



Amplifying
value

Focusing on

sustainability

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02-23

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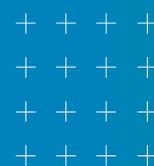
Annual General Meeting

- 153 _____ Notice

For more information, please scan the QR code or visit our website: www.rolexrings.com



Product and process improvements have been critical in Rolex Rings' quest of providing excellence and amplifying value. We have raised the standard in the Indian forged and machined components sector by breaking new ground with high-quality products that are in step with evolving consumer desires and shifting market dynamics.



To fully unlock potential and get closer to realising our purpose, we have embarked on a journey aimed at taking our growth story to a higher trajectory while emphasising on governance and sustainability. Through this journey, we are committed to implementing effective strategies that not only drive growth but also prioritize ethical practices and long-term viability. By focusing on governance and sustainability, we aim to create a positive impact on our stakeholders and contribute to a

more sustainable future for all.

Committed to innovation

Rolex Rings is one of India's top producers of forged and machined components, with headquarters in Rajkot (Gujarat).

With a legacy spanning more than five decades, we have established ourselves as one of the leading makers of one-of-a-kind, high-quality automobile components and bearing rings for a global clientele. Our commitment to innovation and precision engineering has earned us a reputation for delivering best-in-class products that meet the highest industry standards. Our extensive experience and expertise allow us to consistently exceed customer expectations, making us the preferred choice for automotive manufacturers worldwide.

We began our journey with modest finances and a keen interest in engineering. Today, we manufacture a variety of rings from spacers, ball bearings, cylindrical, tapered, and railway bearing components, as well as supplementary processes such as drilling, machining, and labelling. We deliver best-in-class products that are personalised to meet the specific needs and requirements of our customers.

Our team of skilled engineers and technicians work closely with clients to understand their unique specifications and design custom-made rings that ensure optimal performance and durability. With a persistent dedication to quality, a focus on technological advancements, a push towards individualised solutions, and the strength of superior engineering capabilities, we have maintained a long history of success. We invest in increasing our ability to produce renewable energy, which serves the dual goals of cost savings and environmental sustainability.

With our innovative products and strong market presence, we are confident that we will continue to expand our reach and make a lasting impact on the international stage. As we invest in research and development, forge strategic partnerships, and adapt to evolving customer needs, we are well-positioned to achieve our goal of becoming a key player in the global market.

INR 11,982 million

Total revenue generated

INR 2,800 million

EBITDA

23.4%

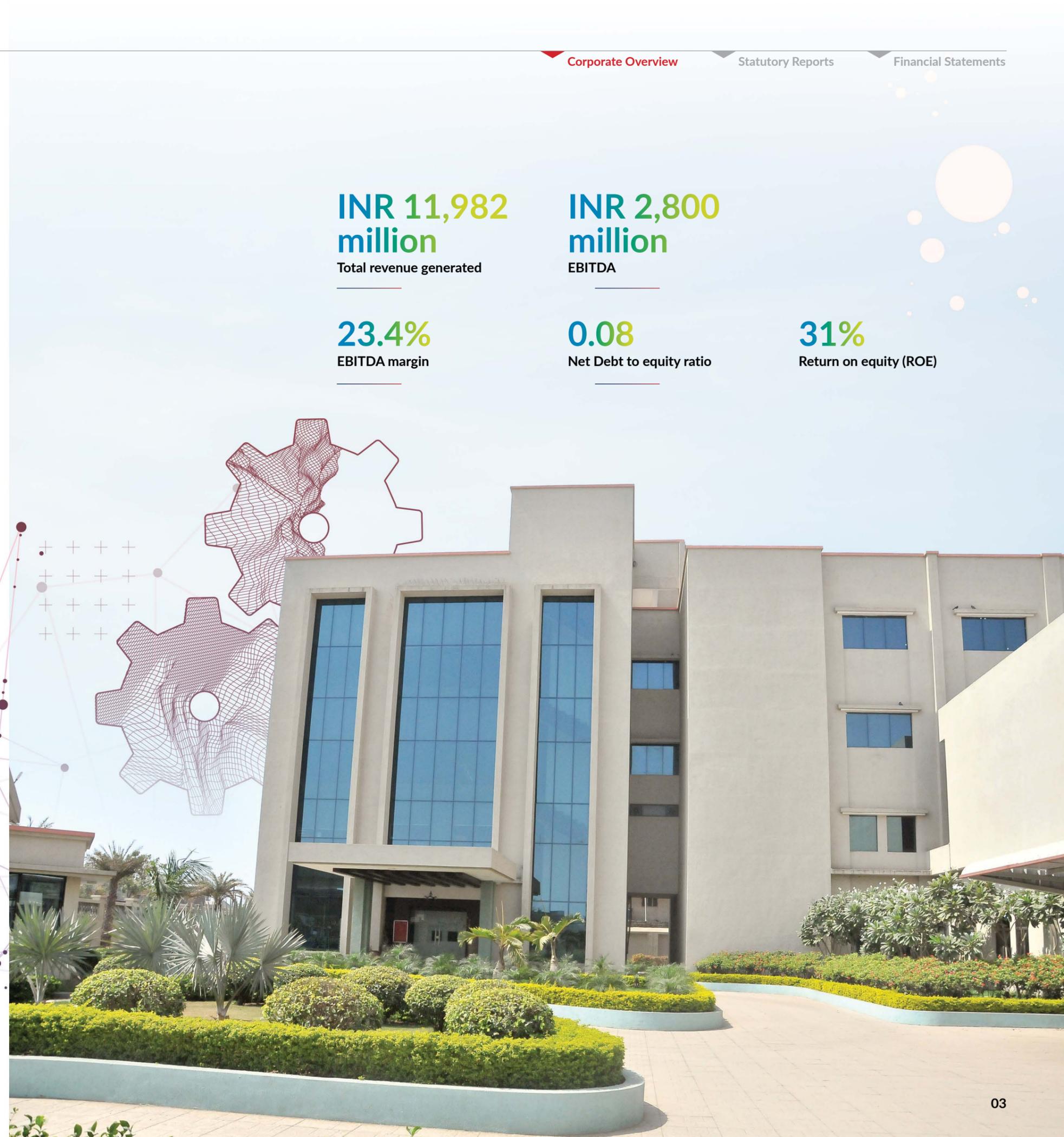
EBITDA margin

0.08

Net Debt to equity ratio

31%

Return on equity (ROE)



Expanding our geographic footprint

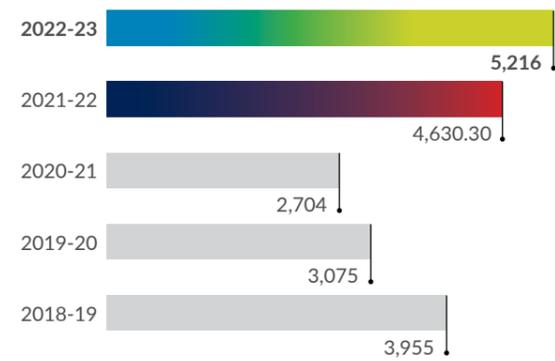
We offer automotive bearing rings and components to top domestic and catering to US, Canada, Mexico and European continents internationally.

- | | |
|------------|-------------------|
| 1 India | 9 Romania |
| 2 Canada | 10 Czech Republic |
| 3 USA | 11 Hungary |
| 4 Slovakia | 12 Austria |
| 5 France | 13 Italy |
| 6 Portugal | 14 South Africa |
| 7 Poland | 15 Russia |
| 8 Germany | |

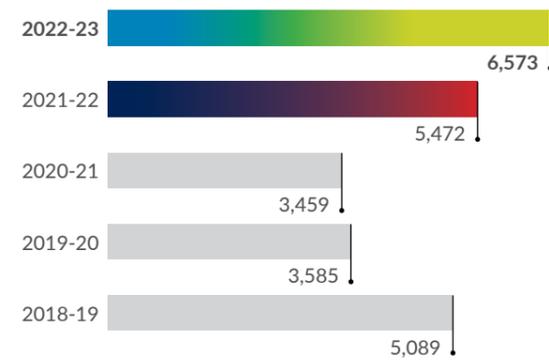


Delivering a robust performance

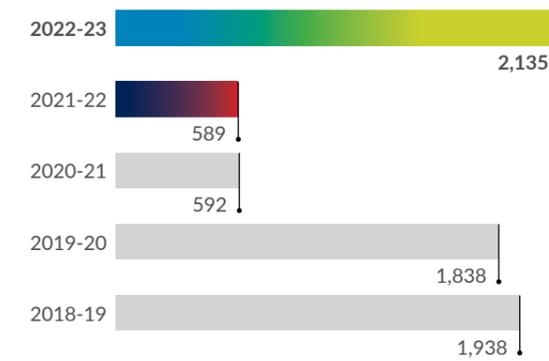
Revenue (Domestic)
(INR million)



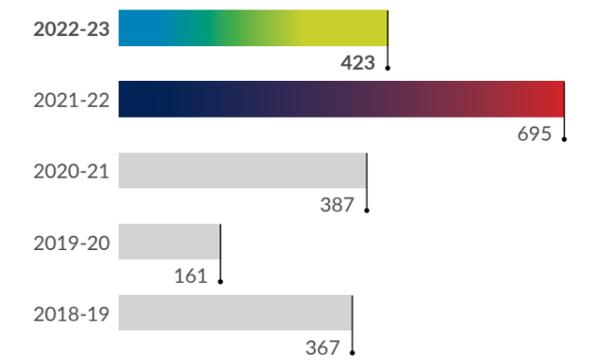
Revenue (Export)
(INR million)



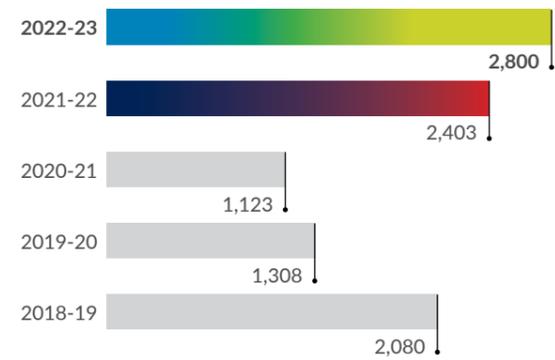
Operating cash flow
(INR million)



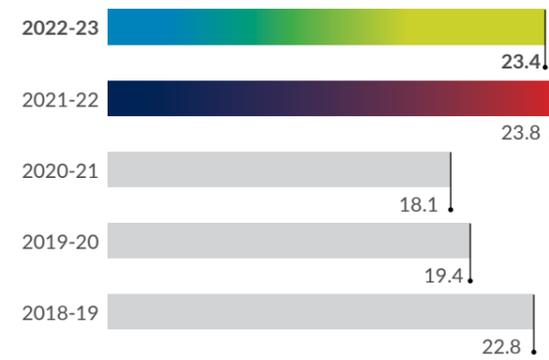
Capex
(INR million)



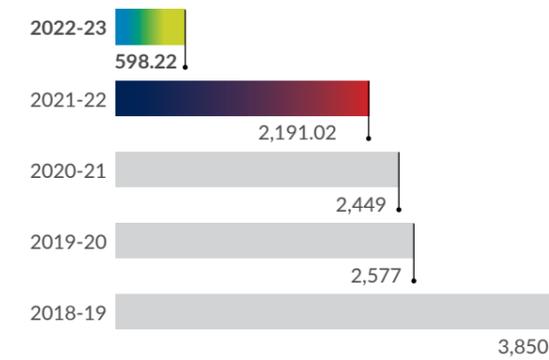
EBITDA
(INR million)



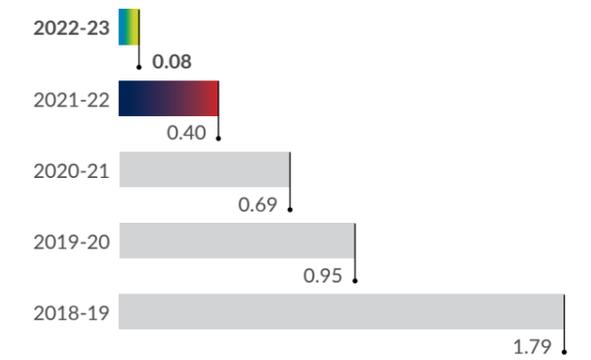
EBITDA Margin
(%)



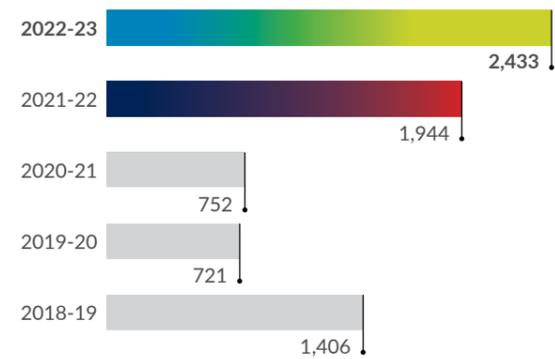
Net debt
(INR million)



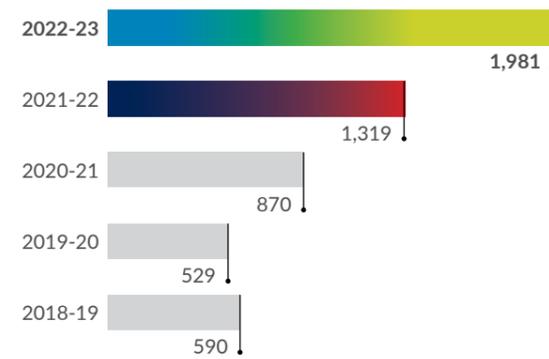
Net debt to equity ratio



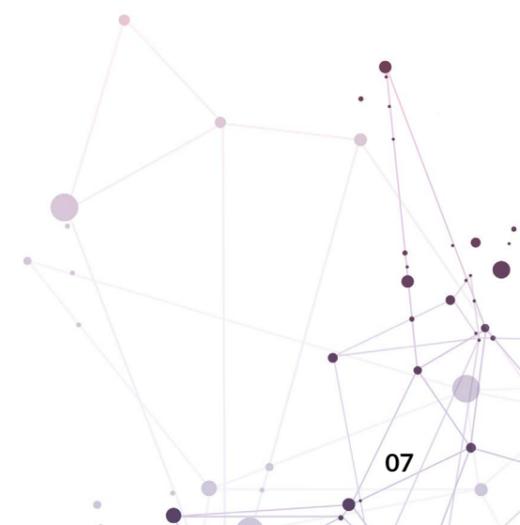
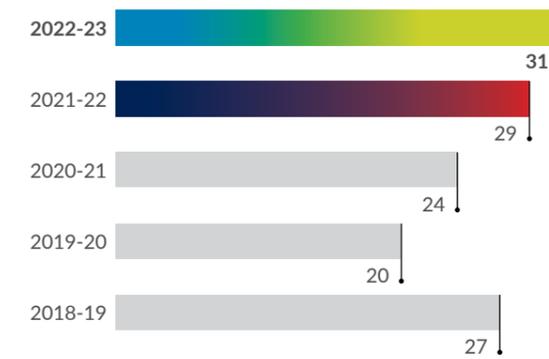
PBT
(INR million)



