ratios for the year ended March 31, 2023 and March 31, 2022:

(₹ in Lakhs)

Particulars	Refer notes for variance	March 31,2023	March 31,2022	Variance (%)
(i) Current Ratio = (Current Assets/Current Liabilities) (Times)		1.01	1.00	1.40%
(ii) Debt - Equity Ratio = (Total Debt (a) /Shareholder's Equity) (Times)	1	1.43	1.90	-25.01%
(iii) Debt Service Coverage Ratio= (Earnings aviable for debt service(b)/ Debt Service(c)) (Times)	1	3.29	1.11	196.38%
(iv) Return on Equity (ROE) = (Net Profits after taxes/Average Shareholder's Equity) (%)	2	20%	11%	89.02%
(v) Trade receivables turnover ratio =(Revenue/Average Trade Receivable) (Times)		6.41	6.08	5.48%
(vi) Trade payables turnover ratio =(Purchases of services and other expenses/Average Trade Payables) (Times)		5.48	4.50	21.81%
(vii) Net capital turnover ratio= (Revenue/Working Capital) (Times)	3	213.91	-3934.65	-105.44%
(viii) Net profit ratio= (Net Profit/Total Income) (%)	4	3%	2%	84.89%
(ix) Return on capital employed (ROCE) = (Earning before interest and taxes/Effective Capital Employed (d)) (%)		16%	11%	39.48%
(x) Return on Investment(ROI) = (Income generated from investments/Time weighted average investments) (%)	5	-0.15%	0.17%	-187.42%

Note:

- Increase in Earning & Decrease in debt during the current year.
- Increase in profit during the current year
- Increase due to improvement in working capital
- Increase in Net profit during the current year
- Loss in sale of investment

58 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

(₹ in Lakhs)

Particulars	March 31,2023	March 31,2022
(i) Amount required to be spent by the company during the year	12.36	11.61
(ii) Amount of expenditure incurred	12.50	12.45
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities	1. Promoting education 2. Promoting health care including preventive health care 3. Eradicating hunger, poverty and malnutrition,	1. Promoting education 2. Promoting health care including preventive health care 3. Eradicating hunger, poverty and malnutrition,

Notes to the Standalone Financial Statements for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
(vii) Details of related party transactions, e.g. Contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard.	NA	NA
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA	NA

59 Benami Property held

No proceeding has been initiated or pending against the group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

60 Relationship with Struck off Companies as on March 31, 2023

The group has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

61 Registration of charges or satisfaction with Registrar of Companies

The Company has no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

62 The Previous year figures have been regrouped/reclassified, wherever necessary to confirm to the current presentation as per the schedule III of Companies Act, 2013.

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For **KANU DOSHI ASSOCIATES LLP**
Chartered Accountants
FRN : 104746W / W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Dated : 26th May, 2023

For and on behalf of the Board
REMSONS INDUSTRIES LIMITED

Krishna Kejriwal
Chairman & Managing Director
DIN : 00513788

Debendra Panda
Chief Financial Officer

Place : Mumbai
Dated : 26th May, 2023

Amit Srivastava
Chief Executive Officer

Rohit Darji
Company Secretary

Independent Auditor’s Report

To,
The Members of **REMSONS INDUSTRIES LIMITED**

Report on Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **REMSONS INDUSTRIES LIMITED** (hereinafter referred to as “the Holding Company”) and its subsidiary company(the Holding Company and its subsidiaries together referred to as “the Group”) listed in Annexure A, which comprise of the Consolidated Balance Sheet as at March 31, 2023 and the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and notes to the Consolidated Financial Statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their Consolidated state of affairs of the Group as at March 31, 2023, of Consolidated Profit (including other comprehensive loss), Consolidated Statement of Changes

in Equity and its Consolidated Cash Flows for the year then ended. The Consolidated Financial Statements for the year ended March 31, 2022 have been audited by another firm of Chartered Accountants. We have relied on the same for the purpose of this report.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements Section of our report. We are independent of the Group in accordance with the Code of Ethics issued by The Institute of Chartered Accountant of India (ICAI), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. 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 Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters:

Sr No.	Key Audit Matter	Response to Key Audit Matter
1	<p>Provision for slow moving and non moving inventories</p> <p>The Holding Company carries a sizeable portion of inventory which is a material portion of the total assets of the company. The management has the process of identifying the slow moving and non-moving inventories. This estimate has inherent uncertainty as it involves estimation/ judgment on the part of the management.</p>	<p>Principal Audit Procedures</p> <p>Our procedures included discussion with the management on the control on the data and its effectiveness. Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to identifying the slow moving and non-moving items and tested the controls pertaining to the same. • Reviewed the age-wise inventory reports and movement of inventory and production of items in which such inventories are being used. • Discussed with the operating personnel about the alternate use of such items. • Reviewed the net realizable value of such non -moving and slow-moving items. • Performed analytical procedures and test of details for reasonableness of the provisions.

Other Information

The Holding Company's Management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report but does not include the financial statements and our Auditors' Report thereon.

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

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

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, the consolidated financial performance, the consolidated changes in equity and the consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the each entity.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities

within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity included in the consolidated financial statements of which we are the independent auditors.

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matters

1. We did not audit the Financial Statements of three Subsidiaries (including two step down subsidiaries), whose Financial Statements reflect unconsolidated total assets of ₹8419.90 lakhs as at March 31, 2023, unconsolidated total revenue of ₹ 6,332.29 lakhs, unconsolidated net profit of ₹ 3.18 lakhs, unconsolidated total Comprehensive Income of ₹ 3.34 lakhs and unconsolidated net cash inflows of ₹636.26 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. This Financial Statements and other financial information have been audited by other auditor whose report has been furnished to us by the management, and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-Sections (3) and (11) of Section 143 of the Act, in so far as it relates to aforesaid subsidiary, is based solely on the report of the such other auditor.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

Report on other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, 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 purpose of our audit of the aforesaid Consolidated Financial Statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Holding Company, its subsidiary included in the group, so far as appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Expense), and the Consolidated Cash Flow Statement and the Consolidated statement of changes in equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company and a Subsidiary Company incorporated in India as on March 31, 2023 and taken on record by the Board of Directors of the Holding Company, we report that none of the directors of the Group is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary Company incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements (Refer Note. 29(a) to the Ind As Consolidated Financial Statements)
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivatives contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

- 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 Group 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 Group 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 subclause (d) (i) and (d) (ii) contain any material mis-statement.
- V. The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

For **Kanu Doshi Associates LLP**
Chartered Accountants
FRN. No. 104746W/W100096

Kunal Vakharia
Partner
Membership no. 148916
UDIN: 23148916BGUSZF8134

Place: Mumbai
Date: 26th May, 2023

Annexure A to the Auditors' Report

Sr. No.	Name of the Subsidiaries	Subsidiary / Step Down Subsidiary
1	Remsons Holdings Ltd	Subsidiary
2	Remsons Automotive Ltd	Step Down Subsidiary
3	Remsons Properties Ltd	Step Down Subsidiary

Annexure B to the Auditors' Report

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

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

In conjunction with our audit of the Consolidated Financial Statements of **REMSONS INDUSTRIES LIMITED** ("the Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiary Company which is a Company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of Holding Company and its subsidiary Company incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company and 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 Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary Company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls both

issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated 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 Holding Company and its subsidiary Company incorporated in India and internal financial control 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 Holding Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary Company incorporated in India, have, 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 March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary Company incorporated in India considering the essential components of internal control stated in the Guidance Note.

For **Kanu Doshi Associates LLP**

Chartered Accountants

FRN. No. 104746W/W100096

Kunal Vakharia

Partner

Membership no. 148916

UDIN: 23148916BGUSZF8134

Place: Mumbai

Date: 26th May, 2023

Consolidated Balance Sheet

as at March 31, 2023

(₹ in Lakhs)

	Note No.	As at 31 st March, 2023	As at 31 st March, 2022
ASSETS			
Non - Current Assets			
(a) Property, Plant and Equipment	3	4,074.04	3,440.19
(b) Right of Use Assets	4	489.25	687.12
(c) Capital work - in - progress	5	85.13	54.04
(d) Investment Property	6	1,534.09	1,499.48
(e) Other Intangible Assets	7	317.23	346.21
(f) Financial assets			
(i) Other financial assets	8	126.58	107.53
(g) Other non - current assets	9	105.74	361.05
Total Non- Current Assets		6,732.06	6,495.62
Current Assets			
(a) Inventories	10	4,724.22	4,615.31
(b) Financial assets			
(i) Investment	11	-	50.84
(ii) Trade receivables	12	5,469.51	5,212.28
(iii) Cash and cash equivalents	13	1,214.62	636.39
(iv) Bank balances other than (iii) above	14	326.34	2.70
(v) Other financial assets	15	51.38	11.51
(c) Current Tax Assets (Net)	16	-	3.12
(d) Other current assets	17	510.48	456.71
Total Current Assets		12,296.55	10,988.87
TOTAL ASSETS		19,028.61	17,484.49
EQUITY AND LIABILITIES			
(a) Equity share capital	18	571.34	571.34
(b) Other Equity	19	3,655.26	2,881.62
Total Equity		4,226.60	3,452.95
LIABILITIES			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	3,213.46	2,936.68
(ii) Lease Liability	21	352.34	604.76
(b) Provisions	22	44.83	41.44
(c) Deferred tax liabilities (Net)	23	524.02	464.62
Total Non- Current Liabilities		4,134.65	4,047.50
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	4,485.95	4,287.58
(ii) Lease liabilities	25	193.58	269.35
(iii) Trade payables	26		
(a) total outstanding dues of micro enterprises and small enterprises		127.97	371.16
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		5,202.26	4,468.83
(iv) Other financial liabilities	27	95.46	119.06
(b) Other current liabilities	28	448.12	429.46
(c) Provisions	29	28.16	14.97
(d) Current tax liabilities (Net)	30	85.88	23.64
Total Current Liabilities		10,667.36	9,984.05
TOTAL EQUITY AND LIABILITIES		19,028.61	17,484.49

Summary of significant accounting policies

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For **KANU DOSHI ASSOCIATES LLP**
Chartered Accountants
FRN : 104746W / W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Dated : 26th May, 2023

For and on behalf of the Board
REMSONS INDUSTRIES LIMITED

Krishna Kejriwal
Chairman & Managing Director
DIN : 00513788

Debendra Panda
Chief Financial Officer

Place : Mumbai
Dated : 26th May, 2023

Amit Srivastava
Chief Executive Officer

Rohit Darji
Company Secretary

Consolidated Statement of Profit & Loss

for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Note No.	2022-2023	2021-2022
INCOME			
Revenue from operations	32	31,280.02	28,645.15
Other income	33	159.52	73.94
Total Income		31,439.54	28,719.09
EXPENSES			
Cost of material consumed	34	19,156.39	17,327.13
Purchase of Stock in Trade	35	551.78	513.60
Changes in inventories of Finished goods and Work-in-progress	36	(195.68)	238.02
Employee benefit expense	37	5,649.54	5,227.44
Finance Costs	38	633.73	643.33
Depreciation & amortization expense	39	914.38	793.33
Other Expenses	40	3,523.82	3,316.20
Total Expenses		30,233.96	28,059.05
Profit before exceptional items & tax		1,205.58	660.05
Add: Exceptional Items	41	-	74.26
Profit/(Loss) before tax		1,205.58	734.30
Less: Tax expenses			
(1) Current tax			
of Current year		313.60	156.57
of Earlier years		3.12	(5.19)
(2) Deferred tax			
of Current year		51.85	46.68
Total Tax Expenses		368.57	198.05
Profit after tax	A	837.01	536.25
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		3.18	17.43
Fair value gain on investment		-	13.03
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.80)	(6.72)
B. (i) Items that will be reclassified to profit or loss		(12.22)	(21.83)
(ii) Income tax relating to items that will be reclassified to profit or loss		3.59	-
Total Other Comprehensive Income for the year	B	(6.25)	1.91
Total Comprehensive Income for the year	(A+B)	830.77	538.16
Earning per equity share (Face Value of ₹ 10/- each)			
(1) Basic		14.65	9.39
(2) Diluted		14.65	9.39
Summary of significant accounting policies			

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For **KANU DOSHI ASSOCIATES LLP**
Chartered Accountants
FRN : 104746W / W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Dated : 26th May, 2023

For and on behalf of the Board
REMSONS INDUSTRIES LIMITED

Krishna Kejriwal
Chairman & Managing Director
DIN : 00513788

Debendra Panda
Chief Financial Officer

Place : Mumbai
Dated : 26th May, 2023

Amit Srivastava
Chief Executive Officer

Rohit Darji
Company Secretary

Consolidated Cash Flow Statement

 for the year ended March 31, 2023

(₹ in Lakhs)

	Year Ended March, 2023	Year Ended March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax & Extraordinary Items	1,205.58	746.02
Adjustment for:		
Depreciation and amortisation expenses	914.38	793.33
Interest Expenses	633.73	608.96
Reclassification of remeasurement of employee benefits & FCTR	(9.04)	17.43
Loss/(Profit) on sale of Investments	(3.81)	(2.72)
Profit on Sale of Fixed assets	(1.11)	-
Profit on Sale of Undertaking	-	(74.26)
Unrealised gain on fair value of financial assets	-	(2.11)
Interest Income	(7.06)	13.80
Provision no longer required, written back	(28.95)	(30.67)
Sundry Balance Written Back (Net)	-	(10.22)
Unrealised Foreign Exchange Fluctuation loss	(75.94)	60.49
Unwinding of interest on security deposits	(6.91)	(6.06)
	1,415.27	1,367.97
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,620.86	2,114.00
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :		
Other non - current financial assets	(12.14)	90.91
Other non - current assets	255.30	(1.89)
Inventories	(108.91)	100.81
Trade Receivable	(181.28)	(960.40)
Other financial assets	(39.86)	68.95
Other current assets	(53.77)	277.17
Long - Term Provisions	3.39	3.06
Trade payables	519.19	(12.37)
Other financial liabilities	(23.60)	10.57
Other current liabilities	18.65	30.97
Short - Term Provisions	13.19	(85.07)
	390.16	(477.30)
Cash generated from operations	3,011.02	1,636.70
Direct Taxes paid	(241.01)	(201.97)
NET CASH FROM OPERATING ACTIVITIES	2,770.01	1,434.73
B. CASH FLOW FROM INVESTING ACTIVITIES:		
(Purchase)/ sale of Property, Plant and Equipment including Capital Work in Progress, Intangible assets	(1,385.96)	(957.02)
(Purchase)/ Sale of Investment	54.66	15.75
Investment in Fixed Deposit	(323.64)	-
Interest Received	7.06	6.41
Sale of Property, Plant and Equipment	-	101.23
	(1,647.89)	(833.63)
NET CASH USED IN INVESTING ACTIVITY	(1,647.89)	(833.63)

Consolidated Cash Flow Statement

for the year ended March 31, 2023

(₹ in Lakhs)

	Year Ended March, 2023	Year Ended March, 2022
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Net (Decrease)/ Increase in Long Term Borrowings	276.78	(737.31)
Net (Decrease)/ Increase in Short Term Borrowings	198.37	1,456.45
Repayment of Lease liabilities	(392.31)	(286.41)
Dividend Paid	(57.13)	(57.13)
Interest Expenses	(569.61)	(553.32)
	(543.90)	(177.73)
NET CASH USED IN FINANCING ACTIVITY	(543.90)	(177.73)
NET CHANGES IN CASH & CASH EQUIVALENTS(A+B+C)	578.23	423.37
OPENING BALANCES OF CASH & CASH EQUIVALENTS	636.39	213.03
CLOSING BALANCES OF CASH & CASH EQUIVALENTS	1,214.62	636.39
	578.23	423.37

Notes

1 Closing Balance of Cash & Cash Equivalents

(₹ in Lakhs)

	Year Ended March, 2023	Year Ended March, 2022
Cash and Cash Equivalents Includes:		
CASH IN HAND	11.19	11.24
BALANCE WITH SCHEDULED BANKS		
- In Current Account	1,203.43	130.73
	1,214.62	141.97

2 Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

3 Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For **KANU DOSHI ASSOCIATES LLP**
Chartered Accountants
FRN : 104746W / W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Dated : 26th May, 2023

For and on behalf of the Board
REMSONS INDUSTRIES LIMITED

Krishna Kejriwal
Chairman & Managing Director
DIN : 00513788

Debendra Panda
Chief Financial Officer

Place : Mumbai
Dated : 26th May, 2023

Amit Srivastava
Chief Executive Officer

Rohit Darji
Company Secretary

Consolidated Statement of Changes in Equity

 for the year ended March 31, 2023

A. Equity Share Capital

(₹ in Lakhs)

Particulars	No of Shares	Amount
Balance at at 1st April, 2021	5,713,357	571.34
Changes in equity share capital during the year	-	-
Balance at at 31st March, 2022	5,713,357	571.34
Changes in equity share capital during the year	-	-
Balance at at 31st March, 2023	5,713,357	571.34

B. Other Equity

(₹ in Lakhs)

Particulars	Surplus		Other items of Other comprehensive income				Total
	Capital Reserve	Retained Earnings	Remeasurement of net defined benefit plans	Hedging Reserve	Fair Value through Other Comprehensive Income of Equity Investments	FCTR	
Balance at at 31st March, 2021	16.30	2,421.33	(73.62)	-	2.91	33.68	2,400.58
Profit for the year	-	536.25	-	-	-	-	536.25
Remeasurements of Defined Benefit Plan	-	-	13.04	-	-	-	13.04
Fair Value effect of Investments of shares	-	-	-	-	10.70	-	10.70
Dividend (Refer Note No. 51)	-	(57.13)	-	-	-	-	(57.13)
Foreign currency translation reserve	-	-	-	-	-	(21.83)	(21.83)
Balance at at 31st March, 2022	16.30	2,900.44	(60.57)	-	13.61	11.84	2,881.62
Profit for the period	-	837.01	-	-	-	-	837.01
Remeasurements of Defined Benefit Plan	-	-	2.38	-	-	-	2.38
Fair value of Forward Contracts	-	-	-	(10.69)	-	-	(10.69)
Dividend (Refer Note No. 51)	-	(57.13)	-	-	-	-	(57.13)
FCTR	-	-	-	-	-	2.06	2.06
Balance at at 31st March, 2023	16.30	3,680.32	(58.19)	(10.69)	13.61	13.91	3,655.26

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For **KANU DOSHI ASSOCIATES LLP**
Chartered Accountants
FRN : 104746W / W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Dated : 26th May, 2023

For and on behalf of the Board
REMSONS INDUSTRIES LIMITED

Krishna Kejriwal
Chairman & Managing Director
DIN : 00513788

Debendra Panda
Chief Financial Officer

Place : Mumbai
Dated : 26th May, 2023

Amit Srivastava
Chief Executive Officer

Rohit Darji
Company Secretary

Notes to the Financial Statements for the year ended March 31, 2023

1 Corporate Information

Remsons Industries Limited ('the group') is a listed public limited company incorporated in India. The registered office is located at 401, 4th floor, Hanuman Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India. The Group is manufacturing automotive control cables, flexible shafts, push pull cables and gear shifter assembly. The Group has six manufacturing plants located in India and one plant located outside India.

2 Summary of significant accounting policies

2.1. Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle.

The financial statements were authorized for issue by the Group's Board of Directors on 26th May, 2023.

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs, unless otherwise indicated.

2.2. Basis of Consolidation

i) Subsidiaries

These consolidated financial statements include the financial statements of Remsons Industries Limited and its subsidiaries. The subsidiaries considered in the consolidated financial statements as at March 31, 2023 are summarized below:

Name of the Subsidiaries	Country of incorporation	2022-23
Remsons Holdings Ltd.	United Kingdom	100%
Remsons Automotive Ltd. (step down subsidiary)	United Kingdom	100%
Remsons Properties Ltd. (step down subsidiary)	United Kingdom	100%

Basis of Consolidation

The financial statements of the Parent Group and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-Group balances / transactions and resulting unrealized profits in full. The amounts shown in respect of accumulated reserves comprises the amount of the relevant reserves as per the balance sheet of the Parent Group and its share in the post acquisition increase / decrease in the relevant reserves / accumulated deficit of its subsidiaries.

The Parent Group maintain their records and prepare their financial statements under the Historical Cost Convention except certain financial assets and liabilities (including derivative instruments) which is measured at fair value or amortised cost, in accordance with generally accepted accounting principals in India while the foreign subsidiaries maintain their records and prepare their financial statements in conformity with GAAP prevalent in their respective countries of domicile.

Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances except in case of charge of depreciation on fixed assets and other insignificant items for which the accounting treatment is given on the basis of local laws applicable in the respective country, for which using uniform accounting policies for the purpose of consolidation is impracticable.

2.3. Use of estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

2.4. Current versus non-current classification

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

2.5. Foreign Exchange Transactions

i. Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic

Notes to the Financial Statements for the year ended March 31, 2023

environment in which the Group operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Group's functional and presentation currency

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. All the foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other expenses or other income as applicable.

The consolidated financial statements are reported in Indian rupees. The translation of the local currency of each foreign subsidiary within the Group into Indian rupees is performed in respect of assets and liabilities including fixed assets using the exchange rate in effect at the balance sheet date and for revenue and expense items, using a monthly simple average exchange rate for the period. Net exchange difference resulting from the above translation of financial statements of foreign subsidiaries is recognised in Foreign Exchange Fluctuation Reserve. Exchange Difference arising on investment in subsidiaries is recognised in Foreign Exchange Fluctuation Reserve.