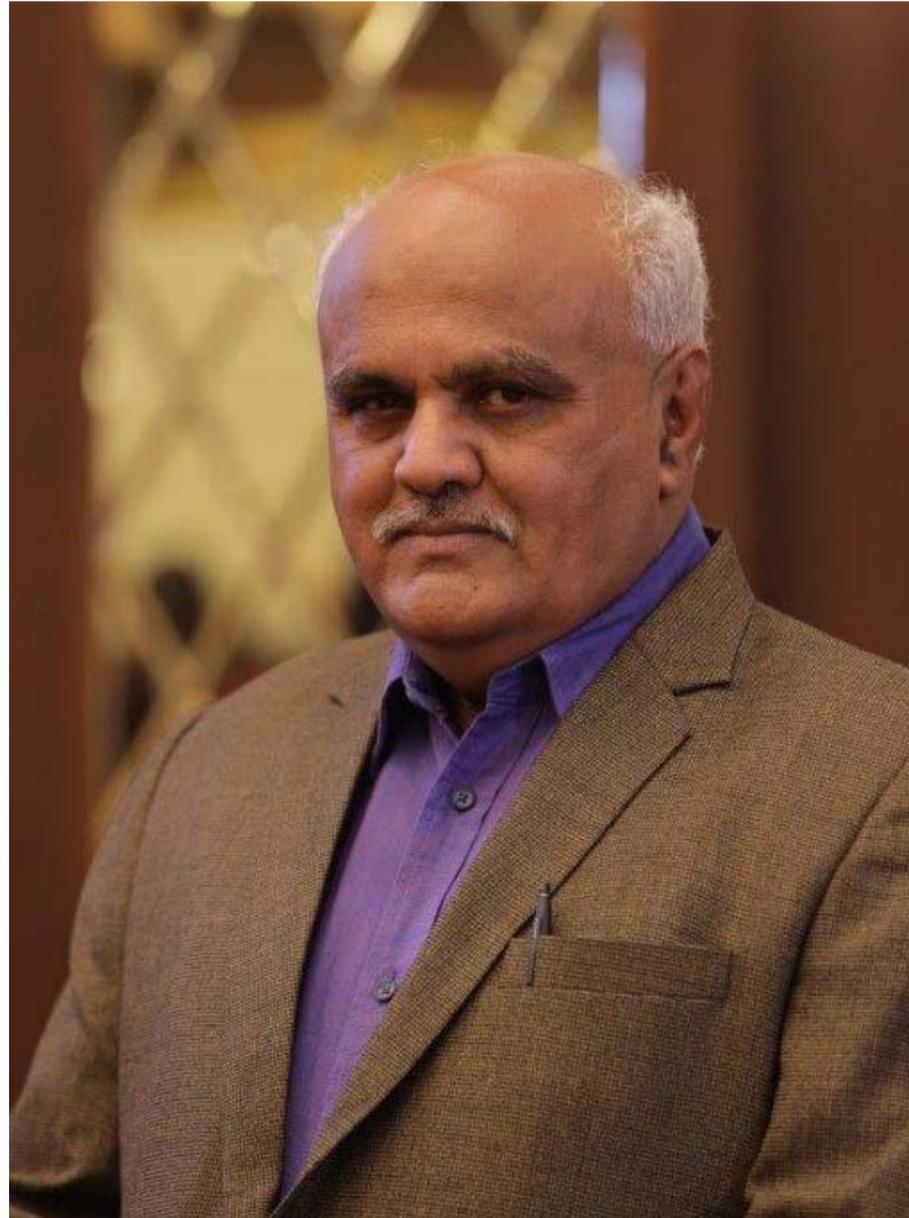
PAT
(INR million)



ROE
(%)



Chairman's message



Dear Shareholders,

The fiscal year 2022-23 was filled with changes and adaptations for our Company. As we navigated an ever-evolving business landscape, we remained committed to our core values to drive growth for our Company.

For the past two years, we have experienced global uncertainties in the face of geopolitical tensions and a highly inflationary business environment. The global economy has been affected by the rising energy and commodity prices and the supply chain disruptions as a consequence of a drawn out war between Russia and Ukraine.

Operational performance

Like everyone else, we were also impacted by these headwinds. Notwithstanding the numerous challenges and uncertainties, we have demonstrated great resilience. We implemented various strategies to ensure our success. Despite the macroeconomic challenges, we were able to achieve significant milestones and strengthen our position in the market. Our unwavering commitment reflects in our robust performance as we delivered stable growth during FY 2022-23.

The total revenue from operations stood at ₹ 11,982 million delivering a growth of approximately 17%, compared to FY 2022-23. The EBITDA improved from ₹ 2,403 million to ₹2,800 million. The EBITDA margin stood at 23.4% and the profit after tax increased to ₹1,981 million in comparison to ₹1,319 million in FY 2022-23. Exports continued to drive growth in revenue with a 60% contribution while the domestic market's contribution to revenue stood at 40%.

We continue to maintain strong operating cash flow and have significantly reduced short term and long term debt. We are on the verge of becoming a zero net debt company soon.

The strong performance was achieved in spite of high raw material prices and a slowdown in the European market. Our relentless pursuit of operational efficiency and productivity improvement yielded commendable results, enabling us to strengthen our market position and drive sustainable growth.

Uncompromising commitment to quality

At Rolex Rings, our relentless pursuit of excellence is deeply rooted in our unwavering commitment to quality. In the face of fierce competition and demanding deadlines, we have established an industry benchmark for unparalleled quality.

The foundation of our quality lies in a comprehensive range of high-precision measuring instruments, including spectrometers, electronic microscopes, CMMs, contour measuring machines, profile projectors, and surface roughness testers. However, it is not only the machines that contribute to our zero-defect policy; our highly trained and dedicated quality control workforce also plays a vital role with their exceptional skills in working with advanced measuring equipment, bolstering our commitment to delivering flawless products to our valued customers.

Our meticulous attention to detail and coordinated quality assurance activities ensure that each process reflects the profound workmanship that defines Rolex Rings.

Towards a greener future

We strive to go beyond the traditional business responsibilities of driving profit and remain committed to minimising our environmental footprint and promoting sustainable practices. Through our efforts to reduce carbon emissions, conserve resources, and implement eco-friendly technologies, we remain committed to the principles of environment stewardship.

We have installed our ground mounted solar project with 04 MW project, which has already been operationalised in FY 2022-23. In FY 2023-24, an additional 11.5 MW capacity is expected to be added with total capacity 26 MW renewable energy. The project's completion will result in a considerable gain in efficiency and a reduction in our reliance on conventional electricity.

Strong growth prospects

Looking ahead, we remain optimistic about the future. The presence of several tailwinds is set to create a favourable environment for growth. We are drawing major domestic participants in the electric vehicle (EV) sector due to an aggressive market penetration of EVs and our efforts to promote the country's EV revolution. Moreover, the launch of the Vande Bharat train has resulted in an increase in railway sourcing, with additional investments planned in this area.

We are currently expanding our customer base in the US market and have successfully acquired new customers in Europe. Although the initial business generated from these new customers is currently progressing at a slower pace, we believe that it will result in a substantial increase in volume in the foreseeable future. In addition, there is a robust demand within the domestic industrial sector, indicating potential growth opportunities in various other industries as well.

Future outlook

With the gradual stabilisation of factors such as overseas ocean freight, container availability and raw material prices, we anticipate a positive impact on our profitability. A robust order book, a strong balance sheet and a highly skilled workforce has helped us in capitalising on emerging opportunities. Additionally, we will continue to invest in technology, research and development and our talent pool to drive sustainable growth.

I would like to express my sincere gratitude to each one of you—our shareholders, customers, business partners, and employees—for your unwavering support and trust in Rolex Rings. Together, we will continue to strengthen our position as a global leader in the industry, creating sustainable value for all.

Regards,

Manesh Dayashankar Madeka
Chairman & Managing Director
DIN 01629788

Strong fundamentals paving for a robust growth path



Strong financials



We are able to greatly improve our financial standing and we have significantly reduced our net debt by paying off the majority of our long-term debt. We have been able to maintain debt to equity ratio at 0.06. We have also made significant investments in machinery, equipment, and plant for number of value-added operations. These investments have been made to expand our forging and machining capabilities, heat treatment facilities, and solar energy generation equipment.

Diversified source of income



We are one of the leading manufacturers of forged and machined bearing rings and automotive components for Tier-I, Tier-II and couple of automotive OEMs. Additionally, we have been successful in maintaining long-lasting associations with our clients.

For over ten years, we have been supplying components for automotive applications in two-wheelers, passenger cars, light and heavy commercial trucks, off-road vehicles and electric vehicles. Our products are also used in railroads, industrial equipment and wind turbines.

Extensive product offering



With inner and outer diameters ranging from 25 millimetres to 900 millimetres and weights ranging from 0.01 kilogrammes to over 163 kilogrammes, we provide a wide selection of hot forged and machined alloy steel bearing rings. Due to this, our products are suitable for usage in numerous end-user industries, such as the transportation, rail, infrastructure, and renewable energy sectors, among others. In addition, we offer vehicle parts like wheel spindles, shafts, and gears. The strength of our product portfolio is demonstrated by the fact that we supply our products both domestically and globally.

We offer diverse products to our consumers, which also increases our ability to attract new customers and, consequently, expand our market shares. By reducing reliance on a particular product category, our product diversity helps us in lowering risk to our business.

Manufacturing capabilities



Our infrastructure investment has given us the flexibility to efficiently generate high-volume parts. While our high-speed hot formers are best suited for high volume, precise components, our vertical forging lines are suitable for manufacturing products in medium- and lower volumes. This makes it possible for us to cater to diverse clients and end-user industries.

Our manufacturing infrastructure includes vertical forging lines from Manyo, Mitsubishi, SMS Meer, Enomoto, and Eumoco, high-speed hot formers from Sakamura and Hatebur, classic forging lines connected to induction heating furnaces, as well as forging lines from Manyo, Mitsubishi, and SMS Meer.

Team excellence



Our experienced management team has the necessary expertise and insight to help our company grow. The expertise and experience of our promoters, senior and middle management, as well as our sales team and marketing employees aids us in our efforts to expand into new geographic regions while maintaining our presence in existing ones.

Testing and quality assurance



We believe in ensuring high quality standards for our products since they are critical to the success of our organisation and customer satisfaction. To meet our clients' quality demands, we put our products through strict quality checks across the whole production chain. We ensure strict prevention-based quality control checks that include incoming, in-process, and outgoing quality controls.

We have built reliable testing and quality assurance methods through a quality system manual. Our quality system handbook outlines our extensive methods for product audit and quality rating, which are done on a regular basis.

Our value-accretive portfolio

With a machining capacity of 73 millions pieces per year and a forging capacity of 144,750 MTPA, our manufacturing abilities are bolstered by understanding of engineering, tool design, and product development. Our scalable industrial infrastructure, competent workers, and well-structured procedures enable us to deliver huge orders from our clients with operational effectiveness and quality.

Our manufacturing facilities

Unit details



Unit I

Rajkot

- Forging
- Heat treatment
- Shot blasting



Unit II

Rajkot

- Forging
- Heat treatment
- Shot blasting
- Cold rolling
- Machining
- Quality control and testing
- Packing and dispatch



Unit III

Rajkot

- Tool and die making
- Shot blasting
- Machining
- Quality control and testing
- Finished good warehouse
- Packing and dispatch

Delivering quality at scale

We are able to supply high-quality items to our clients by utilising our world-class manufacturing capabilities. The factory is fully equipped with cutting-edge computer-aided design and manufacturing capabilities to ensure that each stage is executed properly and that the quality promise is kept. From design to validation and testing, our improved capabilities incorporated into each of the processes enable us to successfully satisfy the evolving needs of the consumer.

567
Spindles

22
Forging lines

144750
MTPA
Forging capacity

73 millions
parts per annum
Machining capacity



Raw materials

We have customer-approved domestic and international steel sources, and we handle a variety of steel grades for bearings and automotive components. We have inventory storage areas that are labelled by grade, diameter, and heat number.

Tool and die manufacturing

We have a Tool & Die manufacturing facility that uses precise computer-aided technologies, including high-level simulation tools, to design and engineer dies for ordered products. On the other hand, it promotes early detection of problems and accelerates the mass production procedure. The facility houses three-axis, four-axis, high precision CNC, EDM, wire cut, and high-speed equipment for machining tool and dies.

Forging

We have a considerable advantage in hot forging because of our traditional as well as exceptionally adaptable forging lines, which allow the company to satisfy the demands of several clients at the same time. By making the most of our skills, we continue to operate with efficiency and economy, which translates into cost savings for our clients.

Traditional forging lines, advanced forging lines with a three-axis transfer system, high-speed hot formers, and profile ring rolling lines capable of rolling rings up to 850 mm in diameter comprise our versatile manufacturing setup. As a result, we have been able to meet the demands of our consumers regardless of lot size.



Heat treatment

Process: Annealing and normalising

Spherodized annealing, FP annealing, ISO thermal annealing, Solution annealing, Stress relieving, and so on, are just a few of the annealing and normalising processes that we perform in our state-of-the-art furnaces. All of the furnaces have CQI9 certification and are SCADA Level II-automatically operated.