2.6. Property Plant and Equipment

An item of PPE is recognized as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. PPE are initially recognized at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Group recognizes such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognized from the balance sheet and cost of the new item of PPE is recognized. Further, in case the replaced part was not being depreciated separately, the cost of the replacement is used as an indication to determine the cost of the replaced part at the time it was acquired.

The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred

Depreciation has been charged to statement of profit & loss on Straight Line Method on Buildings, Plants and Machineries, Electric Installations and Dies & Mould, where as other assets on Written Down Value method determined based on the economic useful lives of assets estimated by the management; or at the rates prescribed under Schedule II of the Companies Act, 2013. Accordingly, the Group has used the following rates:-

Name of Assets	Useful Life (in Years)
Building	
- Factory Building	30
- Other Building	60
- Fences,Wells,Tube wells	5
Plant & Machinery	15
Spares of Plant & Machinery	5
Moulds and Dies	15
Electrical Installations and Equipment's	10
Office equipment's	5
Furniture & Fittings	10
Servers and networks	6
Data processing machine and computer, laptops	3
Vehicle	8

2.7 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised. Investment properties (except freehold land) are depreciated using the straight-line method over their estimated useful lives at the rates prescribed under Schedule II of the Companies Act, 2013.

2.8. Intangible assets

- i. An intangible asset shall be recognised if, and only if:
 - (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and
 - (b) the cost of the asset can be measured reliably.
- ii. Cost of technical know-how is amortised over a period of life of contract.
- iii. Computer software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation

Notes to the Financial Statements for the year ended March 31, 2023

costs include license fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. The softwares are amortised over a period of 3 to 8 years based on the life it is expected to provide future enduring benefits on straight-line method.

2.9 Borrowing Cost

Borrowing costs specifically relating to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are charged to statement of profit & loss in the period in which it is incurred except loan processing fees which is recognized as per Effective Interest Rate method.

Borrowing costs consist of interest and other costs that group incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.10. Tax Expenses

Income Tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made with reference to taxable income computed for the financial year for which the financial statements are prepared by applying the tax rates as applicable.

i. Current Tax

Current tax charge is based on taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current income taxes payable by overseas subsidiaries is computed in accordance with tax laws applicable in the jurisdiction in which the respective subsidiaries operates.

ii. Deferred Tax

Deferred tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax assets are recognised to the extent that it is probable that

future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the Balance Sheet, if and only when, (a) the Group has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority.

Minimum Alternate Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

iii. Dividend distribution tax

Dividend distribution tax paid on the dividends is recognised consistently with the presentation of the transaction that creates the income tax consequence. Dividend distribution tax is charged to statement of profit and loss if the dividend itself is charged to statement of profit and loss. If the dividend is recognised in equity, the presentation of dividend distribution tax is recognised in equity.

2.11 Revenue

a) Revenue from operation

The Group derives revenues primarily from sale of manufactured goods, traded goods and related services.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products

Notes to the Financial Statements for the year ended March 31, 2023

or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; or
2. The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Group's performance does not create an asset with an alternative use to the Group and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied."

(b) Other Income:

- i. Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.
- ii. Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy. Premium of sale of import licenses is recognised on an accrual basis.
- iii. Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

2.12 Inventory

Raw materials, Packing materials, Stores and Spare parts are valued at Lower of cost (cost includes direct cost & attributable overheads) or net realizable value. The Group

follows Weighted Average Cost method for valuation of Raw materials, Packing materials, Stores and Spare parts. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Semi-finished & Finished goods are valued at lower of estimated cost or net realizable value. Scrap is valued at net realizable value.

The group values its Raw materials, Packing materials, Stores and Spare parts on Weighted Average Cost basis."

2.13 Segment Reporting

Primary Segment is identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Secondary segment is identified based on geographical area in which major operating divisions of the Group operate.

2.14 Impairment Of Assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.15 Fair Value Measurement

The Group measures certain financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Notes to the Financial Statements for the year ended March 31, 2023

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) prices for identical assets or liabilities in active markets

Level 2: Significant inputs to the fair value measurement are directly or indirectly observable

Level 3: Significant inputs to the fair value measurement are unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above

2.16 Financial Instrument

2.16.1 Recognition, classification and presentation

The financial instruments are recognised in the balance sheet when the group becomes a party to the contractual provisions of the instrument.

The Group determines the classification of its financial instruments at initial recognition.

The Group classifies its financial assets in the following categories: a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and b) those to be measured at amortized cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets and liabilities arising from different transactions are off-set against each other and the

resultant net amount is presented in the balance sheet, if and only when, the Group currently has a legally enforceable right to set-off the related recognised amounts and intends either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

2.16.2 Measurement

I. Initial measurement

At initial recognition, the Group measures financial instruments at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Otherwise transaction costs are expensed in the statement of profit and loss.

II. Subsequent measurement - financial assets

The subsequent measurement of the financial assets depends on their classification as follows:

i. Financial assets measured at amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost using the effective interest rate ('EIR') method (if the impact of discounting / any transaction costs is significant). Interest income from these financial assets is included in finance income.

ii. Financial assets at fair value through other comprehensive income ('FVTOCI')

Equity investments which are not held for trading and for which the Group has elected to present the change in the fair value in other comprehensive income and debt instruments that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flow represent solely payment of principal and interest, are measured at FVTOCI.

The changes in fair value are taken through OCI, except for the impairment, interest (basis EIR method), dividend and foreign exchange differences which are recognised in the statement of profit and loss.

When the financial asset is derecognized, the related accumulated fair value adjustments in OCI as at the date of derecognition are reclassified from equity and recognised in the statement of profit and loss. However, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss in case of equity instruments.

Notes to the Financial Statements for the year ended March 31, 2023

iii. Financial assets at fair value through profit or loss ('FVTPL')

All equity instruments and financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. Interest (basis EIR method) and dividend income from FVTPL is recognised in the statement of profit and loss within finance income / finance costs separately from the other gains/losses arising from changes in the fair value.

Impairment

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and debt instrument carried at FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss, otherwise lifetime ECL is used.

However, only in case of trade receivables, the group applies the simplified approach which requires expected lifetime losses to be recognized from initial recognition of the receivables.

III. Subsequent measurement - financial liabilities

Other financial liabilities are initially recognised at fair value less any directly attributable transaction costs. They are subsequently measured at amortized cost using the EIR method (if the impact of discounting / any transaction costs is significant).

2.16.3 De-recognition

The financial liabilities are de-recognised from the balance sheet when the under-lying obligations are extinguished, discharged, lapsed, cancelled, expires or legally released. The financial assets are de-recognised from the balance sheet when the rights to receive cash flows from the financial assets have expired, or have been transferred and the Group has transferred substantially all risks and rewards of ownership. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

2.17 Cash and cash Equivalents

Cash and cash equivalents includes cash in hand, deposits with banks, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes outstanding bank overdraft shown within current liabilities in statement of financial balance sheet and which are considered as integral part of group's cash management policy.

2.18 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

2.19 Investment

Investment which are of equity in nature is carried at Fair Value and gain/loss on fair valuation are recognised through Other Comprehensive Income.

2.20 Trade Receivable

Trade receivables are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

2.21 Trade and Other payable

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

2.22 Provision, Contingent Liability and Contingent Assets

i. Provision

A provision is recognized, when group has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made for the amount of obligation. The expense relating to the provision is presented in the profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

ii. Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed

Notes to the Financial Statements for the year ended March 31, 2023

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

Contingent liabilities, if material, are disclosed by way of notes and contingent assets, if any, are disclosed in the notes to financial statements.

iii. Contingent Assets

Contingent Assets are disclosed, where an inflow of economic benefits is probable.

2.23 Earnings Per Share

i. Basic earnings per share

Basic earnings per share is calculated by dividing

- i. the profit attributable to owners of the Group; and
- ii. by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.
- ii. Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.24 Business Combination

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair value of identifiable assets and liabilities, the excess is recognised as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity is recorded in shareholder's equity.

2.25 Leases

i. As a lessee

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

ii. As a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.26 Employee benefits

i. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12

Notes to the Financial Statements

for the year ended March 31, 2023

months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii. Post-employment obligations

a. Defined benefit gratuity plan:

The Group provides for the liability towards the said benefit on the basis of actuarial valuation carried out as at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The Group has opted for a Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), and the contribution is charged to the Statement of Profit & Loss each year.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan. The defined benefit obligation is calculated annually as provided by LIC. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of

profit and loss. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

b. Defined Contribution plan:

Contribution payable to recognised provident fund which is defined contribution scheme is charged to Statement of Profit & Loss. The group has no further obligation to the plan beyond its contribution.

iv. Other long-term employee benefits

The employees of the Group are entitled to compensated absences as well as other long-term benefits. Compensated absences benefit comprises of encashment and availing of leave balances that were earned by the employees over the period of past employment.

The Group provides for the liability towards the said benefit on the basis of actuarial valuation carried out quarterly as at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The related re-measurements are recognized in the statement of profit and loss in the period in which they arise.

Foreign subsidiaries maintain a defined contribution retirement plan, which covers substantially all the employees of the foreign subsidiaries and qualifies as a deferred salary arrangement under laws of respective countries. The Group matches employees' contributions at the discretion of the Group.

2.27 Operating Cycle

Based on the nature of products/activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.28 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 16 – Property Plant and equipment – The amendment clarifies that excess of net sale proceeds of items produced

Notes to the Financial Statements for the year ended March 31, 2023

over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets - The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs

that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material."

2.29 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees in Lacs (upto two decimals), unless otherwise stated as per the requirement of Schedule III (Division II).

Notes to the Financial Statements

for the year ended March 31, 2023

3 PROPERTY, PLANT AND EQUIPMENT

Particulars	(₹ in Lakhs)											Total				
	Freehold Land	Leasehold Land	Fences, Wells & Tubes	Building Office	Building Factory	Building Machinery	Plant & Machinery	Dies & Moulds	Electrical Installation	Office Equipment	Furniture & Fixture		Motor Vehicle	Server/ Networks	Computers	
Gross Carrying Value																
As at April 1, 2021	108.66	43.44	16.78	(38.48)	975.75	2,397.45	256.01	205.31	64.49	70.62	174.21	16.05	29.07	4,319.37		
Additions	42.79	-	-	15.46	195.57	368.32	16.19	13.42	29.29	84.98	-	-	12.11	778.15		
Disposals / derecognised	(0.92)	-	-	-	(36.70)	(6.57)	-	(4.64)	(1.64)	-	(0.69)	-	-	(51.16)		
Gross Carrying Value As at March 31, 2022	150.53	43.44	16.78	(23.02)	1,134.62	2,759.19	272.21	214.09	92.15	155.60	173.52	16.05	41.18	5,046.34		
Additions	64.51	-	-	135.56	53.43	762.73	31.56	41.37	69.44	96.10	74.77	1.93	28.65	1,360.04		
Disposals / derecognised	-	-	-	-	(26.88)	(0.92)	-	(4.25)	-	-	(9.17)	-	-	(41.21)		
Gross Carrying Value As at March 31, 2023	215.05	43.44	16.78	112.55	1,161.17	3,521.01	303.77	251.21	161.59	251.70	239.12	17.98	69.82	6,365.17		

Particulars	(₹ in Lakhs)											Total				
	Freehold Land	Leasehold Land	Fences, Wells & Tubes	Building Office	Building Factory	Building Machinery	Plant & Machinery	Dies & Moulds	Electrical Installation	Office Equipment	Furniture & Fixture		Motor Vehicle	Server/ Networks	Computers	
Accumulated depreciation																
As at April 1, 2021	-	-	7.84	(38.48)	168.87	674.21	82.85	32.82	39.50	48.72	78.49	6.43	21.04	1,122.28		
Depreciation charge during the year	-	-	2.23	0.36	52.15	324.53	19.99	20.17	18.79	26.16	28.54	4.54	10.60	508.06		
Disposals / derecognised	-	-	-	-	(15.34)	(3.91)	-	(3.83)	(0.44)	-	(0.66)	-	-	(24.18)		
Accumulated depreciation As at March 31, 2022	-	-	10.07	(38.12)	205.68	994.83	102.84	49.16	57.85	74.88	106.37	10.97	31.64	1,606.16		
Depreciation charge during the year	-	-	2.04	2.92	44.95	466.68	21.01	23.48	40.66	52.75	27.11	2.90	17.74	702.25		
Disposals / derecognised	-	-	-	-	-5.00	-0.80	-	(3.34)	-	-	(8.14)	-	-	(17.27)		
Accumulated depreciation As at March 31, 2023	-	-	12.10	(35.20)	245.63	1,460.71	123.85	69.31	98.51	127.62	125.34	13.87	49.38	2,291.14		
Net carrying amount as at March 31, 2023	215.05	43.44	4.67	147.74	915.53	2,060.30	179.92	181.90	63.08	124.08	113.78	4.11	20.44	4,074.04		
Net carrying amount as at March 31, 2022	150.53	43.44	6.71	15.10	928.95	1,764.36	169.37	164.93	34.30	80.72	67.15	5.08	9.54	3,440.19		

Notes to the Financial Statements

for the year ended March 31, 2023

4 RIGHT OF USE ASSETS

(₹ in Lakhs)

Particulars	Building	Total
Gross Carrying Value		
As at April 1, 2021	997.14	997.14
Addition	5.23	5.23
Gross Carrying Value As at March 31, 2022	1,002.37	1,002.37
Addition	-	-
Gross Carrying Value As at March 31, 2023	1,002.37	1,002.37

(₹ in Lakhs)

Particulars	Building	Total
Accumulated depreciation		
As at April 1, 2021	116.02	116.02
Depreciation charge during the year	199.23	199.23
Accumulated depreciation As at March 31, 2022	315.25	315.25
Depreciation charge during the year	197.87	197.87
Accumulated depreciation As at March 31, 2023	513.12	513.12
Net carrying amount as at March 31, 2023	489.25	489.25
Net carrying amount as at March 31, 2022	687.12	687.12

5 CAPITAL WORK IN PROGRESS

(₹ in Lakhs)

Particulars	Building	Plant & Machinery	Others	Total
Gross Carrying Value				
As at April 1, 2021	10.90	6.58	17.10	34.58
Additions	-	33.59	20.45	54.04
Disposals / derecognised	(10.90)	(6.58)	(17.10)	(34.58)
Gross Carrying Value As at March 31, 2022	-	33.59	20.45	54.04
Additions	2.05	73.40	9.68	85.13
Disposals / derecognised	-	(33.59)	(20.45)	(54.04)
Gross Carrying Value As at March 31, 2023	2.05	73.40	9.68	85.13

6 INVESTMENT PROPERTY

(₹ in Lakhs)

Particulars	Building	Total
Gross Carrying Value		
As at April 1, 2021	1,521.63	1,521.63
Addition	-	-
Gross Carrying Value As at March 31, 2022	1,521.63	1,521.63
Addition	34.80	34.80
Gross Carrying Value As at March 31, 2023	1,556.43	1,556.43

(₹ in Lakhs)

Particulars	Building	Total
Accumulated depreciation		
As at April 1, 2021	0.95	0.95
Depreciation charge during the year	21.19	21.19
Accumulated depreciation As at March 31, 2022	22.14	22.14
Depreciation charge during the year	0.19	0.19
Accumulated depreciation As at March 31, 2023	22.33	22.33
Net carrying amount as at March 31, 2023	1,534.09	1,534.09
Net carrying amount as at March 31, 2022	1,499.48	1,499.48

Notes to the Financial Statements

 for the year ended March 31, 2023

6 INVESTMENT PROPERTY (Contd..)

Amount recognised in profit or loss for Investment Properties

	(₹ in Lakhs)	
	31 st March, 2023	31 st March, 2022
Rental Income	2.08	0.03
Direct operating expenses (Net of recovery)	0.61	0.60
Direct operating expenses from property that did not generate rental income.	-	-

There are no restrictions on the realisability of investment property.

The company is using same life for the same class of asset as applicable for property plant and equipment.

The company has let out the property.

Fair Value

Investment property - Market Value is ₹ 114.96 Lacs (Previous Year - ₹ 114.96 Lacs)

The Company has not taken third party independent valuation for the property. Last valuation has been conducted as at 03.03.2020 and management is of the opinion that there is no material change in the valuation of investment property.

7 OTHER INTANGIBLE ASSETS

	(₹ in Lakhs)				
Particulars	Computer Software	Technical Know How	Customer Contracts	Rebranding	Total
Gross Carrying Value					
As at April 1, 2021	189.33	12.91	243.81	-	446.05
Additions	25.80	-	-	42.82	68.62
Gross Carrying Value As at March 31, 2022	215.13	12.91	243.81	42.82	514.67
Additions	30.75	-	-	-	30.75
Gross Carrying Value As at March 31, 2023	245.88	12.91	243.81	42.82	545.42

	(₹ in Lakhs)				
Particulars	Computer Software	Technical Know How	Customer Contracts	Rebranding	Total
Accumulated depreciation					
As at April 1, 2021	81.17	12.91	12.19	-	106.27
Depreciation charge during the year	33.56	-	27.89	0.73	62.18
Accumulated depreciation As at March 31, 2022	114.73	12.91	40.08	0.73	168.45
Depreciation charge during the year	33.47	-	17.69	8.56	59.73
Accumulated depreciation As at March 31, 2023	148.20	12.91	57.78	9.29	228.18
Net carrying amount as at March 31, 2023	97.68	-	186.03	33.52	317.23
Net carrying amount as at March 31, 2022	100.40	-	203.72	42.09	346.21

8 OTHER FINANCIAL ASSETS (NON CURRENT)

	(₹ in Lakhs)	
	As at 31 st March, 2023	As at 31 st March, 2022
(Unsecured, consider Good, unless specified otherwise)		
Security Deposits	126.58	107.53
	126.58	107.53

Notes to the Financial Statements

for the year ended March 31, 2023

9 OTHER NON CURRENT ASSETS

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(Unsecured, consider Good, unless specified otherwise)		
Capital Advances	80.01	353.87
Advance recoverable in cash or kind or for value to be received	25.73	7.18
	105.74	361.05

10 INVENTORIES

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Raw Material	2,872.34	2,628.51
Work-in-progress	282.22	300.22
Finished Goods (Refer Note No 10.1)	1,407.53	1,528.46
Stores & Spares	157.33	156.27
Scrap	4.81	1.84
	4,724.22	4,615.31

Note No 10.1: Finished Goods inventory includes Goods-in transit ₹ 241.12 lacs (Previous Year ₹ 360.99 Lacs)

11 CURRENT INVESTMENTS

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Investment in mutual Funds		
Quoted (at FVTPL)	-	50.84
Nil (P.Y. 11417.023) units of ABSL saving fund, face value of ₹100 each)		
	-	50.84

12 TRADE RECEIVABLES

(₹ in Lakhs)

	As at 31 st March, 2023		As at 31 st March, 2022	
(Unsecured)				
Considered Good	5,469.51		5,212.28	
Less: Allowance for Expected Credit Loss	-	5,469.51	-	5,212.28
Credit Impaired	33.76		18.57	
Less: Allowance for Expected Credit Loss	(33.76)	-	(18.57)	-
	5,469.51		5,212.28	

Movement in the Allowance of Expected Credit Loss

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Balance at the beginning of the year	18.57	28.53
Changes in allowance for doubtful receivables	15.19	(9.96)
Balance at end of the year	33.76	18.57

Notes to the Financial Statements

for the year ended March 31, 2023

6 INVESTMENT PROPERTY (Contd..)

Trade Receivables ageing as on March 31, 2023

(₹ 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	5,408.53	35.74	24.80	0.43	-	5,469.50
(ii) Undisputed Trade receivables - considered doubtful	15.19	-	2.96	4.60	7.32	30.07
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	3.69	3.69
Less: Allowance for Expected Credit Loss						33.76
						5,469.51

Trade Receivables ageing as on March 31, 2022

(₹ 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	5,063.01	99.39	49.84	0.04	-	5,212.28
(ii) Undisputed Trade receivables - considered doubtful	-	-	3.58	3.55	7.75	14.88
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	3.69	3.69
Less: Allowance for Expected Credit Loss						18.57
						5,212.28

13 CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Balance With Banks		
In Current account	1,203.43	624.02
Cash on Hand	11.19	12.38
	1,214.62	636.39

14 OTHER BANK BALANCES

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Margin Money Deposit (Refer Note No 14.1)	322.70	-
Unpaid Dividend Account (Refer Note No 14.2)	3.64	2.70
	326.34	2.70

14.1 Margin money includes deposit against Bank Guarantee of ₹2.7 Lacs and deposit in SCB against Cash Credit ₹320 Lacs.

14.2 The company can utilise balances only towards settlement of the unpaid dividend.

Notes to the Financial Statements for the year ended March 31, 2023

15 OTHER FINANCIAL ASSETS (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(Unsecured, consider Good, unless specified otherwise)		
Security Deposit	2.78	3.40
Others		
Loan to employee	6.86	5.54
Interest accrued	6.44	2.58
Unbilled revenue	35.31	-
	51.38	11.51

16 CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Income Tax refund receivable	0.00	3.12
	-	3.12

17 OTHER CURRENT ASSETS

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Balance with Statutory/ Government Authorities	134.26	132.27
Advance to Supplier	168.47	82.30
Advance recoverable in cash or kind or for value to be received	191.90	144.54
Export Incentive Receivable	15.85	75.49
Other Receivable	-	18.74
Other Current Assets	-	3.38
	510.48	456.71

18 EQUITY SHARE CAPITAL

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Authorized Share Capital		
120,00,000 Equity shares, ₹ 10 par value (Previous Year: 120,00,000 equity shares ₹ 10 each)	1,200.00	1,200.00
	1,200.00	1,200.00
Issued, Subscribed and Fully Paid Up Shares		
5713357 Equity shares, ₹ 10 par value fully paid up (Previous Year: 5713357 equity shares ₹ 10 each)	571.34	571.34
	571.34	571.34