The following are available at our annealing and normalising facility:

- **3** Continuous type Spherodized Annealing Furnace
- **6** Bell type Furnace having capacity of 20 tonnes each
- **9** Boggy type Annealing Furnace
- **3** Gas based continuous type ISO Thermal Annealing Furnace
- **7** Continuous type Normalising Furnace
- **2** Gas type continuous Normalising Furnace

Heat treatment

The Rolex Rings production plant architecture includes a large number of furnaces with suitable professional facilities for specialist heat treatment activities including carburizing, hardening, and tempering. These furnaces have been completely authorised in line with the CQI9 standard and are operated automatically by SCADA level II.

We have the following facilities with below capacity:

- **2** continuous cast link furnaces with hardening and tempering capacity of 800 MT/Month and range of product which can be produce up to 4.5-inch diameter
- **4** sealed quench furnace can be used for case carburizing, hardening, tempering, carbonitriding, nitro carburizing with a capacity of 1000 MT/Month and range of product which can be produce up to 35-inch diameter
- Vacuum hardening furnace for tooling heat treatment



Machining

The whole value added chain, from forging to final machining, is key to our cost-effective components based on forged parts. We are always looking for new ways to improve the machining process in order to maintain excellent precision engineering throughout all manufacturing segments. The machining facility is technologically advanced and conducts a broad variety of operations such as turning, drilling, milling, and so on, raising the company's production standards to an exceptional level.

CNC machines

We switched from traditional CNC machines to auto loaded CNC machines, which resulted in higher productivity and quality sustainability. Furthermore, new fixtures for automated CNC lines are developed to prevent three-two point lobbing.

Our automated CNC machines are equipped with:

- **505** spindle under single roof with world class technology along with hard turning lines for auto components
- Vertical CNC turning machine for large size ring up to **850mm** diameter
- CNC machine for shaft turning

VMC machines

VMC machines at our organisation include:

- VMC for drilling, milling and tapping operation. The machines possess and output capacity of up to **850 mm** OD

Rolling and grinding

Rolling is used to create a near net form. It can create cylindrical, tapered, spherical, angular, and other forms up to 160mm OD. Cold rolling comprises running the forged and annealed components through one or more pairs of rolls to reduce thickness, increase diameter, make uniform thickness, impart appropriate mechanical qualities, and enhance manufacturing yield.

For internal and external grinding, we have two automated grinding machines with built-in probes from Japan. Moreover, for OD grinding, we have a face grinding machine and two high speed cylindrical grinding machines, as well as CNC controlled internal grinding for ID grinding.

Deep drill hole operation

We have two sets of full/semi-automatic twin spindle machines for gun drill operation that can provide high production volumes and have multi-spindle, multi-axis capabilities. These machines are designed to handle a wide range of components ranging from 0.3mm to 0.28mm.

Broaching, hobbing, spline rack rolling

Broaching

We possess a high-tech broaching machine of (output capacity of 100 pieces/hour) up to 15 tonnes from the renowned manufacturer from Japan and USA.

Hobbing

Highly advanced, reliable and flexible Gear Hobbing and Gear Shaving machines for shafts and many other products form a significant part of our fleet of machineries.

Spline rack rolling

For Spline rack rolling, we possess competent US-made spline rack roller with:

Working stroke -

30"

Forming Rack Capacity (Single) -

24" and

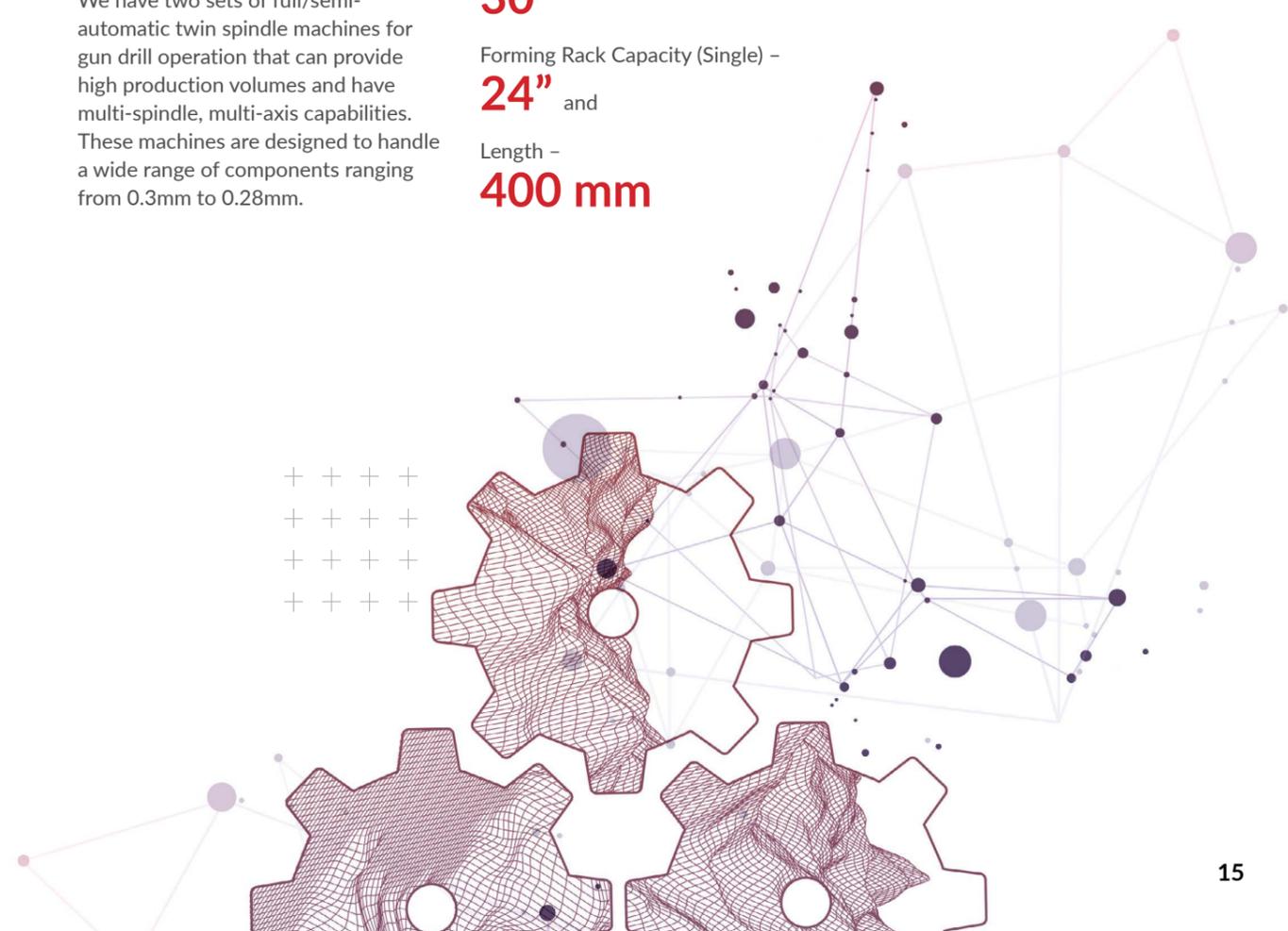
Length -

400 mm

Surface treatment

We have a sophisticated surface treatment facility at our manufacturing plant. This autonomously controlled coating facility supports a number of coating procedures, including manganese and zinc phosphating.

Zinc galvanising plating is used on automotive components, and salt spray test lifetimes of 120 hours for white rust and 340 hours for red rust are fulfilled. In addition, we guarantee coating thickness to satisfy customer specifications.



Our products



Automobile components

- Gear blanks
- Ring gear
- Sun & Pinion
- Shafts
- Lock Nut



Bearing rings for

- TRBs
- CRBs
- SRBs
- SPBs
- DGBBs
- Angular contact bearings
- Double row bearings



Product applications

We offer a wide range of products which have several industrial applications across different sectors including:



Two wheeler



Three wheeler



Four wheeler



Industrial



Railways



Off highway



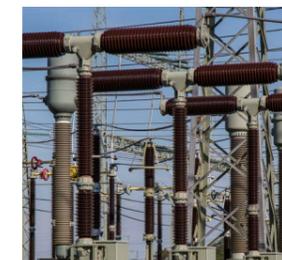
Earth moving



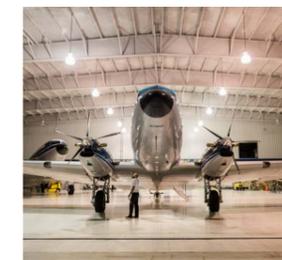
Wind mill



Textile



Electrical



Defence



Power



Aero space



Marine



Oil & natural gas

Making responsible choices

As a socially and environmentally responsible company that goes above and beyond financial metrics, we intend to achieve significant advances in our company’s environmental, social, and governmental aspects. We are focused on growing sustainably to build long-term stakeholder value. We have developed a robust ESG framework that aligns us to the best global standards and serves as a guide for the implementation of sustainable business practices.

Environment

All of our business activities adhere to secure and sustainable practices. We prioritise minimising our carbon footprint and reducing waste generation. Additionally, we actively engage with local communities through various initiatives, aiming to create a positive impact and foster long-term relationships.

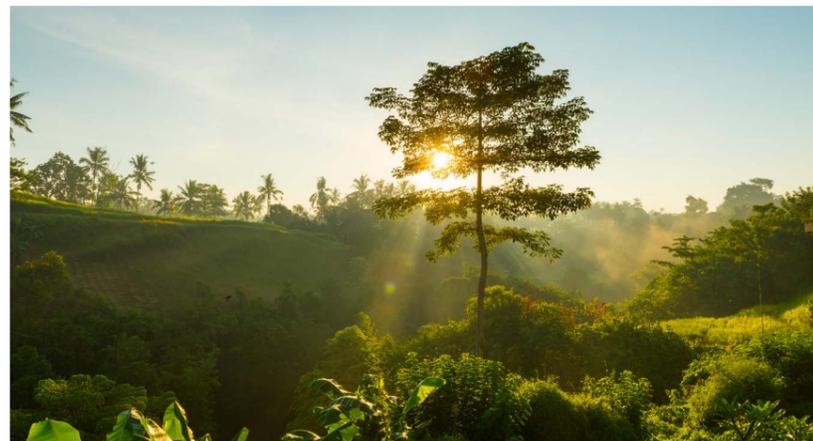
**IATF 16949
and ISO 9001**
certified

**ISO 14001:
2015**

**ISO 45001:
2018**

We have introduced various business practises aimed at improving our environmental performance, including emission reduction, greener fuel, green construction, energy efficiency, water conservation, and many more. We are also focusing on programmes such as waste to value, which uses discarded plastic, used cooking oil, and other resources to directly make fuels.

We conserve power to lower our carbon footprint and are always promoting the use of greener energy sources such as bioenergy, green hydrogen, and plastic as fuel. Our efficient water management strategy emphasises monitoring water withdrawals and consumption as



well as taking actions to increase the water efficiency of our activities. We guarantee zero liquid discharge from our production activities.

4.78%
Energy consumption reduced

**10721.43
MWh**
Energy consumed from renewable sources

Social

We are a people-oriented company that has put in place fair employment practises that contribute to a friendly and productive workplace. To improve employability, we conduct different learning and development programmes to help our people grow personally and professionally. In addition, we have launched a number of community development initiatives in each of our major locations.

1,791
Employees

136
Learning and development programs

**INR 23.12
Millions**
Amount spent on CSR activities



Governance

We abide by strong corporate governance practices that promote responsible and ethical business conduct. We are respected as a trustworthy company, and we uphold this reputation through an organisational culture of transparency and accountability that is driven from the top.

We are dedicated to upholding high standards of corporate governance and safeguard the interests of our stakeholders including investors, customers, suppliers, and the government.

04
Independent directors

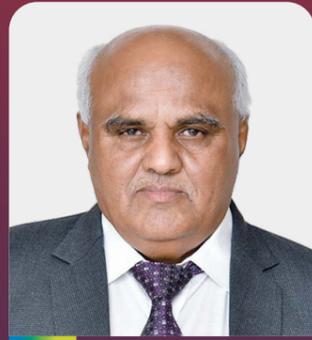
05
Board meetings held in FY23



Management of the Company



Our Board of Directors & Key Managerial Personnel



Mr. Manesh Dayashankar Madeka
Chairman & Managing Director



Mr. Bhautik Dayashankar Madeka
Wholetime Director



Mr. Mihir Rupeshkumar Madeka
Wholetime Director



Mr. Pravinchandra Ratilal Dholakia
Independent Director



Mr. Ashit Ravinshankar Vankani
Independent Director



Ms. Jignasa Pravinchandra Mehta
Independent Director



Mr. Hiren Dilip Doshi
Chief Financial Officer



Mr. Hardik Dhimantbhai Gandhi
Company Secretary & Compliance Officer



Mr. Dipesh Dhirajlal Kundaliya
Independent Director

Corporate Information

Board of Directors

Mr. Manesh Dayashankar Madeka	Chairman & Managing Director [DIN: 01629788]
Mr. Bhautik Dayashankar Madeka	Wholetime Director [DIN: 01761543]
Mr. Mihir Rupeshkumar Madeka	Wholetime Director [DIN: 01778561]
Mr. Pravinchandra Ratilal Dholakia	Independent Director [DIN: 00844014]
Mr. Dipesh Dhirajlal Kundaliya*	Independent Director [DIN: 08035547]
Mr. Ashit Ravinshankar Vankani	Independent Director [DIN: 08988523]
Ms. Jignasa Pravinchandra Mehta	Women Independent Director [DIN: 08035567]

*Mr. Dipesh Kundaliya had resigned from the Board of the company after closure of Financial Year.