18.1 The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2023:

(₹ in Lakhs)

Particulars	31st Mar, 2023		31st Mar, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	5,713,357	571.34	5,713,357	571.34
Add: Shares issued during the year	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-
Number of shares at the end	5,713,357	571.34	5,713,357	571.34

Notes to the Financial Statements

for the year ended March 31, 2023

18 EQUITY SHARE CAPITAL (Contd..)

18.2 Terms/rights attached to equity shares

- (A) The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholder in the ensuing Annual General Meeting.
- (B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

18.3 The details of shareholders holding more than 5% shares in the company :

(₹ in Lakhs)

Name of the shareholder	31st Mar, 2023		31st Mar, 2022	
	No. of shares held	% held	No. of shares held	% held
Krishna Kejriwal	1,579,494	27.65%	1,579,494	27.65%
Chand Kejriwal	1,708,444	29.90%	1,708,444	29.90%
Rahul Kejriwal	306,851	5.37%	306,851	5.37%
Shivani Kejriwal	303,197	5.31%	303,197	5.31%
Krish Automotive Sales & Services Pvt Ltd	451,549	7.90%	451,549	7.90%

18.4 % Change in Shareholding of Promoter & Promoter group:

(₹ in Lakhs)

Name of the shareholder	31st Mar, 2023			31st Mar, 2022		
	Number of shares held	% held	% Change during the year	Number of shares held	% held	% Change during the year
Krishna Kejriwal	1,579,494	27.65	-	1,579,494	27.65	-
Chand Kejriwal	1,708,444	29.90	-	1,708,444	29.90	-
Rahul Kejriwal	306,851	5.37	-	306,851	5.37	-
Shivani Kejriwal	303,197	5.31	-	303,197	5.31	-
Ranee Khatkhate	1,401	0.02	-	1,401	0.02	-
Krishna Kejriwal HUF	266,693	4.67	-	266,693	4.67	-
Rahul Kejriwal HUF	571	0.01	-	571	0.01	-
Remsons Cable Industries Private Limited	57,357	1.00	-	57,357	1.00	-
Goodluck Electronics Private Limited	61,000	1.07	-	61,000	1.07	-

19 OTHER EQUITY

(₹ in Lakhs)

	As at 31st March, 2023	As at 31st March, 2022
Surplus*		
Retained Earnings	3680.32	2,900.44
Capital Reserve (Refer Note (i) below)	16.30	16.30
Other Comprehensive Income (OCI)		
-Remeasurement of net defined benefit plans	(58.19)	(62.90)
-Fair Value of Equity Investments through OCI (Refer Note (ii) below)	13.61	15.94
-Foreign Currency Translation Reserve (Refer Note (iii) below)	13.91	11.84
- Fair Value of Forward Contract***	(10.69)	-
	3,655.26	2,881.62

* For movement, refer Statement of Changes in Equity.

Nature of reserves

Fair Value of Equity Investments through OCI

** The company recognises unrealised and realised gain on equity shares in FVOCI - Equity investments.

Fair Value of Forward Contract through OCI

*** The company recognises fair value of forward contracts through hedging reserve in OCI.

Notes to the Financial Statements for the year ended March 31, 2023

20 BORROWINGS (NON CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Secured		
From Banks		
Vehicle loans (Refer Note No 20.1)	59.03	27.91
Corporate loan (Refer Note No 20.2)	2,004.42	1,688.91
From Others (Refer Note No 20.3)	-	69.86
	2,063.46	1,786.68
Unsecured		
Loan from Directors	750.00	750.00
Loan from related parties	400.00	400.00
	1,150.00	1,150.00
	3,213.46	2,936.68

20.1 Vehicle Loans from banks secured by Hypothecation of respective vehicles and repayable in 36 months to 60 months.

20.2 (i) From State Bank of India, Mumbai secured by first charge on the fixed assets to the Company and personal guarantee by Chairman & Managing Director and a whole time director and repayable in 36 monthly instalments after a moratorium of 6 months from the date of disbursement.

(ii) From State Bank of India, Mumbai secured by first charge on the fixed assets to the Company and personal guarantee by Chairman & Managing Director and a whole time director and repayable in 72 monthly instalments after a moratorium of 12 months from the date of disbursement.

(iii) From OakNorth Bank PLC, UK secured by first charge on the 100% Shares held by the Company in Remsons Holding Ltd wholly owned subsidiary. Open Term Loan of ₹ GBP 6,00,000/- repaid in FY 2022-23

(iv) From OakNorth Bank PLC, UK secured by first charge on the 100% Shares held by the Company in Remsons Holding Ltd wholly owned subsidiary. Uncommitted Revolving Credit Facility of ₹ GBP 10,00,000/- which is repaid in FY 2022-23

(v) From Lloyds Bank, UK secured by first charge on the 100% Shares held by the Company in Remsons Holding Ltd wholly owned subsidiary. Uncommitted Revolving Credit Facility of ₹ GBP 15,00,000/- .

20.3 From Aditya Birla Finance Ltd, Mumbai is secured by Exclusive charge on property at., Ghorpadi, Pune - 411001 owned by Chairman & Managing Director and a whole time director and personal guarantee by Chairman & Managing Director and a whole time directors. Term Loan repayable in 72 monthly installments.

21 LEASE LIABILITIES (NON CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Lease Liabilities	352.34	604.76
	352.34	604.76

22 PROVISIONS (NON CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Provisions for Employee Benefits		
- For Leave encashment (Refer Note No 44)	43.43	40.04
Others		
- Provision for warranty (Refer Note No 46)	1.39	1.39
	44.83	41.44

Notes to the Financial Statements

 for the year ended March 31, 2023

23 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Deferred tax liabilities (Net) (Refer Note 23.1)	524.02	464.62
	524.02	464.62

(₹ in Lakhs)

23.1 Particulars	Net balance as at 1 April 2022	Acquired pursuant to business combination	Recognised in statement of profit and loss	Recognised in OCI	Recognised in Foreign Currency Translation Reserve	Net balance as at 31 March 2023
Deferred Tax Liabilities/(Assets)						
Property, plant and equipment/Investment Property/Other Intangible Assets	505.68	-	69.77	-	6.54	581.99
Fair Value through P&L	(13.08)	-	(5.76)	-	-	(18.84)
Fair Value through OCI	(26.85)	-	-	0.80	3.81	(22.24)
Fair Value of Forward Contracts	-	-	-	(3.59)	-	(3.59)
Others	3.54	-	(8.34)	-	-	(4.79)
Allowance for Bad & Doubtful Debts	(4.67)	-	(3.82)	-	-	(8.50)
	464.62	-	51.85	(2.79)	10.35	524.02

(₹ in Lakhs)

Particulars	Net balance as at 1 April 2021	Acquired pursuant to business combination	Recognised in statement of profit and loss	Recognised in OCI	Recognised in Foreign Currency Translation Reserve	Net balance as at 31 March 2022
Deferred Tax Assets/(Liabilities)						
Property, plant and equipment/Investment Property/Other Intangible Assets	462.87	-	42.81	-	-	505.68
Fair Value through P&L	4.19	-	(17.27)	-	-	(13.08)
Fair Value through OCI	(27.42)	-	-	4.39	(3.82)	(26.85)
Others	(15.09)	-	18.63	-	-	3.54
Allowance for Bad & Doubtful Debts	(7.18)	-	2.51	-	-	(4.67)
	417.37	-	46.68	4.39	(3.82)	464.62

Income tax

The major components of Income Tax Expense for the year ended 31 March, 2023

(₹ in Lakhs)

	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Profit and Loss:		
Current tax - net of reversal of earlier year : ₹ -3.12 Lacs (Previous Year ₹ 5.19 Lacs)	316.72	151.38
Deferred Tax	51.85	46.68
	368.57	198.05

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate

(₹ in Lakhs)

	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Profit before income tax expense	1,205.58	734.31
Tax at the Indian tax rate 25.168 % (Previous Year - 25.168%)	303.42	184.81
Income Tax for earlier years	3.12	(5.19)
On account of permanent difference	3.93	-
Others	58.09	18.43
Income Tax Expenses	368.57	198.05

Notes to the Financial Statements

for the year ended March 31, 2023

24 BORROWINGS (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Secured From Bank		
Working Capital Loan - repayable on demand (Refer Note 24.1, 24.2, 24.3)		
Indian Rupees Cash Credit	3,771.56	3,621.47
Foreign Currency Cash Credit	-	401.02
Current maturities of long-term debt (Refer Note No 20.1, 20.2 & 20.3)	244.39	265.09
Preshipment Finance	470.00	-
	4,485.95	4,287.58

24.1 From State Bank of India, Mumbai secured by first charge on present & future current assets of the Company and extension by way of second charge on other fixed assets of the Company (excluding vehicles) and personal guarantee by Chairman & Managing Director and a whole time director.

24.2 From Standard Chartered Bank, Mumbai secured by Margin Money.

24.3 Preshipment Finance From Standard Chartered Bank, Mumbai secured by Margin Money.

24.4 From OakNorth Bank PLC, UK secured by first charge on the 100% Shares held by the Company in Remsons Holding Ltd wholly owned subsidiary. Open Term Loan of ₹ GBP 6,00,000/- repaid in FY 2022-23

25 LEASE LIABILITIES (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Lease Liabilities	193.58	269.35
	193.58	269.35

26 TRADE PAYABLES

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Dues of micro enterprises and small enterprises (Refer Note No 26.1)	127.97	371.16
Dues other than micro enterprises and small enterprises (Refer Note No 26.1)	5,202.26	4,468.83
	5,330.23	4,839.98

26.1 Micro enterprises and Small enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are given below :

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(a) Dues remaining unpaid		
- Principal	-	-
- Interest on above*	-	-
(b) Interest paid in terms of Section 16 of MSMED Act		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of MSMED Act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Amount of interest accrued and unpaid*	-	-

* The Company has not provided any interest on the amount outstanding beyond stipulated period in the previous year.

Notes to the Financial Statements

for the year ended March 31, 2023

26 TRADE PAYABLES (Contd..)

Trade payables ageing as on March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for the following period from the due date of payment #				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	127.97	-	-	-	127.97
(ii) Others	3,595.66	12.95	6.66	16.84	3,632.11
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
(v) Accrued Expenses (Including employee Liabilities)	-	-	-	-	1,570.15
Total	3,723.63	12.95	6.66	16.84	5,330.23

Trade payables ageing as on March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for the following period from the due date of payment #				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	371.16	-	-	-	371.16
(ii) Others	3,707.88	14.54	3.76	0.21	3,726.39
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
(v) Unbilled Dues	742.44	-	-	-	742.44
Total	4,821.48	14.54	3.76	0.21	4,839.98

27 OTHER FINANCIAL LIABILITIES (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Interest Accrued but not due	0.29	2.04
Security Deposits from Tenants	0.26	-
Trade Deposits from Dealers	76.98	84.79
Unpaid Dividends (Refer Note No 27.1)	3.64	2.70
Creditor for Capital Goods	-	29.54
Fair value of outstanding forward contracts	14.28	-
	95.46	119.06

27.1 There are no amounts due and outstanding to be credited to Investor's Education and Protection Fund as at March 31, 2023.

28 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Statutory Dues Payable	260.94	209.38
Advances From Customers	187.18	220.08
	448.12	429.46

Notes to the Financial Statements

for the year ended March 31, 2023

29 PROVISIONS (CURRENT)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Provision for Employee Benefits		
- Gratuity (Refer Note No 44)	17.96	6.91
- Leave encashment (Refer Note No 44)	8.11	5.97
Others		
- Provision for warranty (Refer Note No 46)	2.09	2.09
	28.16	14.97

30 CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Provision for taxation (Net of advance tax)	85.88	23.64
	85.88	23.64

31 A) CONTINGENT LIABILITIES:

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(a) Disputed Income Tax Liability	534.16	-
(b) Disputed Excise Duty & Service Tax Liability	-	-
	534.16	-

B) COMMITMENTS:

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Estimated Amounts of Contract remaining to be executed on Capital account and not provided for (Net of Advances)	71.71	108.93
	71.71	108.93

Note:

The management does not expect these demands/claims to succeed. Claims, where the possibility of outflow of resources embodying economic benefits is remote, have not been considered in contingent liability.

32 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Sale of Products		
- Own Manufactured	30,188.54	27,624.20
- Traded	921.11	876.42
Sale of Services	19.90	12.11
Other Operating Revenue		
Process waste sale	61.62	62.58
Export Incentive/Others	79.73	69.85
NAPS Scheme Income	9.11	-
	31,280.02	28,645.15

Notes to the Financial Statements

for the year ended March 31, 2023

33 OTHER INCOME

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
Interest Income (Refer Note No 33.1)	7.06	2.54
Rent Income	2.08	0.03
Provision no longer required, written back	28.95	30.67
Fair Value gain on financial assets measured at FVTPL	-	2.11
Sundry Balance Written Back (Net)	-	10.22
Exchange Fluctuation Gain (Net)	109.01	5.94
Unwinding of interest on security deposits	6.91	6.06
Miscellaneous Income	0.58	16.37
Profit on sale of Fixed assets	1.11	-
Profit on sale of Mutual funds	3.81	-
	159.52	73.94

33.1 Break-up of Interest Income

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
Interest Income on deposits with Bank	6.44	0.27
Interest Income on Security deposits	-	1.64
Interest Income on Others	0.62	0.63
	7.06	2.54

34 COST OF MATERIALS CONSUMED

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
Inventory at the beginning of the year	2,792.89	2,871.18
Add: Purchases during the year	18,327.62	17,248.85
	21,120.51	20,120.03
Less: Inventory at the end of the year	1,964.12	2,792.89
	19,156.39	17,327.13

35 PURCHASE OF STOCK IN TRADE

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
Traded Goods	551.78	513.60
	551.78	513.60

36 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
Inventories at the beginning of the year		
Finished Goods	1,311.87	1,556.54
Work In Progress	300.22	291.41
Scrap	1.84	4.01
	1,613.94	1,851.96
Inventories at the end of the year		
Finished Goods	1,562.07	1,311.87
Work In Progress	242.74	300.22
Scrap	4.81	1.84
	1,809.62	1,613.94
	(195.68)	238.02

38.1 Finished Goods inventory includes Goods-in transit ₹ 241.12 lacs (Previous Year ₹ 360.99 Lacs)

Notes to the Financial Statements

for the year ended March 31, 2023

37 EMPLOYEE BENEFIT EXPENSES

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Salaries, Wages and Bonus	5,382.82	4,975.85
Contribution to Provident and other fund	113.41	110.65
Staff Welfare Expenses	153.31	140.94
	5,649.54	5,227.44

38 FINANCE COSTS

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Interest Expenses (Refer Note No. 38.1)	564.58	530.40
Interest on lease liabilities	64.11	79.73
Other Borrowing Cost		
Other Financial Charges	5.03	33.21
	633.73	643.33

38.1 Break-up of Interest Expenses

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Interest on Bank Borrowings	504.58	451.18
Interest on Income Tax	-	11.72
Interest on Unsecured Loans	60.00	67.50
	564.58	530.40

39 DEPRECIATION & AMORTIZATION EXPENSE

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Depreciation on Property, Plant and Equipment	687.44	535.12
Depreciation on Leased Assets	197.87	199.23
Depreciation on Investment Property	0.19	0.19
Amortisation on Intangible Assets	28.88	58.78
	914.38	793.33

40 OTHER EXPENSES

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Consumption of Stores & Spares	310.50	200.68
Conversion Charges Paid	83.80	101.20
Power & Fuel	520.97	441.64
Carriage Inward	118.15	388.40
Repair & Maintenance		
Plant & Machinery	133.54	169.39
Building	8.57	15.62
Others	78.29	81.19
Research and Development Expenses	6.29	2.76
Carriage Outward	916.14	835.23
Advertisement and Sales & Promotion Expenses	31.26	29.31
Warranty Charges	7.56	9.38
Commission on sales	54.70	48.71

Notes to the Financial Statements

for the year ended March 31, 2023

40 OTHER EXPENSES (Contd..)

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
Allowance for doubtful debts	15.19	-
Rent	13.82	7.78
Rates & Taxes	68.43	92.10
Security Services Charges	83.78	81.17
Insurance	180.09	188.16
Traveling & Conveyance Expenses	182.39	89.86
Communication Expenses	55.91	57.33
Legal & Professional Charges	364.42	244.62
Payments to Auditors (Refer Note 40.1)	17.09	6.67
Fair Value gain on financial assets measured at FVTPL	2.84	-
Donations Paid	1.80	-
CSR Expenditure	12.50	12.45
Obsolescence of fixed assets	22.80	-
Sundry Balance Written Back (Net)	5.36	-
Exchange Fluctuation Loss (Net)	(9.84)	19.59
Miscellaneous Expenses	237.47	192.95
	3,523.82	3,316.20

40.1 Payment to Statutory Auditors

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
As Auditors :		
Audit Fees (including Limited Review)	13.62	6.50
In Other Capacity :		
Certification & Others	1.90	-
Out of pocket expenses	1.56	0.17
	17.09	6.67

41 EXCEPTIONAL ITEMS

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
On account of Sale of Undertaking (Refer Note No 41.1)	-	74.26
	-	74.26

41.1 During the previous year, the Company has sold fixed assets including land and building and the gains realised from the sale have been classified as exceptional item.

42 EARNING PER SHARE

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
(A) Profit attributable to Equity Shareholders (₹)	837.02	536.25
(B) No. of Equity Share outstanding during the year	5,713,357	5,713,357
(C) Face Value of each Equity Share (₹)	10	10
(D) Basic & Diluted earning per Share (₹)	14.65	9.39

Notes to the Financial Statements for the year ended March 31, 2023

43 SEGMENT :

i) Primary Segment :

The group is in the business of manufacturing Automotive Components parts & all its products fall in the same segment as nature of the products, production process, methods used for distribution, the regulatory environment and the resulting risks & rewards associated business lines are not materially different hence, it operates in only one primary segment (Business). Secondary segmental reporting is based on the geographical location of customer. The following is the distribution of the group's sale by geographical markets and segment assets which can be attributed to customers in such markets.

ii) Secondary : Geographic Segment :

a) Segment Revenue

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
India	23,388.03	19,365.08
Rest of world	8,051.51	9,354.01
	31,439.54	28,719.09

b) Segment Assets

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
India	12,128.37	10,668.28
Rest of world	6,900.25	6,816.21
	19,028.61	17,484.49

c) Segment Capital Expenditure

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
India	910.04	769.45
Rest of world	450.00	77.32
	1,360.04	846.77

44 Employee Benefits

As per IND AS 19 "Employee Benefits", the disclosures of Employee benefits as defined in the said Accounting Standards are given below :

i) Defined Contribution Plan

Contribution to Defined Contribution Plan includes Provident Fund. The expenses recognised for the year are as under :

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
Employer's Contribution to Provident Fund	85.31	79.83

ii) Defined Benefit Plan

a) Gratuity:

The Group operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days/one month salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after 5 years of continuous service.

Notes to the Financial Statements

for the year ended March 31, 2023

44 Employee Benefits (Contd..)

I Changes in present value of obligations

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
i) Present value of Defined Benefit Obligation at beginning of the year.	208.91	233.66
ii) Current Service Cost	20.65	19.06
iii) Interest Cost	15.07	16.01
iv) Past Service Cost	-	-
v) Actuarial (Gain) / Losses	(3.57)	(17.54)
vi) Benefits Payments	(18.80)	(42.28)
vii) Present value of Defined Benefit Obligation at the end of the year.	222.26	208.91

II Changes in the fair value of plan assets

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
i) Fair value of plan assets at the beginning of year	202.00	145.17
ii) Interest Income	14.57	9.94
iii) Contributions	6.92	89.27
iv) Benefits paid	(18.80)	(42.28)
v) Actuarial gain on Plan assets, Excluding Interest Income	(0.39)	(0.10)
vi) Fair value of plan assets at the end of year	204.30	202.00

III Change in the present value of the defined benefit obligation and fair value of plan assets

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
i) Present value of Defined Benefit Obligations as at end of year.	(222.26)	(208.91)
ii) Fair value of plan assets as at 31st March, 2022.	204.30	202.00
iii) Funded status [Surplus/(Deficit)]	(17.97)	(6.91)
iv) Net assets/ (liabilities) as at 31st March, 2022.	(17.97)	(6.91)

IV Change in Assets during the year ended 31st March, 2022

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
i) Plan assets at the beginning of the year.	202.00	145.17
ii) Expected return on plan assets	14.57	9.94
iii) Contributions by Employer	6.92	89.27
iv) Actual benefits Paid	(18.80)	(42.28)
v) Plan assets at the end of the year.	204.69	202.10
vi) Actual return on plan assets	14.57	9.94

V Expenses Recognised in statement of Profit & Loss

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
i) Current Service Cost	20.65	19.06
ii) Interest Cost	15.07	16.01
iii) Expected return on plan assets	(14.57)	(9.94)
iv) Net Actuarial (Gain) / Losses	(3.18)	(17.43)
v) Total Expenses	17.97	7.70

Notes to the Financial Statements

for the year ended March 31, 2023

44 Employee Benefits (Contd..)

VI Actuarial Gain/Loss recognized

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
i) Actuarial gain for the year -Obligation	(3.18)	(17.43)
ii) Total gain for the year	(3.18)	(17.43)
iii) Total actuarial (gain)/ loss included in other comprehensive income	(3.18)	(17.43)

VII Actuarial Assumptions:

(₹ in Lakhs)		
Particulars	2022-2023	2021-2022
i) Discount Rate	7.50%	7.23%
ii) Salary Escalation	6.00%	6.00%
iii) Attrition Rate	4.00%	4.00%

The Group is unable to obtain the details of plan assets from LIC and hence the related disclosures are not given.

b) Leave encashment:

The Group has a policy on compensated absences which is applicable to its executives joined upto a specified period and all employees. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the Balance Sheet date.