Corporate Identification Number

L28910GJ2003PLC041991

Bankers

Union Bank of India
(erstwhile known as Corporation Bank)
Punjab National Bank of India
Indian Overseas Bank
IDFC Bank Limited
Bank of India
Bank of Baroda

Registered Office

Behind Glowtech Steel Private Limited,
Gondal Road, Kotharia - 360004
Rajkot, Gujarat

Corporate Office

Nr. Kotharia Railway Crossing, Opp. Hotel Krishna Park,
Gondal Road, Rajkot - 360004, Gujarat

Chief Financial Officer

Mr. Hiren Dilip Doshi

Company Secretary & Compliance Officer

Mr. Hardik Dhimantbhai Gandhi

Auditors

S R B C & Co. LLP
Chartered Accountants

Secretarial Auditors

CS Purvi Dave
Partner
MJP Associates
Practising Company Secretaries

Listed at

National Stock Exchange of India Limited
BSE Limited

Registrar and Share Transfer Agent

Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400 083

E-mail and Website

compliance@rolexrings.com
www.rolexrings.com

Report of the Board of Directors

To,
The Members,
Rolex Rings Limited,

Your Directors are pleased to present their 21st Annual Report for the financial year ended on 31st March, 2023.

1. FINANCIAL RESULTS:

Your Company's performance for the year ended on 31st March, 2023, is summarized as under:

(Amt. in million)

SR. NO.	PARTICULARS	2022-23	2021-22
1.	Revenue from Operation	11,789.53	10,102.31
2.	Other Income	193.01	114.24
3.	Total Revenue (1+2)	11,982.54	10,216.55
4.	Cost of Materials consumed	5,859.54	5,194.80
5.	(Increase)/decrease in inventory of FG	138.66	(553.55)
6.	Employees Benefits Expense	591.54	587.60
7.	Finance Cost	98.32	204.29
8.	Depreciation & Amortization Exp.	269.19	255.51
9.	Other Expenses	2,592.63	2,584.30
10.	Profit/(Loss) Before Tax	2,432.66	1,943.60
11.	Current Tax	614.79	666.19
12.	Deferred Tax	(163.05)	(41.38)
13.	Profit/(Loss) After Tax (PAT)	1,980.92	1,318.79
14.	Total Comprehensive income for the year, net of tax	1,982.03	1,318.30

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

During the year under report, revenue of the Company for fiscal 2022-23 was INR 11,789.53 millions, higher by almost 16% over the previous year's revenue of INR 10,102.31 millions. The Profit after tax ('PAT') for the year 2022-23 was INR 1,980.92 millions as compared to PAT in previous year which was INR 1,318.79 millions showing a growth of almost 50% compared to previous year. The Company is having spare capacity of around 30-40% which it will utilize in coming period. It would like to inform all stakeholders that, your company has almost become debt-free during the reporting fiscal and it is managing all its future capex from its internal cash flows and also for any big expansion in coming 3 to 4 months it will manage to expand on its own without any borrowing from Banks.

3. DECLARATION OF DIVIDEND & TRANSFER OF AMOUNT TO RESERVES:

With a view to plough back profits and in order to conserve resources for operational purposes, Directors do not recommend any dividend.

Further, no amount has been transferred to general reserves in the Financial Year 2022-23.

4. CHANGE IN NATURE OF BUSINESS:

There has been no change in nature of business of the Company during the year under Company.

5. MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report for the Financial Year 2022-23, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which forms part of this Annual Report.

7. EXTRACT OF ANNUAL RETURN:

In terms of Section 92(3) read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return in Form MGT-7 is placed on the website of the company viz <https://www.rolexrings.com>.

8. BOARD MEETINGS:

During the year under report, 05 Meetings of the Board of Directors of the Company were held. For details of the meetings of the Board, please refer to the Corporate Governance Report, which forms part of this report.

9. AUDIT COMMITTEE:

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which is a part of this report.

10. NOMINATION AND REMUNERATION COMMITTEE:

The details pertaining to composition of Nomination & Remuneration Committee are included in the Corporate Governance Report, which is a part of this report.

11. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The details pertaining to composition of Stakeholders Relationship Committee are included in the Corporate Governance Report, which is a part of this report.

13. RISK MANAGEMENT COMMITTEE:

Pursuant to Section 134(3)(n) of the Companies Act, 2013 and Regulation 17(9) of the SEBI (LODR) Regulations, 2015, the Company has formulated and adopted a Risk Management policy. The primary objectives of the policy are to create a framework for identifying the potential risks impacting the Company's business and applying the various strategies for its minimization, optimization and maximizing the opportunities.

The Board has entrusted the Risk Management Committee with overseeing the processes of identification, evaluation and mitigation of risks. The Committee would periodically review the organizational risks that are spread across operational, financial, technological and environmental spheres and shall provide guidance to the management team.

Your Company is committed to protect the interests of its customers, shareholders, investors, employees and each person or entity with whom it is associated. Towards this goal, your company will further strengthen the internal processes and evaluate even more innovative ways to curb the risk impact. The details of Risk Management Committee along with its Charter are set out in Corporate Governance Report, forming part of this report.

14. BOARD'S RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, the Directors based on the information and representations received from the operating management confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there were no material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) the directors had taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) Directors have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the Internal, statutory and Secretarial Auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by the management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2023.

15. STATUTORY AUDITOR AND AUDITORS' REPORT:

S R B C & Co. LLP, Chartered Accountants, Ahmedabad (Firm Registration No. FRN 324982E/E300003) the statutory auditors of the company, will hold office till the conclusion of the twenty fifth Annual General Meeting of the company.

Further, in terms of Section 143(3)(i) of the Companies Act, 2013 read with Rule 10A of the Companies (Audit and Auditors) Rules, 2014, Auditors have reported that the Company has adequate internal financial controls system and such system is having operating effectiveness.

16. COST AUDITOR & COST AUDIT REPORTS:

The Board has appointed S K Rajani & Co., Cost Accountants, Bhavnagar, for carrying out Cost audit of

cost accounting records maintained by the Company for the financial year 2023-24. The Board had approved Cost Audit Report for the Financial Year 2022-23.

17. SECRETARIAL AUDIT:

The Board in its meeting dated 25th May, 2023, had appointed CS Purvi Dave, Partner, MJP Associates, Practising Company Secretaries, Rajkot as Secretarial Auditor, to conduct secretarial audit for the Financial Year 2022-23. There are no qualifications, reservations or adverse remarks or disclaimer by Secretarial Auditors. The Secretarial Audit Report forms part of this report.

18. INTERNAL AUDIT:

Since long, the Company is implementing proper and adequate systems of internal control in all areas of operations. The Company has taken all steps to strengthen IT Security, data security, improvisation of Human Resources functions such as mapping of each department, preparation of data for requirement of staff in each department. Internal Audit has been carried out in the company for the financial year 2022-23 by PMLK & Associates, Rajkot.

19. CORPORATE GOVERNANCE:

The Company is committed to pursue and adhere to the highest standard of Corporate Governance as set out by the Securities and Exchange Board of India ('SEBI') and the Companies Act, 2013. The report on the Corporate Governance as laid down in Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this report.

20. RELATED PARTY TRANSACTIONS:

There were no contracts, arrangements or transactions entered into during fiscal 2022-23 that fall under the scope of Section 188(1) of the Companies Act, 2013. As required under the Companies Act, 2013, the prescribed Form AOC-2 is appended as Annexure A to this Report.

21. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS MADE:

During the year under report, there were no transactions which were falling under Section 185 or 186 of the Companies Act, 2013.

22. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The CSR initiatives and activities are aligned to the requirements of Section 135 of the Act. The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure B forming part of this report

in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The policy is available on website at <https://www.rolexrings.com/wp-content/uploads/2021/04/CSR-Policy.pdf>

23. DETAILS OF BOARD OF DIRECTORS:

Your Board comprises Seven Directors, including Four Independent Directors (including One Women Independent Director) and three Executive Directors.

All Directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, governance etc. and play a critical role on strategic issues and add value in the decision making process of the Board of Directors.

The list of key skills, expertise and core competencies of all Directors and number of Board and its Committee meetings and attendance in the said meetings are provided in the Corporate Governance report forming part of this report.

Mr. Dipesh Kundaliya had resigned as Non-Executive Independent Director from the Board of the company w.e.f. 10th August, 2023.

24. KEY MANAGERIAL PERSONNEL:

As on 31st March, 2023, following are the Key Managerial Personnel ('KMP') of the Company as per Section 2(51) and Section 203 of the Companies Act, 2013:

Name of the KMP	Designation
Mr. Hiren Dilipbhai Doshi	Chief Financial Officer (CFO)
CS Hardik Dhimantbhai Gandhi	Company Secretary & Compliance Officer

During the year under report, there were no changes in KMP of the company.

25. DECLARATION OF INDEPENDENCE:

The Company has received declaration under Section 149 (7) of the Companies Act, 2013 from all Independent Directors, that they meet criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013.

The Company has system to ask for Declaration of Independence from all its Independent Directors in First Meeting of Board to be held every year.

26. PARTICULARS OF EMPLOYEES:

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act,

2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate Annexure C forming part of this Report.

As per second proviso to Section 136(1) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars of employees under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the company or by way of email at compliance@rolexrings.com.

27. BOARD EVALUATION:

In accordance with provisions of Section 178 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the criteria of evaluation are based on "Guidance note on Performance Evaluation" issued by the Securities and Exchange Board of India on 05th January, 2017.

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of all the Directors individually and the Chairman.

Evaluation of Committees:

The performance evaluation of Committees was carried out by the Board after seeking inputs from the committee members, on the basis of the criteria such as structure and composition of Committees, fulfilment of the functions assigned to Committees by the Board and applicable regulatory framework, frequency of meetings, adequacy of time allocated at the Committee Meetings, adequacy and timeliness of the agenda and minutes circulated, effectiveness of the Committee's recommendation to the Board etc.

Evaluation of Directors and Board:

A Separate exercise was carried out by Nomination and Remuneration Committee of the Board to evaluate the performance of individual directors.

The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The Performance evaluation of the Chairman was also carried out by the Independent Directors, taking into account the views of Executive Directors.

The evaluation of the Directors was based on various factors such as qualification and experience, fulfilment

of functions as assigned, attendance at Board and Committee Meetings, contribution to strategy and other areas impacting Company's performance, availability and attendance etc.

The evaluation of the Board was based on the criteria such as composition of the Board, frequency of the meetings, adequacy of time allocated at the Board Meetings, adequacy and timeliness of the agenda and minutes circulated, functions of the Board, Governance and compliances etc.

Evaluation for Independent Directors:

The performance evaluation of Independent Directors was carried out by the Board of Directors based on various factors such as attendance at the Board and Committee Meetings, qualification, experience, ability to function as a team, commitment, roles performed and understanding of industry.

Outcome of Evaluation:

The outcome of such evaluation exercise was discussed at a separate meeting of Independent Directors held on 07th February, 2023 and was later tabled at Board Meeting held on the same day.

The Directors expressed their satisfaction with the evaluation process. The overall performance of the Board as whole, Independent Directors and Chairman of the Board was positive.

28. SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES:

During the year under report the Company doesn't have any Subsidiary, Joint Venture or Associate Company.

29. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is in compliance with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE

The information pertaining to conservation of energy, technology absorption, Foreign Exchange earnings and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is provided in Annexure D forming part of this report.

31. VIGIL MECHANISM:

Your Company is committed to highest standards of professionalism, honesty, integrity, transparency and ethical behavior. Pursuant to the provisions of Section 177(9) & 177(10) of the Companies Act, 2013 read with

Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had approved the Policy on Vigil mechanism/Whistle Blower which provides mechanism to its Directors, employees and other stakeholders to raise concerns about any wrongdoing in the Company and provide for adequate safeguards against victimization of employees and other persons who avail this mechanism.

The mechanism under the policy has been appropriately communicated within the organization. The Audit Committee of the Board shall review the functioning and implementation of the Whistle Blower mechanism, on timely basis.

During the year under report, the company has not received any complaints under the said mechanism. The Whistle Blower policy of the company has been hosted on the website at the link <https://www.rolexrings.com/policies>

OTHER DISCLOSURES AS REQUIRED UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER:

1. The Directors have submitted the disclosure of interest as per section 184 read with applicable Rules of the Companies Act, 2013 in the format Form MBP-1.
2. During the year under review the company has not accepted the deposit from the public under section 73 to 76 of the Companies Act, 2013 and the Rules made there under.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

5. There has been no instance of any revision in the Board's Report or the financial statement, hence disclosure under Section 131(1) of the Act.
6. The Company has not issued any shares to any employee, under any specific scheme, and hence, disclosures under Section 67(3) are not required to be made.
7. The Company has not issued (a) any share with differential voting rights (b) sweat equity shares (c) shares under any Employee Stock Option Scheme, and hence no disclosures are required to be made as per the Companies (Share Capital and Debentures) Rules, 2014.
8. There are no application made under the Insolvency and Bankruptcy Code, 2016, during the year under Report, and therefore no such details are required to be given.
9. There are no instances of any One Time Settlement with any Bank, and therefore, details of difference between the amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions, are not required to be given.

ACKNOWLEDGEMENT:

Your directors put on record their whole hearted gratitude to bankers, employees of the Company for their sincere efforts for the Company.

By Order of the Board of Directors,
For, **Rolex Rings Limited**

Date: 25th August, 2023
Place: Rajkot

(Manesh D. Madeka)
Chairman & Managing Director
[DIN: 01629788]

ANNEXURE A

PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES

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

This form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with Related Parties referred to in sub-section (1) of the Section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

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

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

B. Details of material contacts or arrangement or transactions at arm's length basis:

There were no material contracts or arrangements or transactions entered into during the year ended 31st March, 2023.

Date: 25th August, 2023

Place: Rajkot

(Manesh D. Madeka)
Chairman & Managing Director
[DIN: 01629788]

ANNEXURE B

ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN BOARD'S REPORT FOR THE FINANCIAL YEAR 2022-23

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

Rolex Rings Limited ("the company") continues to be driven by the purpose of doing business that only generates prosperity but also amplifies the welfare of the society. The Company is committed to overall welfare and development of society including but not limited to education, women empowerment, environmental sustainability, disaster management, health care and sanitation.

2. OBJECTIVE:

Our Main objective through CSR is to make a positive contribution to society through High impact, sustainable programs.

3. COMPOSITION OF CSR COMMITTEE:

The CSR Committee of the Board is responsible for overseeing the execution of the Company's CSR Policy. The CSR Committee comprises the following:

Sl. No.	Name of the Director	Designation/Nature of Directorship	Number of meetings of CSR committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Manesh D Madeka	Chairman & Managing Director, Chairman of the CSR Committee	04	04
2	Mr. Mihir R Madeka	Whole time Director, Member of CSR Committee	04	04
3	Mr. Dipesh D Kundaliya	Independent Director, Member of CSR Committee	04	04

4. WEB LINKS WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:

- The Composition of CSR Committee is available on our website at <https://www.rolexrings.com/management-team>
- The Committee with the approval of the Board, has adopted CSR Policy as required under Section 135 of the Companies Act, 2013. The CSR policy is available on our website at <https://www.rolexrings.com/wp-content/uploads/2021/04/CSR-Policy.pdf>

5. DETAILS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY) RULES, 2014, IF APPLICABLE: NOT APPLICABLE

6. DETAILS OF THE AMOUNT AVAILABLE FOR SET-OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY) RULES, 2014 AND AMOUNT REQUIRED FOR SET OFF FOR THE FINANCIAL YEAR, IF ANY: NIL

7. Average Net Profit of the Company as per Section 135(5): INR 1154.03 millions

8. (a) Two percent of the Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013: INR 23.12 millions

(b) Surplus arising out of the CSR projects or Programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the Financial Year, if any: Nil

(d) Total CSR obligation for the Financial Year (8a + 8b – 8c): INR 23.12 millions

9. (a) CSR AMOUNT SPENT OR UNSPENT FOR THE FINANCIAL YEAR:

Total amount spent for the Financial year (INR in million)	Total amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
INR 23.12 millions	--	--	--	--	--

(b) DETAILS OF CSR AMOUNT SPENT IN THE FINANCIAL YEAR FOR ONGOING PROJECTS OF THE PRECEDING FINANCIAL YEAR(S): NOT APPLICABLE

(c) DETAILS OF CSR AMOUNT SPENT OTHER THAN ONGOING PROJECTS FOR THE FINANCIAL YEAR:

(1) Sl. No.	(2) Name of the Project	(3) Items from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the Project		(6) Amount spent for the Project	(7) Mode of implementation-Direct (Yes/No)	(8) Mode of implementation - Implementing Agency	
				State	District			Name	CSR Registration Number
1	Aajkal Charitable Trust	(i)	Local	Gujarat	Rajkot	6,25,000	No	Aajkal Charitable Trust	CSR00036957
2	Shri & Smt C.S. Virani Baheramunga Shala	(i)	Local	Gujarat	Rajkot	31,11,111	No	Shri & Smt. C.S. Virani Baheramunga Shala	CSR00016292
3	Brahmashri Gyan Sarvadak Trust	(i)	Local	Gujarat	Rajkot	30,00,000	No	Brahmashri Gyan Sarvadak Trust	CSR00010542
4	Shree Saurashtra High School Trust	(i)	Local	Gujarat	Rajkot	11,00,000	No	Shree Saurashtra High School Trust	CSR00028639
5	Omkar Andh Apang Samajik Sanstha	(i)	Local	Gujarat	Rajkot	60,00,000	No	Omkar Andh Apang Samajik Sanstha	CSR00003196
6	Shree Janseva Trust	(i)	Local	Gujarat	Rajkot	4,00,000	No	Shree Janseva Trust	CSR00021507
7	Bolbala Charitable Trust	(i)	Local	Gujarat	Rajkot	2,50,000	No	Bolbala Charitable Trust	CSR00006538
8	Vyavasayi Vidya Pratishthan	(i)	Local	Gujarat	Rajkot	20,00,000	No	Vyavasayi Vidya Pratishthan	CSR00032418
9	Om Manav Kalyan Charitable Trust	(i)	Local	Gujarat	Rajkot	2,50,000	No	Om Manav Kalyan Charitable Trust	CSR00025946
10	Shri Sunidhi Pragna Kalyan Ashram	(i)	Local	Gujarat	Rajkot	2,50,000	No	Shri Sunidhi Pragna Kalyan Ashram	CSR00018164
11	Shree Ashwin Bharania Charity Foundation	(i)	Local	Gujarat	Rajkot	5,00,000	No	Shree Ashwin Bharania Charity Foundation	CSR00019202
12	Smile Foundation	(i)	Local	Gujarat	Rajkot	90,000	No	Smile Foundation	CSR00001634
13	Manav Seva Charitable Trust	(i)	Local	Gujarat	Rajkot	3,12,500	No	Manav Seva Charitable Trust	CSR00014316
14	Vivekananda Kendra	(i)	Local	Gujarat	Rajkot	5,11,000	No	Vivekananda Kendra	CSR00005526
15	Shree G.N Patel Education & Charitable Trust	(i)	Local	Gujarat	Rajkot	11,00,000	No	Shree G.N Patel Education & Charitable Trust	CSR00023810
16	Rotary Club of Rajkot Midtown Charitable Trust	(i)	Local	Gujarat	Rajkot	1,25,000	No	Rotary Club of Rajkot Midtown Charitable Trust	CSR00015458

(1) Sl. No.	(2) Name of the Project	(3) Items from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the Project		(6) Amount spent for the Project	(7) Mode of implementation-Direct (Yes/No)	(8) Mode of implementation - Implementing Agency	
				State	District			Name	CSR Registration Number
17	NeoRajkot Foundation	(i)	Local	Gujarat	Rajkot	8,00,000	No	NeoRajkot Foundation	CSR00005259
18	Aekrang Childrens Development Institute	(i)	Local	Gujarat	Rajkot	11,00,000	No	Aekrang Childrens Development Institute	CSR00041423
19	Madhwaraj Animal Care Trust	(i)	Local	Gujarat	Rajkot	5,00,000	No	Madhwaraj Animal Care Trust	CSR00013788
20	Swanirbhar Shala SanchalakMandal	(i)	Local	Gujarat	Rajkot	5,00,000	No	Swanirbhar Shala SanchalakMandal	CSR00048974
21	Bankers' Recreation Club	(i)	Local	Gujarat	Rajkot	6,00,000	No	Bankers' Recreation Club	CSR00020321
Total CSR Expenses						2,31,24,611	--	--	--

(d) AMOUNT SPENT IN ADMINISTRATIVE OVERHEADS: NIL

(e) AMOUNT SPENT ON IMPACT ASSESSMENT, IF APPLICABLE: NOT APPLICABLE

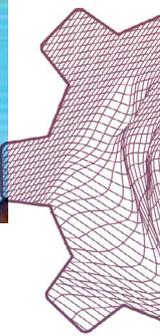
(f) TOTAL AMOUNT SPENT FOR THE FINANCIAL YEAR (9a+9b+9c+9d - 9e): INR 23.12 millions

(g) EXCESS AMOUNT FOR SET-OFF, IF ANY: NIL

10. (a) DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

S. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (INR in million)	Amount spent in reporting financial Year	Amount transferred to any kind of fund specified under Schedule VII as per Section 135(6), if any.			Amount remaining to be spent in succeeding financial years (INR in million)
				Name of the fund	Amount (INR in million)	Date of transfer	
1	2020-21	--	--	*PM Cares Fund	15.10	29.03.2022	--

*The amount for Unspent CSR transferred to PM Cares Fund which was for other than ongoing project for the Financial Year 2020-21.



(b) DETAILS OF CSR AMOUNT SPENT IN THE FINANCIAL YEAR FOR ONGOING

PROJECTS OF THE PRECEDING FINANCIAL YEAR(S): NOT APPLICABLE

11. IN CASE OF CREATION OR ACQUISITION OF CAPITAL ASSET, FURNISH THE DETAILS RELATING TO THE ASSET SO CREATED OR ACQUIRED THROUGH CSR SPENT IN THE FINANCIAL YEAR:

No Capital asset was created/acquired for the financial year ending 31st March, 2023 through CSR spent.

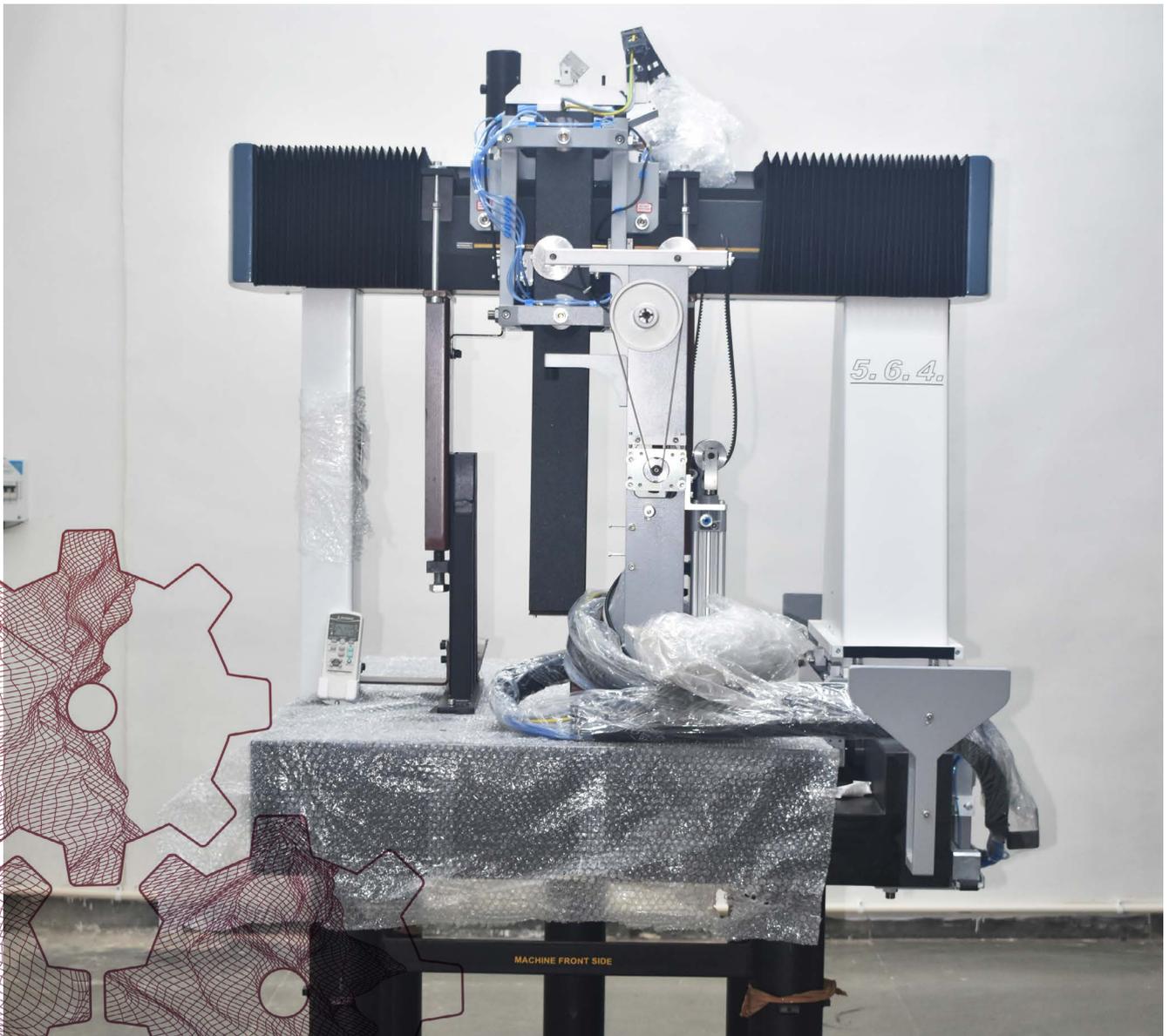
12. SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PERCENT OF THE AVERAGE NET PROFIT AS PER SECTION 135(5):

Not Applicable

Date: 25th August, 2023

Place: Rajkot

(Manesh D. Madeka)
Chairman & Managing Director
[DIN: 01629788]



ANNEXURE C

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the company and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year:

Name	Ratio to the median remuneration	% increase in remuneration in the financial year
Executive Directors		
Manesh Dayashankar Madeka	50.37	--
Bhautik Dayashankar Madeka	47.22	--
Mihir Rupeshkumar Madeka	44.07	--
Chief Financial Officer		
Hiren Dilipbhai Doshi	21.70	23.18%
Company Secretary		
Hardik Dhimantbhai Gandhi	3.08	157%

- b) **THE PERCENTAGE INCREASE IN THE MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR 2022-23 IS 6.88%**

- c) **THE NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF THE COMPANY AS ON 31ST MARCH, 2023: 1791**

- d) The average annual increase was in the range of 5-10 percent. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects the Company's performance, the performance pay is also linked to organization performance and individual utilization in addition to individual performance.

- e) **THE COMPANY AFFIRMS THAT THE REMUNERATION AS PER THE REMUNERATION POLICY OF THE COMPANY:**

It is hereby informed that the remuneration paid is as per the Remuneration Policy of the Company.

Date: 25th August, 2023

Place: Rajkot

(Manesh D. Madeka)

Chairman & Managing Director

[DIN: 01629788]

ANNEXURE D

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

a) Conservation of Energy:

Steps taken for conservation	<ul style="list-style-type: none"> Number of Power unit generated through Roof Top Solar Panels annually are 20,79,350. Approx. 90% per unit of power cost (DISCOM Price) is saved. The Company has already started 4 MW ground mounted solar panels which generates approx. 70,00,000 power units per year which may give savings of INR 3.50 Cr to INR 4 Cr annually. Further, the company is in process of installation of 11.5 MW ground mounted solar panels at Village: Somasar, Tal: Muli, Gujarat. It would be installed by September 23. The Company expects to get the generation of approximately 2,00,00,000 power units per year. The generated power units shall be credited/reduced in the DISCOM invoices. This would reduce power cost significantly.
Steps taken for utilizing alternate sources of energy	<ul style="list-style-type: none"> Windmills 8.75 MW generating 10 million power units per annum. Company has also heating furnaces operated through CNG Gas.
Capital investment on energy conservation equipments	<ul style="list-style-type: none"> Capital Investment on Solar Power Roof top is as under: <ul style="list-style-type: none"> The Company has invested almost INR 700 million on ground mounted solar project of 15.5 Mw. After installation of 15.5 Mw, the company expects that power cost would be reduced by INR 135 million on annual basis.

b) Technology Absorption:

Benefits derived	<ul style="list-style-type: none"> Company has been able to increase its production of heavy components with large diameters and also it gets benefit of precise machining. Company has started to develop and successful supplied the components for Electric vehicles also;
Expenditure on Research & Development, if any	<ul style="list-style-type: none"> Company has incurred revenue & capital expenditure on new product development, by procuring of testing and lab equipment also deployed dedicated team of officials on the new product development front during the year under report.
Details of technology imported	<ul style="list-style-type: none"> The Company has ordered new forging lines from Japan which is ready for dispatch from Japan expected to reach at factory in the month of October 2023 and commercial production shall be initiated by December 2023.
Year of import	<ul style="list-style-type: none"> In FY2024
Whether imported technology fully absorbed	<ul style="list-style-type: none"> The equipments imported in last fiscal have been 80% absorbed
Areas where absorption of imported technology has not taken place, if any	<ul style="list-style-type: none"> No such areas where absorption of technology has not taken place

c) Foreign Exchange Earnings/ Outgo: (Amount in INR millions)

Earnings	INR 6573.30
Outgo	INR 1210.74

ANNEXURE E

DECLARATION

(Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I, Manesh Dayashankar Madeka, Chairman & Managing Director of the Company, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the Financial Year 2022-23.