The plans of the Group exposes to actuarial risks such as Investment Risk, Interest rate risk, salary risk and longevity risk. These risks may impact the obligation of the Group

(₹ in Lakhs)		
Actuarial Assumptions:	2022-23	2021-22
Discount Rate	7.50%	6.85%
Salary Escalation	6.00%	6.00%
Attrition Rate	4.00%	4.00%
Funding Status	Unfunded	Unfunded
Current Liability	8.11	5.97
Non Current Liability	43.43	40.04
Projected Benefit Obligation	51.54	46.01

45 RELATED PARTIES DISCLOSURE:

- (a) Related parties, as per Ind AS 24 - Related Party Disclosures, during the year as deemed in the Accounting Standard are given below the related parties with whom the group had transactions and related parties where control exist.

S. No.	Related Parties	Nature of Relationship
KEY MANAGEMENT PERSONNEL		
(i)	Mr. Krishna Kejriwal	Chairman & Managing Director
(ii)	Mrs. Chand Kejriwal	Wholetime Director
(iii)	Mr. Rahul Kejriwal	Wholetime Director and Chief Financial Officer (upto 3rd February, 2023)
(iv)	Mr. Amit Srivastava	Chief Executive Officer
(v)	Mr. Debendra Panda	Chief Financial Officer (w.e.f.4th February, 2023)
(vi)	Mr. Rohit Darji	Company Secretary
RELATIVE OF KEY MANAGEMENT PERSONNEL		
(i)	Mr. Basant Kejriwal	Brother of Chairman & Managing Director
ENTITIES WHERE KEY MANAGEMENT PERSONAL/RELATIVES OF DIRECTORS HAS SIGNIFICANT INFLUENCE		
(i)	Remsons Cables Industries Private Ltd.	Mr. Rahul Kejriwal is Director
(ii)	Goodluck Electronics Private Ltd.	Mr. Rahul Kejriwal is Director

Notes to the Financial Statements

for the year ended March 31, 2023

44 Employee Benefits (Contd..)

(b) DISCLOSURE OF TRANSACTIONS DURING THE YEAR WITH RELATED PARTIES :

(₹ in Lakhs)

PARTICULARS	OTHER RELATED PARTIES		KEY MANAGEMENT PERSONNEL & RELATIVES	
	2022-23	2021-22	2022-23	2021-22
Sale of Goods/services (Excluding Taxes)	16.25	68.72	-	-
Goodluck Electronics Pvt Ltd	16.25	68.72	-	-
Purchase of goods/services (Excluding Taxes)	463.81	550.28	-	-
Goodluck Electronics Pvt Ltd	463.81	550.28	-	-
Commission Paid	-	-	15.47	14.07
Mr. Basant Kejriwal	-	-	15.47	14.07
*Remuneration	-	-	243.74	228.17
Mr.Krishna Kejriwal (including short term benefits of ₹ 0.65L, PY0.50L)	-	-	36.35	35.23
Mrs Chand Kejriwal (including short term benefits of ₹ 0.38L, PY0.29L)	-	-	20.66	19.96
Mr.Rahul Kejriwal (including short term benefits of ₹ 1.20L, PY0.92L)	-	-	53.98	50.11
Mr. Amit Srivastava	-	-	110.79	110.88
Mr. Debendra Panda	-	-	8.95	-
Mr.Rohit Darji	-	-	13.01	11.99
Interest Paid	-	-	60.00	67.50
Mr.Krishna Kejriwal	-	-	27.76	31.23
Mrs Chand Kejriwal	-	-	32.24	36.27

(c) BALANCES AT THE END OF THE YEAR WITH RELATED PARTIES :

(₹ in Lakhs)

S.No.	Related parties	Nature of Transactions during the year	As at 31st March, 2023	As at 31st March, 2022
(i)	Goodluck Electronics Pvt Ltd (at fair value)	Trade Payables	114.12	70.05
		Loan Payable	400.00	400.00
(ii)	Mr. Krishna Kejriwal	Loan Payable	347.00	347.00
(iii)	Mrs Chand Kejriwal	Loan Payable	403.00	403.00
(iv)	Mr. Basant Kejriwal	Commission Payable	4.94	4.67

* The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

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

The sitting fees paid to non-executive directors is ₹ 2.40 Lakhs and 1.80 Lakhs as at March 31, 2023 and 2022, respectively.

46 DISCLOSURE OF RELATING TO PROVISION OF WARRANTY

Provision is made for estimated warranty claims only in respect of the product sold which are still under warranty at the end of the reporting period. These claims are expected to be settled as and when warranty claims arise. Management estimates the provision based on historical warranty claim information and any recent trends that may suggest future claim could differ from historical amounts.

(₹ in Lakhs)

Particulars	2022-2023	2021-2022
Balance at the beginning	3.49	5.16
Net Amount utilised/reversed during the year	-	(1.67)
Balance at the end of year	3.49	3.49

Notes to the Financial Statements

for the year ended March 31, 2023

47 FOREIGN CURRENCY EXPOSURE :

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under.

(a) Amount Receivable in Foreign Currency on account of the following :

(₹ in Lakhs)

Particulars	Foreign Currency	As on 31st March, 2023		As on 31st March, 2022	
		Amount in Foreign Currency in Lacs	₹ in Lacs	Amount in Foreign Currency in Lacs	₹ in Lacs
Receivables/ Bank	GBP	4.17	424.53	4.63	460.44
	EURO	5.32	476.38	4.93	417.36
	USD	1.89	155.20	2.34	177.38

(b) Amount Payable in Foreign Currency on account of the following :

(₹ in Lakhs)

Particulars	Foreign Currency	As on 31st March, 2023		As on 31st March, 2022	
		Amount in Foreign Currency in Lacs	₹ in Lacs	Amount in Foreign Currency in Lacs	₹ in Lacs
Loan/Trade Payables	GBP	3.51	357.82	-	-
	EURO	0.20	18.24	2.33	197.46
	USD	0.05	3.90	0.08	5.89

48 Lease

The Group's leasing arrangements are in respect of office premises / warehouse. These leasing arrangements, which is mostly cancelable, range between 11 months to 3 years and are usually renewable by mutual consent at mutually agreed terms & conditions. The aggregate lease rentals of ₹ 13.82 Lacs (Previous Year - ₹ 7.78 Lacs) are charged as rent and shown under the note no. 43 "Other Expenses".

The following table presents the various components of lease costs:

(₹ in Lakhs)

Particulars	31st March 2023	31st March 2022
Depreciation charge on right-to-use asset	197.87	199.23
Interest on Lease Liabilities	64.11	79.73
Total cash outflow for leases	(392.31)	(286.41)
Carrying amount of right-to-use asset	489.25	687.12

Net total cash outflow for leases for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	31st March 2023	31st March 2022
Total cash outflows for leases	392.31	286.41
Less: Concessional rent	-	-
Net total cash outflow for leases	392.31	286.41

49 Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

50 In the opinion of the Board, Current Assets, Loans and Advances have value in the ordinary course of business at least equal to the amount at which they are stated.

Notes to the Financial Statements

 for the year ended March 31, 2023

51 Capital Management

i) Risk Management

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Group capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitor capital using a gearing ratio and is measured by debt divided by total Equity. The Group's Debt is defined as long-term and short-term borrowings including current maturities of long term borrowings and total equity (as shown in balance sheet) includes issued capital and all other reserves.

ii) Gearing Ratio

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

(₹ in Lakhs)		
Particulars	31st March 2023	31st March 2022
Borrowing	7,699.41	7,224.26
Less: Cash and Cash equivalents	1,214.62	636.39
*Net Debt	6,484.79	6,587.87
Total Equity	4,226.60	3,452.95
Capital Gearing Ratio	0.65	0.52

*Net Debt is defined as long-term and short-term borrowings including current maturities and books overdraft less cash and cash equivalents

Total equity (as shown in balance sheet) includes issued capital and all other equity reserves.

52 Fair Value Measurement

Financial instruments by category

(₹ in Lakhs)						
Name of the shareholder	31st Mar, 2023			31st Mar, 2022		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets						
Investments						
- Mutual Funds	-	-	-	50.84	-	-
- Equity instruments (Excluding investment in subsidiary)	-	0.00	-	-	-	-
Trade receivables	-	-	5,469.51	-	-	5,212.28
Cash and cash equivalents	-	-	1,214.62	-	-	636.39
Bank balances other than Cash and cash equivalents	-	-	326.34	-	-	2.70
Security deposit	-	-	129.36	-	-	110.93
Loan to Employees	-	-	6.86	-	-	5.54
Interest accrued	-	-	6.44	-	-	2.58
Unbilled revenue	-	-	35.31	-	-	-
Total financial assets	-	-	7,188.43	50.84	-	5,970.41
Financial liabilities						
Borrowings	-	-	7,699.41	-	-	7,224.26
Trade payables	-	-	5,330.23	-	-	4,839.98
Lease liabilities	-	-	545.92	-	-	874.11
Security deposit	-	-	77.24	-	-	84.79
Others	-	-	18.22	-	-	34.27
Total financial liabilities	-	-	13,671.01	-	-	13,057.42

Notes to the Financial Statements for the year ended March 31, 2023

52 Fair Value Measurement (Contd..)

i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(₹ in Lakhs)

Financial assets and liabilities measured at fair value At March 31, 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVPL				
Mutual Funds	-	-	-	-
Financial Investments at FVOCI				
Equity Instruments	-	-	-	-
Total financial assets	-	-	-	-

(₹ in Lakhs)

Financial assets and liabilities measured at fair value At March 31, 2022	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVPL				
Mutual Funds	50.84	-	-	50.84
Financial Investments at FVOCI				
Equity Instruments	-	-	-	-
Total financial assets	50.84	-	-	50.84

There are no transfers between levels 1 and 2 during the year.