For, Rolex Rings Limited,

Date: 25th August, 2023

Place: Rajkot

(Manesh D Madeka)

Chairman & Managing Director

[DIN: 01629788]

ANNEXURE F

CEO/CFO CERTIFICATE

(Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Rolex Rings Limited
Behind Glowtech Steel Private Limited,
Gondal Road, Kotharia, Rajkot - 360004
Gujarat

In Compliance with Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby certify that:

1. We have reviewed the Financial Statements and the Cash Flow statement of **Rolex Rings Limited** for the Financial Year ended 31st March, 2023 and to the best of my knowledge, we state that:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - a) There are no significant changes, in the internal control over financial reporting during the year.
 - b) There are no significant changes in accounting policies made during the year and
 - c) There are no instances of significant fraud of which we have become aware

Yours Sincerely,

(Manesh D Madeka)
Chairman & Managing Director
[DIN: 01629788]

(Hiren Dilip Doshi)
Chief Financial Officer

Date: 25th August, 2023
Place: Rajkot

ANNEXURE G

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS OF ROLEX RINGS LIMITED FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2023

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

To,
The Members,
Rolex Rings Limited
B/h. Glowtech Steel Private Limited,
Gondal Road, Kotharia,
Rajkot – 360004, Gujarat

1. We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Rolex Rings Limited having CIN: L28910GJ2003PLC041991** and having registered office at Behind Glowtech Steel Private Limited, Gondal Road, Kotharia, Rajkot – 360004, Gujarat, produced before us by the Company for the purpose of issuing this Certificate, in accordance with the Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. In our opinion and to the best of our knowledge and based on the following:
 - a) Documents available on the website of Ministry of Corporate Affairs;
 - b) Verification of Document Identification Number (DIN) status of the website of Ministry of Corporate Affairs;
 - c) Disclosures provided by the Directors enlisted in below table to the company and
 - d) Debarment list of the Bombay Stock Exchange and the National Stock Exchange of India;

we hereby certify that none of the Directors on the Board of Directors of the company as on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory Authority.

S. No.	Name of the Director	Director Identification Number	Date of Appointment in the Current Term
1	Manesh D Madeka	01629788	12/03/2021
2	Bhautik D Madeka	01761543	12/03/2021
3	Mihir R Madeka	01778561	12/03/2021
4	Pravinchandra R Dholakia	00844014	12/03/2021
5	Dipesh D Kundaliya	08035547	12/03/2021
6	Ashit R Vankani	08988523	12/03/2021
7	Jignasa P Mehta	08035567	12/03/2021

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

For, MJP Associates
Practising Company Secretaries
Firm Reg No: P2001GJ007900

(CS Purvi Dave)
Partner

ACS 27373 CP 10462

PR : 1780/2022

UDIN: A027373E000836918

Date : 21st August, 2023

Place: Rajkot

ANNEXURE H

CERTIFICATE ON CORPORATE GOVERNANCE OF ROLEX RINGS LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

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

To,
The Members,
Rolex Rings Limited
B/h. Glowtech Steel Private Limited,
Gondal Road, Kotharia,
Rajkot – 360004, Gujarat

1. We have examined the compliance of the conditions of Corporate Governance by **Rolex Rings Limited**, for the Financial Year 31st March, 2023 as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of the sub-regulation 2 of Regulation 46 and Para C, D and E of the Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. The Compliance with the conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to the review of the procedures and implementation thereof, as adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations, it is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, and the declarations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended on 31st March, 2023.
4. We further state that such compliance 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, MJP Associates
Practising Company Secretaries
Firm Reg No: P2001GJ007900

(CS Purvi Dave)
Partner

ACS 27373 CP 10462

PR : 1780/2022

UDIN: A027373E000836896

Date : 21st August, 2023

Place: Rajkot

ANNEXURE I

CORPORATE POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, mandates the formulation of certain policies for all listed companies.

Key policies that have been adopted are as follows:

Name of the policy	Web Link
WhistleBlower Policy (Policy on vigil mechanism)	http://www.rolexrings.com/wp-content/uploads/2021/03/Vigil-Mechanism-Policy-Whistle-Blower-Policy.pdf
Code of Conduct for Prevention of Insider Trading	http://www.rolexrings.com/wp-content/uploads/2021/04/Code-of-Conduct-for-Prevention-of-Insider-Trading.pdf
Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information	http://www.rolexrings.com/wp-content/uploads/2021/04/Code-for-UPSI.pdf
Policy on Board Diversity	http://www.rolexrings.com/wp-content/uploads/2021/04/Policy-on-Board-Diversity.pdf
Policy on Related Party Transactions	http://www.rolexrings.com/wp-content/uploads/2021/04/Policy-on-Related-party-Transactions.pdf
Risk Management Policy	http://www.rolexrings.com/wp-content/uploads/2021/04/Risk-Management-Policy.pdf

FORM NO. MR- 3
SECRETARIAL AUDIT REPORT
For the Financial Year Ended 31st March, 2023

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

To,
The Members,
Rolex Rings Limited
B/h. Glowtech Steel Private Limited
Gondal Road, Kotharia
Rajkot -360 004, Gujarat

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rolex Rings Limited (formerly known as Rolex Rings Private Limited) (CIN: L28910GJ2003PLC041991) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Rolex Rings Limited 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 our opinion, the Company has during the audit period covering the financial year ended 31st March, 2023 (hereinafter called the '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.

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

- I. The Companies Act, 2013 (the Act) and the Rules made there under and Companies Amendments Act 2017.
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- III. The Depositories Act, 2018 and the Regulations and bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and (External Commercial Borrowings)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Share Based Employee Benefits Regulations, 2014;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client, to the extent of securities issued & dematerialised;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and;
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period) We have also examined, in general, compliance with the applicable clauses of the following:
 - i. Secretarial Standards with respect to Meetings of Board of Directors and Committees (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015) and revised (SS-1) & (SS-2) were effective from 1st October, 2017.
 - ii. The Listing Agreement entered into by the Company with National Stock Exchange Limited and BSE Limited as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations:

1. Regulation 4[1] of PIT Regulation, no insider(s) shall trade in securities when in possession of UPSI. Mrs. Harshi Mehta, Daughter of Promoter, had purchased shares of the Company during the closure of trading window.

However as explained to us, the transaction was entered into inadvertently and the person had immediately sold the share at loss in open market. Further, the Company had levied fine of INR 30000/- on Mrs. Harshi Mehta and she had paid the same.

2. SOP Fine for noncompliance of Reg. 17(2A): For requirement of Quorum for Board Meeting held in 2nd Quarter (July to Sept. 2022) as Regulation 17 (2A)/ SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, as per minutes of the Board Meeting, the Meeting was held with proper quorum, including one Independent Director. However, in the form filed for Corporate Governance with the Stock Exchange, the Company inadvertently did not show presence of one Independent Director, and the stock exchange levied the fine. However, The Company represented fact of the case to both the stock exchanges and based on which both the stock exchanges granted waiver of SOP fine levied on the company, and the Company did not require to pay any fine.
3. Compliances under Structured Digital Database: The company had installed the SDD Software in November, 2022 and therefore, entries are not made during the period from applicability of circular (i.e. July -2022 till October, 2022)

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. No such changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings in compliance, agenda and detailed notes on agenda were sent at least seven days in advance except for some meetings of the Board of Directors, where consent for shorter notice was obtained from all of the directors and members respectively. System exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Place: Rajkot
Date : 17th July, 2023

Decisions at the meetings of the Board of Directors/ Committees of the Company were carried unanimously. We were informed that there were no dissenting views of the members on any of the matters during the year that were required to be captured and recorded as part of the minutes.

We further report that, the company has identified the following laws as specifically applicable to the company,

- (i) The Factories Act, 1948 Rules;
- (ii) The Legal Metrology Act, 2009 and Rules;
- (iii) Legal Metrology Act, 2009
- (iv) Water (Prevention & Control of Pollution) Act, 1974 and rules made there under;
- (v) Air (Prevention & Control of Pollution) Act, 1981 and rules made there under;
- (vi) The Trade Marks Act, 1999
- (vii) Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008 and amendments from time to time.

We further report that based on the review of compliance mechanism established by and the information provided by the company, its officers and authorized representatives during the conduct of the audit and compliance certificate (s) placed before the board meeting, there are adequate systems and processes in the company to commensurate with the size and its operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines (and rules and notification issued thereunder).

The Compliance by the Company of the applicable financial laws, like Direct and Indirect tax Laws, PT, PF has not been reviewed in this Audit Since the same have been subject to the review by the Statutory Auditors and other designated professionals.

For, **MJP Associates**
Practising Company Secretaries
Firm Reg No: P2001GJ007900

(**CS Purvi Dave**)
Partner
ACS No. 27373 CP 10462
PR : 1780/2022
UDIN: A027373E000621551

ANNEXURE A

To,
The Members,
Rolex Rings Limited
B/h. Glowtech Steel Private Limited
Gondal Road, Kotharia
Rajkot -360 004, Gujarat

Our Secretarial Audit Report of even date for the Financial Year ended on 31st March, 2023 is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the Financial records and Books of Accounts of the Company.
4. Where ever required, we 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, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For, **MJP Associates**
Practising Company Secretaries
Firm Reg No: P2001GJ007900

(**CS Purvi Dave**)
Partner
ACS No. 27373 CP 10462
PR : 1780/2022
UDIN: A027373E000621551

Place: Rajkot
Date : 17th July, 2023

Business Responsibility & Sustainability Reporting

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity	L28910GJ2003PLC041991
2. Name of the Listed Entity	Rolex Rings Limited
3. Year of incorporation	13/02/2003
4. Registered office address	B/h. Glowtech Steel Private Limited, Gondal Road, Kotharia-360004, Rajkot, Gujarat
5. Corporate address	Rolex Rings Limited, Nr. Kotharia Railway Crossing, Opp. Hotel Krishna Park, Gondal Road, Kotharia, Rajkot - 360004, GJ.
6. E-mail	compliance@rolexrings.com
7. Telephone	0281-6699577
8. Website	www.rolexrings.com
9. Financial year for which reporting is being done	01-04-2022 to 31-03-2023
10. Name of the Stock Exchange(s) where shares are listed	BSE Limited NSE Limited
11. Paid-up Capital	INR 27,23,33,120/-
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	CS Hardik Gandhi Company Secretary & Compliance Officer Contact: +91 7405619137
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone

II. Products/services

14. Details of business activities (accounting for 90% of the turnover)

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Bearing Rings	Bearing Rings	60%
2.	Automotive components	Automotive components	40%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Manufacture of other articles n.e.c.	32909	100%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	3	1	4
International	-	-	-

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	1
International (No. of Countries)	0

b. What is the contribution of exports as a percentage of the total turnover of the entity?

57%

c. A brief on types of customers

Rolex Rings majorly caters directly to businesses (B2B). We are a leading component manufacturer for the automotive industry. Apart from that, we also cater to Wind energy and marine industries with our customised components offering.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	90	90	100%	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total employees (D + E)	90	90	100%	-	-
WORKERS						
4.	Permanent (F)	1,701	1,701	100%	-	-
5.	Other than Permanent (G)	704	704	100%	-	-
6.	Total workers (F + G)	2405	2405	100%	-	-

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	NIL	NIL	NIL	NIL	NIL
2.	Other than Permanent (E)	NIL	NIL	NIL	NIL	NIL
3.	Total differently abled employees (D + E)	NIL	NIL	NIL	NIL	NIL
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	13	13	100%	-	-
5.	Other than permanent (G)	2	2	100%	-	-
6.	Total differently abled workers (F + G)	15	15	100%	-	-

19. Participation/Inclusion/Representation of women

	Total (A)	Male	
		No. (B)	% (B / A)
Board of Directors	7	1	14.29%
Key Management Personnel	2	0	NA

20. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2022-2023 (Turnover rate in current FY)			FY 2021-2022 (Turnover rate in previous FY)			FY 2020-2021 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	17.98%	-	17.98%	7.92%	-	7.92%	9.43%	-	9.43%
Permanent Workers	34.34%	-	34.34%	35.85%	-	35.85%	11.87%	-	11.87%

V. Holding, Subsidiary and Associate Companies (including joint ventures)
21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/subsidiary/ associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Not Applicable				

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) Yes
- (ii) Turnover (in Million INR) 11982.54
- (iii) Net worth (in Million INR) 7430.05

VII. Transparency and Disclosures Compliances
23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-2023 Current Financial Year			FY 2021-2022 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	0	0	-

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-2023 Current Financial Year			FY 2021-2022 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Shareholders	Yes	20	0	-	5,374	0	Majority of complaints are related to IPO
Employees and workers	Yes	0	0	-	0	0	-
Customers	Yes	0	0	-	0	0	-
Value Chain Partners	Yes	0	0	-	0	0	-
Other (please specify)	Yes						

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Product Safety & Quality	Opportunity	Emphasizing product quality and safety presents an opportunity for manufacturers to proactively address potential reputational and financial risks associated with subpar product standards. By prioritizing and maintaining rigorous quality and safety measures, companies can distinguish themselves from competitors and cultivate a reputation for reliability and customer satisfaction. This commitment to consistently delivering high-quality and safe products not only fosters customer loyalty but also encourages repeat business, ultimately contributing to enhanced profitability.	-	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Employee well-being and engagement	Opportunity	Employee engagement encompasses the emotional connections individuals form with an organization, which profoundly impact their dedication and sense of belonging. Active involvement of employees tends to foster heightened loyalty, while a higher rate of employee retention signifies commendable company policies and practices that contribute to enhanced employee satisfaction. Conversely, a high attrition rate indicates low levels of employee contentment.	-	Positive
3	Opportunities in Clean Tech	Opportunity	Clean technology presents an opportunity as it encompasses a range of measures designed to diminish or, ideally, eradicate detrimental environmental effects, while simultaneously promoting economic and social advancement. The primary objective of clean technology is to minimize or eliminate pollution and waste, all the while enhancing productivity and efficiency.	-	Positive
4	Community Relations	Opportunity	The industrial machinery and goods industry plays a significant role in the economy by providing employment opportunities and contributing to community development through taxes and capital generation. However, it also faces important considerations related to environmental policies, community health, and process safety. These factors have far-reaching consequences in terms of regulations, operations, finances, and reputation for companies operating in this industry.	-	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			<p>To navigate these challenges, building strong relationships with communities becomes crucial. Such relationships can help mitigate potential operational disruptions, reduce regulatory risks, retain talented employees, minimize financial burdens associated with litigation resulting from process safety incidents, and secure a solid social license to operate. It is important to note that process safety incidents not only jeopardize community well-being but also carry the risk of regulatory penalties, legal actions, and significant costs for mitigation efforts.</p>		
5	Occupational Health and Safety	Risk	<p>The production, maintenance, repair work, and other on-site tasks in the industrial setting often require a significant amount of manual labour. However, this reliance on manual labour poses inherent risks. The workforce's exposure to powered haulage and heavy machinery increases the likelihood of accidents, falls, fatalities, and injuries. Temporary employees, in particular, may face a higher risk due to their limited training and work experience. Failure to protect the health and safety of workers can result in fines and penalties, while severe incidents can lead to acute injuries and potential liabilities through legal or regulatory actions. Risks associated with health and safety issues can also cause project delays and downtime, resulting in increased project costs and decreased profitability.</p>	<p>At Rolex Rings' premises, we conduct regular health and safety audits to identify any gaps related to occupational health and safety hazards. This includes safety protocols followed, appropriate Personal Protection Equipment gear adapted, any workplace hazard identification and others as per industry standards and health and safety standards, provide regular training and awareness on safe and healthy practices to be adopted, specifically at production floor. Provide mechanisms to report and monitor any Occupational Health and safety hazard to mitigate any risks.</p>	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Customer Satisfaction	Risk	Customer satisfaction serves as a critical measure of success, reflecting the extent to which businesses successfully deliver products and services that meet or surpass customer expectations. It provides valuable insights into an organization's overall performance. However, a weak customer experience can pose risks such as the loss of existing customers or a decrease in customer loyalty. Additionally, the loss of customers and damage to reputation can result in a decline in sales and revenue.	We, at Rolex Rings, have customers from across industries and have fostered long-term relationships with many. We continue to satisfy our customer by providing best in class industry quality products, meeting customer expectations and providing ways of two way engagement. Implement procedures and ways to increase customer engagement to build customer loyalty and brand image.	Negative
7	Material sourcing efficiency	Risk	The industrial machinery and goods industry face inherent risks in their supply chains due to the reliance on essential materials incorporated in their products. Many of these crucial materials are sourced from deposits concentrated in a limited number of countries, some of which are susceptible to geopolitical disruptions. Moreover, the rising global demand for these minerals from various industries can result in price fluctuations and supply challenges, thereby creating a competitive landscape for companies operating in this sector.	Implement strategies and practices in place to improve procurement and sourcing of raw materials as it is critical for our uninterrupted production process. Foster positive relations with our vendors and suppliers to ensure long term sustainability in material sourcing. Further, adopt sustainable sourcing practices to procure sustainably sourced raw materials. Implement lean manufacturing practices to ensure a timely production process and reduce high and frequent dependency on suppliers.	Negative
8	Energy Management	Risk	The industrial machinery and goods industry often relies on significant energy consumption for the operation of various facilities and machinery that are not directly involved in manufacturing processes. The choices made by companies concerning the energy intensity of their operations and the energy sources they utilize can vary over time and have implications for both operational efficiency and risk exposure.	Rolex Rings has a diversified mix of energy. This is achieved by investments made into renewable energy sources like windmill and solar installations. Conduct energy audits to identify high energy usage areas and find ways to implement energy efficient technologies or process to reduce overall energy consumption. Adopt energy management systems to improve energy efficiency process.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Corporate Governance	Risk	Businesses undergo evaluation based on their performance across various crucial governance areas, encompassing ownership and control, board remuneration, accounting practices, business ethics, and tax transparency. This assessment delves into the impact that a company's corporate governance and business ethics have on its shareholders and other investors.	Rolex Rings Limited has efficient policies and practices in place to ensure effective corporate governance. We will continue to implement robust systems and practices to ensure ethical behaviour, transparency, and accountability in corporate decision-making. Regular monitoring, independent audits, and board oversight is essential to our business to operate sustainably and help mitigate any risk.	Negative
10	Labour Relations	Risk	Businesses that rely on on-site workers must prioritize the implementation of effective labour management practices. This entails considering various factors such as the size and intensity of the workforce, operational locations, the quality of management-labour interaction, and the company's commitment to worker rights and engagement. The attrition of skilled labour, in particular, presents a significant operational risk for companies.	Implement strategies and practices aimed at fostering positive labour relations, ensuring equal opportunity to workers, providing worker benefits and nurturing a safe and healthy workplace. We have mechanisms in place where in any worker can redress grievances. This helps us create a transparent mechanism and ways to engage with them to increase positive labour relations.	Negative
11	Water consumption and wastewater management	Risk	Companies that heavily rely on water in their manufacturing processes face inherent risks related to water scarcity. This risk includes the potential for operational disruptions, escalating costs of water procurement, and increased capital expenditures. Additionally, manufacturing processes generate wastewater that requires treatment before disposal. Noncompliance with water quality regulations can lead to regulatory penalties and the need for costly compliance measures.	At Rolex Rings plants, we have a sewage treatment plant installed to ensure industrial wastewater is treated before it is released into the environment. Furthermore, implement water conservation ways to reduce the freshwater consumption. Also, regularly monitor and report on water usage performance to identify processes where water consumption can be reduced by implementing efficient methods of water management.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
12	GHG emissions	Risk	The manufacturing of industrial machinery and goods equipment entails the direct release of greenhouse gas (GHG) emissions (Scope 1) resulting from the combustion of fossil fuels during manufacturing and cogeneration processes. Moreover, manufacturing operations generate air emissions and hazardous air pollutants. These emissions pose potential operating risks, leading to fines or expenses associated with regulatory compliance. Management of GHG emissions by prioritizing energy efficiency, utilizing alternative fuels, or enhancing production processes can unlock financial benefits such as improved operational efficiency and reduced regulatory risks.	Implement efficient emission monitoring systems to track and identify any hazardous/ toxic pollutants released directly into the air. Conduct regular GHG emissions audit to verify effectiveness of measures in place for emissions management. As a responsible automobile component manufacturer, we have also installed solar rooftop, solar ground mount and windmill energy capacity to offset our emissions and will continuously strive to invest in GHG reduction projects and technologies.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web Link of the Policies, if available	https://www.rolexrings.com/policies/								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	P2=	ISO 9001:2015		IATF 16949:2016					
		P3=	ISO 45001:2018							
		P6=	ISO 14001:2015							
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Rolex Rings Limited is committed to embracing sustainability as a core pillar of our operations. We are currently in the process of setting ambitious sustainability goals that align with global best practices and address our environmental impact, social responsibility, and economic resilience.								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not applicable								
Governance, leadership and oversight										
7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)									
	Dear Stakeholder,									
	We as an organisation, deeply understand the importance of Environmental, Social and Governance practices for striving to get a better future for the community. Our activities revolve around integrating such practices and henceforth achieving sustainability goals. We adopt environmentally friendly practices such as using Solar Power, Windmill for power generation and consumption. Further, our commitment towards the society at large is being looked after through Corporate Social Responsibility initiatives.									
	We possess the capability to establish a system that supports us in attaining our set goals, and we shall continue to do so aligning these goals with the interests of our stakeholders in the long term.									
	As an organisation we are committed to building upon our progress and making further positive contributions to the environment, society, and governance in the years to come. We hold the belief that by incorporating Environmental, Social, and Governance (ESG) practices into our operational framework, we can foster the creation of a sustainable future.									
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Manesh D Madeka, Managing Director along with 2 whole time directors								
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, The ESG Committee at Rolex Rings Limited was reconstituted by the Board on February 7, 2023. As part of this reformation, the scope of Corporate Social Responsibility (CSR) has been expanded, and it is now integrated within the ESG committee's purview.								
		Mr. Manesh D Madeka, MD is a part of the committee for oversight on sustainability-related issues.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	By the Director of the Board									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Regularly as and when required and amendments as per regulatory and law changes by the Director									Annually								

	P1	P2	P3	P4	P5	P6	P7	P8	P9
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11 Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.*	No	Yes*	Yes*	No	No	Yes	No	No	No
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* Agency who conducted evaluation for ISO 9001:2015; IATF 16949:2016; ISO 45001:2018; ISO 14001:2015 – TUV Nord

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	3	<p>Corporate Governance and ESG Proper Identification and Application of Human Skills Case Studies and Analysis on working style of successful of CEOs</p> <p>Impact: Imparting training to the Board of Directors on ESG principles, the application of human skills, and leadership case studies can have a profound impact on the organization's sustainability, culture, and decision-making. By gaining knowledge on ESG factors and leadership skills, directors can effectively integrate sustainability considerations into strategic planning, leading to responsible and forward-thinking decisions.</p>	71.43%
Key Managerial Personnel	8	<p>Cyber Security Disciplinary Action Procedures (Behavioural)</p> <p>Impact: Providing cyber security and behavioural training to key management staff have a substantial impact on the organization's overall security and employee effectiveness. Key management staff can effectively minimise risks and protect the organization's digital assets by increasing their expertise of cyber dangers, best practises for data security, and social engineering tactics.</p>	81%
Employees other than BoD and KMPs	37	<p>Technical (Skill Upgradation Trainings) Behavioural (Disciplinary Action Procedures) Cyber Security</p> <p>Impact: Imparting training to employees on cyber security, skill upgradation, and behavioural trainings have a significant impact on the organization's overall security, productivity, and employee engagement.</p>	80%

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Workers	88	Technical (Skill Upgradation Trainings) Behavioural (Disciplinary Action Procedures) Impact: Imparting training to workers on skill upgradation and behavioural trainings can lead to improved job performance, increased adaptability, and a positive work environment.	87%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format

Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine					
Settlement			NIL		
Compounding fee					

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment				
Punishment			NIL	

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

At Rolex Rings Limited, we adhere to a strict principle of upholding integrity at all times. Our commitment extends to full compliance with local regulations and laws in every country where we conduct business, and we firmly reject any form of corruption. Our company’s Code of Ethics enforces a zero-tolerance policy towards corruption and emphasizes the importance of adhering to both legal requirements and our own business principles.

Web Link: <https://www.rolexrings.com/policies/>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

	FY 2022-2023 (Current Financial Year)		FY 2021-2022 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable

PRINCIPLE 2

Businesses Should Provide Goods and Services In A Manner That Is Sustainable And Safe

Essential Indicators

- 1 Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	Nil	Nil	N.A.
Capex	1.01%	0.95%	Installed and setting up a Water Treatment plant to increase the efficiency in the water usage in the production process Recycling capacity of 50 KLD & 75 KLD from to STPs.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

No.

Recognizing the importance of environmental stewardship, we aim to prioritize suppliers and partners who share our values and actively engage in sustainable practices.

- b. If yes, what percentage of inputs were sourced sustainably?

Not applicable

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

E-waste and plastics not applicable. Hazardous waste generated like empty Barrels, Used oil, Oily sludge & Oily Cotton Waste is either reused or stored in a Hazardous storage room. It is finally disposed off through authorised vendor.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not applicable

PRINCIPLE 3

Businesses Should Respect And Promote The Well-Being Of All Employees, Including Those In Their Value Chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number ©	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	90	90	100%	90	100%	-	-	-	-	-	-
Female	0	-	-	-	-	-	-	-	-	-	-
Total	90	90	100%	90	100%	-	-	-	-	-	-
Other than Permanent employees											
Male											
Female											
Total											

- b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number ©	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	1701	1701	100%	1701	100%	-	-	-	-	-	-
Female	0	-	-	-	-	-	-	-	-	-	-
Total	1701	1701	100%	1701	100%	-	-	-	-	-	-
Other than Permanent workers											
Male	704	704	100%	0	0	-	-	-	-	-	-
Female	0	0	0	0	0	-	-	-	-	-	-
Total	704	704	100%	0	0	-	-	-	-	-	-

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

Benefits	FY 2022-2023 Current Financial Year			FY 2021-2022 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	-	-	-	-	-	-
Others – Please Specify EDLI Benefits	100%	100%	N.A.	100%	100%	N.A.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

No.