Reconciliation of Level 3 fair value measurement is as follows:

(₹ in Lakhs)

Particulars	Amount (Lacs)
Balance as on 31st March, 2021	2.72
Change In Value	(2.72)
Balance as on 31st March, 2022	-
Change In Value	-
Balance as on 31st March, 2023	-

The fair values of current debtors, cash & bank balances, loan to related party, security deposit to government department, current creditors and current borrowings and other financial liability are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

* the use of quoted market prices or dealer quotes for similar instruments

All of the resulting fair value estimates are included in level 3 except for unlisted equity securities, contingent consideration and indemnification asset, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

iii) Valuation processes

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Notes to the Financial Statements

for the year ended March 31, 2023

Note 53: Additional information, as required to Consolidated Financial Statements to Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary for the year ended March 31, 2023

(₹ in Lakhs)

	Net Assets i.e total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
	As % of Consolidated Net Assets	₹ in Lacs	As % of Consolidated profit or loss	₹ in Lacs	As % of Consolidated OCI	₹ in Lacs	As % of Consolidated TCI	₹ in Lacs
Remsons Industries Ltd.	50.51%	4,170.56	99.59%	775.56	98.41%	(8.31)	99.60%	767.25
Subsidiaries								
Foreign								
Remsons Holding Ltd.	20.83%	1,719.78	-13.59%	(105.83)	60.76%	(5.13)	-14.41%	-110.96
Magal Automotive Ltd.	13.11%	1,082.58	21.18%	164.92	-94.71%	8.00	22.45%	172.91
Woolford Properties Ltd.	15.55%	1,283.54	-7.18%	(55.90)	35.54%	(3.00)	-7.65%	-58.90
Total	100.00%	8,256.46	100.00%	778.74	100.00%	-8.44	100.00%	770.30
Adjustments arising out of consolidation		(4,029.86)		58.27		2.20		60.47
Consolidated Net Assets, Profit after tax / OCI / TCI		4,226.60		837.01		-6.25		830.77

54 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to market risk, credit risk, liquidity risk and price risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact thereof in the financial statements.

(₹ in Lakhs)

Risk	Exposure arising from	Measurement	Management
Market Risk – Foreign Exchange	Financial assets and liabilities not denominated in INR.	Foreign currency exposure review and sensitivity analysis.	The group partly hedged due to natural hedge and is exploring to hedge its unhedged positions.
Credit Risk	Cash and cash equivalents, trade receivables and financial assets.	Credit ratings, Review of aging analysis, on quarterly basis.	Strict credit control and monitoring system, diversification of counterparties, on quarterly basis.
Liquidity Risk	Trade payables and other financial liabilities.	Maturity analysis, cash flow projections.	Maintaining sufficient cash / cash equivalents and marketable security and focus on realisation of receivables.
Price Risk	Basic ingredients of company raw materials are various grade of steel and plastic granuels where prices are volatile	The company sourcing components from vendors directly, hence it does not hedge its exposure to commodity price risk.	The group is able to pass on substantial price hike to the customers.

The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk, liquidity risk, price risk and Foreign Exchange Risk effecting business operations. The group's risk management is carried out by the management as per guidelines and policies approved by the Board of Directors.

I Market risk

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

Notes to the Financial Statements

for the year ended March 31, 2023

54 FINANCIAL RISK MANAGEMENT (Contd..)

The exposure of Company borrowings to interest rate changes at the end of reporting period are as follows:

(₹ in Lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Variable rate borrowings	4,960.18	6,074.26
Fixed rate borrowings	2,739.23	1,177.91
Total borrowings	7,699.41	7,252.17

Sensitivity Analysis

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

(₹ in Lakhs)

Particulars	Basis Points	Impact on Profit before Tax	
		As at 31 st March, 2023	As at 31 st March, 2022
Increase in Basis points	+50	(24.80)	(30.37)
Decrease in Basis points	- 50	24.80	30.37

b) Foreign Currency risk

The Group has exposure to foreign currency risk on account of its payable and receivables in foreign currency. The group is following natural hedging to mitigate the foreign currency risk.

The Group's exposure to foreign currency risk which are unhedged at the end of the reporting period is as follows:

(₹ in Lakhs)

Particulars	EURO in Lacs	USD in Lacs	GBP in Lacs
31st March, 2023			
Trade receivables/Bank - Foreign Currency	5.32	1.89	4.17
Trade receivables/Bank - INR	476.38	155.20	424.53
Trade payables/Loan - Foreign Currency	0.20	0.05	3.51
Trade payables/Loan - INR	18.24	3.90	357.82
31st March, 2022			
Trade receivables/Bank- Foreign Currency	4.93	2.34	4.63
Trade receivables/Bank - INR	417.36	177.38	460.44
Trade payables/Loan - Foreign Currency	2.33	0.08	-
Trade payables/Loan - INR	197.46	5.89	-

The company uses forward exchange contracts to hedge its exposure in foreign currency. The information on derivative instruments is given below, The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Balance Sheet date:

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Not later than one month	173.07	-
Later than one month and not later than three months	238.35	-
Later than three months and not later than one year	518.20	-
Later than one year	-	-
Total	929.62	-

Notes to the Financial Statements

for the year ended March 31, 2023

54 FINANCIAL RISK MANAGEMENT (Contd..)

(₹ in Lakhs)

Currency	March 31, 2023			March 31, 2022		
	No. of Contracts	Notional amount of Currency Forward contracts	Fair Value gain / (loss) (₹ in lacs)	No. of Contracts	Notional amount of Currency Forward contracts	Fair Value gain / (loss) (₹ in lacs)
Euro	3	410,000.00	0.30	-	-	-
GBP	2	200,000.00	1.97	-	-	-

Sensitivity Analysis-

The Group is mainly exposed to changes in Euro, GBP and USD. The sensitivity analysis demonstrate a reasonably possible change in Euro, GBP and USD exchange rates, with all other variables held constant. 5% appreciation/depreciation of Euro, GBP and USD with respect to functional currency of the group will have impact of following (decrease)/increase in Profit & vice versa.

(₹ in Lakhs)

Particulars	31st March, 2023		31st March, 2022	
	Strengthens	Weakening	Strengthens	Weakening
Impact on profit or loss for the year				
Euro Impact	22.91	(22.91)	10.99	(10.99)
USD Impact	7.57	(7.57)	8.57	(8.57)
GBP Impact	3.34	(3.34)	23.02	(23.02)
Total	33.81	(33.81)	42.59	(42.59)

* Holding all other variables constant

c) Price Risk

The group is exposed to price risk in basic ingredients of Group's raw material and is procuring finished components and bought out materials from vendors directly. The Group monitors its price risk and factors the price increase in pricing of the products.

II Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Group is exposed to credit risk from its operating activities (primarily trade receivables).

Credit Risk Management

The group's credit risk mainly from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to whom credit is extended in the normal course of business. The Group estimates the expected credit loss based on past data, available information on public domain and experience. Expected credit losses of financial assets receivable are estimated based on historical data of the Group. The group has provisioning policy for expected credit losses.

The maximum exposure to credit risk as at 31st March 2023 is the carrying value of such trade receivables as shown in note 14 of the financial statements.

III Liquidity Risk

Liquidity risk represents the inability of the Group to meet its financial obligations within stipulated time. To mitigate this risk, the Group maintains sufficient liquidity by way of working capital limits from banks

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

Notes to the Financial Statements for the year ended March 31, 2023

54 FINANCIAL RISK MANAGEMENT (Contd..)

(₹ in Lacs)

(₹ in Lakhs)

Particulars	Less than 1 year	More than 1 year	Total
As at 31st March, 2023			
Borrowings	4,485.95	3,213.46	7,699.40
Trade payables	5,330.23	-	5,330.23
Lease liabilities	193.58	352.34	545.92
Other financial liabilities	95.46	-	95.46
Total	10,105.22	3,565.80	13,671.00
As at 31st March, 2022			
Borrowings	4,287.58	2,936.68	7,224.26
Trade payables	4,839.98	-	4,839.98
Lease liabilities	269.35	604.76	874.11
Other financial liabilities	119.06	-	119.06
Total	9,515.98	3,541.44	13,057.41

55 The Board of Directors, of the Holding Company, at their meeting held on 26th May, 2023 proposed final dividend of Re. 1.5 per share i.e 15% on Equity Share of ₹ 10/- each, subject to the approval of the members at the ensuing Annual General meeting. Dividends paid during the year ended March 31, 2022 include an amount of Re. 1.00 per equity share towards final dividend for the year ended March 31, 2022.

56 The following are applicable analytical ratios for the year ended March 31, 2023 and March 31, 2022:

(₹ in Lakhs)

Particulars	Refer notes for variance	March 31,2023	March 31,2022	Variance (%)
(i) Current Ratio = (Current Assets/Current Liabilities) (Times)		1.15	1.10	4.73%
(ii) Debt - Equity Ratio = (Total Debt (a) /Shareholder's Equity) (Times)	1	1.95	2.35	-16.82%
(iii) Debt Service Coverage Ratio= (Earnings aviable for debt service(b)/ Debt Service(c)) (Times)	1	1.95	1.22	59.87%
(iv) Return on Equity (ROE) = (Net Profits after taxes/Average Shareholder's Equity) (%)	2	0.22	0.17	30.58%
(v) Trade receivables turnover ratio =(Revenue/Average Trade Receivable) (Times)		5.86	6.04	-3.04%
(vi) Trade payables turnover ratio =(Purchases of services and other expenses/Average Trade Payables) (Times)		4.41	4.33	1.76%
(vii) Net capital turnover ratio= (Revenue/Working Capital) (Times)	3	19.20	28.51	-32.65%
(viii) Net profit ratio= (Net Profit/Total Income) (%)	4	0.03	0.02	42.94%
(ix) Return on capital employed (ROCE) = (Earning before interest and taxes/Effective Capital Employed (d)) (%)		0.15	0.13	18.80%
(x) Return on Investment(ROI) = (Income generated from investments/Time weighted average investments) (%)		0.00	0.04	-103.39%

Note:

1. Increase in Earning & Decrease in debt during the current year.
2. Increase in profit during the current year
3. Increase due to improvement in working capital
4. Increase in Net profit during the current year
5. Loss in sale of investment

Notes to the Financial Statements

for the year ended March 31, 2023

57 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars	(₹ in Lakhs)	
	March 31, 2023	March 31, 2022
(i) Amount required to be spent by the group during the year	12.36	11.61
(ii) Amount of expenditure incurred	12.50	12.45
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities	1. Promoting education 2. Promoting health care including preventive health care 3. Eradicating hunger, poverty and malnutrition,	1. Promoting education 2. Promoting health care including preventive health care 3. Eradicating hunger, poverty and malnutrition,
(vii) Details of related party transactions, e.g. Contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard.	NA	NA
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA	NA

58 Benami Property held

No proceeding has been initiated or pending against the group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

59 Relationship with Struck off Companies as on March 31, 2023

The group has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Notes to the Financial Statements for the year ended March 31, 2023

60 Registration of charges or satisfaction with Registrar of Companies

The Holding Company has no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

61 The Previous year figures have been regrouped/reclassified, wherever necessary to confirm to the current presentation as per the schedule III of Companies Act, 2013.

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For **KANU DOSHI ASSOCIATES LLP**
Chartered Accountants
FRN : 104746W / W100096

Kunal Vakharia

Partner
Membership No. 148916

Place : Mumbai
Dated : 26th May, 2023

For and on behalf of the Board
REMSONS INDUSTRIES LIMITED

Krishna Kejriwal

Chairman & Managing Director
DIN : 00513788

Debendra Panda

Chief Financial Officer

Place : Mumbai
Dated : 26th May, 2023

Amit Srivastava

Chief Executive Officer

Rohit Darji

Company Secretary



Remsons Industries Limited

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