At Rolex Rings Limited, we are committed to providing employee and worker satisfaction and making the workplace accessible and safe for everyone including persons with disabilities. We believe in providing equal opportunity to every employee and worker. We have practices in place to support any person with disabilities to carry out their work without any inconvenience. Persons with disabilities at our premises do not have to wait in the queue either to enter or exit the gate and at the Canteen area.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

No

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	-	-	-	-
Female	-	-	-	-
Total	-	-	-	-

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Yes. "We will respect them as individuals in the belief that all employees want to do a good job, and it is our responsibility as leaders to provide the environment, processes and motivation to enable them to fulfill their potential." An employee or a worker can redress grievances through following mechanisms:

- Report directly to Head of Department
- Report to Human Resource Department
- Open Door policy
- Email and direct communication through mobile number provided
- Whistle Blower policy

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Applicable
Other than Permanent Workers	Applicable
Permanent Employees	Applicable
Other than Permanent Employees	Applicable

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association (s) or Union(D)	% (D / C)
Total Permanent Employees	NIL			NIL		
- Male						
- Female						
Total Permanent Workers						
- Male						
- Female						

8. Details of training given to employees and workers:

Category	FY 2022-2023 (Current Financial Year)					FY 2021-2022 (Previous Financial Year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No.(B)	% (B/A)	No.(C)	% (C/A)		No.(E)	% (E/D)	No.(F)	% (F/D)
Employees										
Male	90	72	80.90%	85	95.50%	100	74	74.00%	78	78.00%
Female	0	0	-	0	-	0	0	-	0	-
Total	90	72	80.90%	85	95.50%	100	74	74.00%	78	78.00%
Workers										
Male	2405	1933	80.37%	2405	100.0%	2571	1687	65.61%	2343	91.13%
Female	0	0	-	0	-	0	0	-	0	-
Total	2405	1933	80.37%	2405	100.0%	2571	1687	65.61%	2343	91.13%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	90	90	100%	100	100	100%
Female	0	0	0	0	0	0
Total	90	90	100%	100	100	100%
Workers						
Male	1701	1701	100%	1863	1863	100%
Female	0	0	0	0	0	0
Total	1701	1701	100%	1863	1863	100%

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes

The company has occupational health and safety management systems and procedures as per ISO 45001:2018. Also, the company is following the Rules and Regulations prescribed by the Government to ensure health and safety. We regularly monitor safety standards on shop floors.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The entity employs systematic processes to identify work-related hazards and assess risks on both routine and non-routine basis. This includes conducting daily checks on safety parameters, such as equipment functionality and environmental conditions, to promptly identify and mitigate potential hazards. Additionally, the entity ensures the availability and proper use of Personal Protective Equipment (PPE) kits to minimize risks to worker safety. Hazard risks are assessed through comprehensive evaluations that take into account the nature of the work, potential exposure, and applicable regulations. The entity is committed to complying with Occupational Health and Safety (OHS) system requirements and maintains records of hazard identification, risk assessments, and corresponding control measures to demonstrate its commitment to safety and regulatory compliance.

- c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	11	18
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

We are compliant to the Rules and Regulations of ISO 14001:2015 & ISO 45001:2018 Standards. Additionally, we are regularly monitoring during site safety assessments on shop floor. This includes conducting daily checks on safety parameters, such as equipment functionality and environmental conditions, to promptly identify and mitigate potential hazards.

13. Number of Complaints on the following made by employees and workers:

Category	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	75%
Working Conditions	75%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

No major/critical incident.

We have a well-defined mechanism and framework as per safety standards and regularly monitor adherence to protocols and safety standards.

Leadership Indicators

- 1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) B) Workers (Y/N) Y

PRINCIPLE 4

Businesses Should Respect The Interests Of And Be Responsive To All Its Stakeholders

Essential Indicators

- 1. Describe the processes for identifying key stakeholder groups of the entity.

The company has identified stakeholder by recognizing the various individuals and entities that have a significant influence or interest in the organization’s activities and outcomes. In this regard, the organization acknowledges the importance of customer relationships, as they have played a pivotal role in fostering its growth. Suppliers are also identified as critical stakeholders due to their support in ensuring the efficient functioning of operations and the timely delivery of goods and services. The organization recognizes that employees and workers are instrumental to its growth and success, making them essential stakeholders whose well-being and engagement are prioritized. Additionally, the organization acknowledges the significance of government support in facilitating industry growth and shaping regulatory frameworks. By identifying and engaging with these stakeholders, the organization aims to foster mutually beneficial relationships, meet expectations, and drive sustainable growth.

List of identified stakeholders:

- 1. Employees
- 2. Shareholders & lenders
- 3. Customers
- 4. Suppliers
- 5. Government and regulatory bodies

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Personal Visits, Emails and Virtual Meetings	On Regular Basis	The purpose of engaging with employees is to enhance work efficiency by fostering open communication, addressing challenges, and providing necessary resources and support. The scope of this engagement encompasses implementing effective strategies, promoting collaboration, and continuously evaluating and optimizing processes to achieve improved productivity and performance.
Shareholders, Lenders	No	Personal Visits, Emails and Virtual Meetings	On Regular Basis	The purpose of engaging with shareholders and lenders is to secure financial assistance at favourable interest rates while also addressing company concerns and providing updates on its progress and developments. This engagement serves to strengthen the relationship between the company and its shareholders, ensuring mutual understanding and support for the organization's financial needs and objectives.
Customers	No	Personal Visits, Emails and Virtual Meetings	On Regular Basis	The purpose of engaging with customers is to ensure quality satisfaction by understanding their needs, preferences, and feedback, and continuously improving products or services to meet or exceed their expectations. The scope of this engagement involves building strong customer relationships, delivering exceptional experiences, and implementing measures to measure and enhance customer satisfaction, loyalty, and retention.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers	No	Personal Visits, Emails, and Virtual Meetings	On Regular Basis	The purpose of engaging with suppliers is to achieve better yield, secure high-quality raw materials, and improve the overall quality of products. This engagement involves collaborating closely with suppliers to optimize production processes, enhance the sourcing of materials, and implement quality control measures to ensure consistent and superior product outcomes.
Government and Regulatory Bodies	No	Personal Visits, Emails and Virtual Meetings	On Regular Basis	The purpose of engaging with government and regulatory bodies is to foster better and seamless business opportunities by establishing transparent communication channels, addressing compliance requirements, and seeking favourable policies that promote business growth and innovation.

PRINCIPLE 5

Businesses Should Respect and Promote Human Rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Total (A)	No. employees workers covered (B)	% (B / A)	Total (C)	No. employees workers covered (D)	% (D / C)
Employees						
Permanent	90	57	63.33%	100	51	51.00%
Other than permanent	0	0	0	0	0	0
Total Employees	90	57	63.33%	100	51	51.00%
Workers						
Permanent	1701	1448	85.12%	1863	1378	73.96%
Other than permanent	704	0	0%	708	0	0
Total Workers	2405	1448	59.22%	2571	1378	53.59%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-2023 (Current Financial Year)					FY 2021-2022 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No.(B)	% (B/A)	No.(C)	% (C/A)		No.(E)	% (E/D)	No.(F)	% (F/D)
Employees										
Permanent	90	0	0	90	100%	100	0	0	100	100%
Male	90	0	0	90	100%	100	0	0	100	100%
Female	0	N.A.	-	N.A.	-	0	N.A.	-	N.A.	-
Other than permanent	0	N.A.	-	N.A.	-	0	N.A.	-	N.A.	-
Male	0	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.
Female	0	N.A.	-	N.A.	-	N.A.	-	N.A.	-	N.A.
Workers										
Permanent	1701	0	0	1701	100%	1863	0	0	1863	100%
Male	1701	0	0	1701	100%	1863	0	0	1863	100%
Female	0	N.A.	-	N.A.	-	0	N.A.	-	N.A.	-
Other than permanent	704	0	0	704	100%	708	0	0	708	100%
Male	704	0	0	704	100%	708	0	0	708	100%
Female	0	N.A.	-	N.A.	-	0	N.A.	-	N.A.	-

3. Details of remuneration/salary/wages, in the following format:

Gender	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
(BoD)	6	75,000	1	75,000
Key Managerial Personnel	2	6,00,000	-	-
Employees other than BoD and KMP	87	5,39,820	-	-
Workers	1701	1,66,085.4	-	-

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

No

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Rolex Rings acknowledges the crucial role that businesses can fulfil in safeguarding human rights for the long term, and the company is committed to upholding the principles human rights.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	0	0	0	0
Discrimination at workplace	0	0	0	0	0	0
Child Labour	0	0	0	0	0	0
Forced Labour/ Involuntary Labour	0	0	0	0	0	0
Wages	0	0	0	0	0	0
Other human rights related issues	0	0	0	0	0	0

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

At Rolex Rings Limited, we have implemented a whistle-blower policy at our organization, which serves to protect the interests of those who come forward with concerns or reports of misconduct. This policy ensures that individuals who file complaints or disclose information about wrongdoing are shielded from any adverse consequences. We value the courage and integrity of whistle-blowers and are committed to providing a safe and confidential environment for them to voice their concerns. By maintaining a strong whistle-blower policy, we promote transparency, ethical conduct, and accountability throughout our organization, fostering an atmosphere of trust and integrity.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

No

9. Assessments for the year:

	%age of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not applicable. No significant risks or concerns have arised during the assessments.

PRINCIPLE 6

Businesses Should Respect and Make Efforts To Protect And Restore The Environment

Essential Indicators

1. Details of total energy consumption (in Giga Joules) and energy intensity, in the following format:

Parameter	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Total electricity consumption (A) - In Giga Joules	2,76,050.06	2,89,905.24
Total fuel consumption (B)	54,679.47	49,427.68
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	3,30,729.53	3,39,332.93
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	2.76	3.32

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Ambica Associates

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	27,410	27,440
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	27,410	27,440
Total volume of water consumption (in kilolitres)	31,537	30,645
Water intensity per rupee of turnover (Water consumed / turnover)	2.63	3.00

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, Zero Liquid Discharge is implemented through the installation of Sewage Treatment Plants covering the industrial effluents and treatment of the same.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Nox	Parts per million by volume	11.28	10.21
Sox	Parts per million by volume	20.76	17.93
Particulate matter (PM)	Microgram per cubic metre	61.62	59.62
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others- please specify	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	3,027.22	2,942.97
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	53,426.90	55,960.83
Total Scope 1 and Scope 2 emissions per rupee of turnover	-	4.71	5.76

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes,

The company is installed renewal energy projects such as

- (1) Wind Mill Installed Capacity: 8.75 MW
- (2) Solar Rooftop installed capacity: 1.6 MW
- (3) Solar Ground mount installed capacity: 4.0 MW
- (4) Solar capacity to be installed on or before December 2023: 11.5 MW

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	-	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-

Parameter	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Other Hazardous waste. Please specify, if any. (G)		
Empty Barrels	0.51	0.47
Used Oil	2.03	2.09
Oily Sludge	0.12	0.14
Oily Cotton	0.48	0.55
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	-	-
Total (A+B + C + D + E + F + G + H)	3.13	3.25
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	2.44	2.47
(iii) Other recovery operations	-	-
Total	2.44	2.47
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations Third party vendor	0.69	0.78
Total	0.69	0.78

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

We have well-defined Operational Control Procedures for waste management. Waste generated is categorised, handled and stored as per environment and safety standards. Waste is re-used in the production process as per their application use and we are in the process of tying up with an authorised third-party vendor to dispose of all types of waste.

The company ensures the segregation of hazardous waste and proper storage, handling and disposal of such hazardous waste. Hazardous waste generated is either reused or stored in a Hazardous storage room. Empty barrels are reused for captive use and used oil waste is reused as a lubricant in plant and machinery.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not applicable			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NIL					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act, and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties /action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable				

Leadership Indicators

1. Provide break-up of the total energy consumed (in Giga Joules) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A) - In Giga Joules	38,597.16	41,190.45
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C) - In Giga Joules	38,597.16	41,190.45
From non-renewable sources		
Total electricity consumption (D) - In Giga Joules	2,37,452.91	2,48,714.79
Total fuel consumption (E)	54,679.47	49,427.68
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F) - In Giga Joules	2,92,132.38	2,98,142.47

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

PRINCIPLE 7

Businesses, When Engaging in Influencing Public and Regulatory Policy, Should Do So In A Manner That Is Responsible And Transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

6

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	CII	National
2	Association of Indian Forging Industries	National
3	ACMA	National
4	Rajkot Engineering Association	State
5	Rajkot Chamber of Commerce	State
6	Greater Rajkot Chamber of Commerce	State

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
NIL		

PRINCIPLE 8

Businesses Should Promote Inclusive Growth and Equitable Development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes /No)	Results communicated in public domain (Yes / No)	Relevant Web link
NIL					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NIL						

3. Describe the mechanisms to receive and redress grievances of the community.

Rolex Rings considers the community as an important stakeholder for inclusive growth. We have identified channels in place wherein a community person can reach our Environment safety team, Security team (contact details available at the gate) or the HR department. Speed dial number is disclosed at the Security gate to contact EHS team.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2022-2023 Current Financial Year	FY 2021-2022 Previous Financial Year
Directly sourced from MSMEs/ small producers	2.56%	3.18%
Sourced directly from within the district and neighbouring districts	4.35%	5.02%

PRINCIPLE 9

Businesses Should Engage With and Provide Value To Their Consumers In A Responsible Manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Long-term customer relationships have been our leading support in the sustainable growth of the Company. Rolex Rings Limited continues to foster the relationship by providing quality products and upholding the needs of our customers. We continuously thrive to improve our products by incorporating their feedback and concerns in our processes.

For feedback and complaints, customers can reach out to Rolex Rings Limited by email to Rolex Rings' QA team.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	NIL
Safe and responsible usage	NIL
Recycling and/or safe disposal	NIL

3. Number of consumer complaints in respect of the following:

	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	0	0	0	0
Advertising	0	0	0	0	0	0
Cyber-security	0	0	0	0	0	0
Delivery of essential services	0	0	0	0	0	0
Restrictive Trade Practices						
Unfair Trade Practices	0	0	0	0	0	0
Other	0	0	0	0	0	0

4. Details of instances of product recalls on account of safety issues:

S. No.	Number	Reasons for recall
Voluntary recalls	0	-
Forced recalls	0	-

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy?

(Yes/No) If available, provide a web-link of the policy.

Our organization has formulated a robust IT policy that governs the use of technology and information systems within our company. Policy weblink: <https://www.rolexrings.com/policies/>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not applicable

Management Discussion and Analysis

Global economic overview

According to the IMF's April 2023 World Economic Outlook report, the global economy will register a growth of 2.8% this year before climbing to 3.0% in 2024. The European Union's economy is projected to experience modest growth, driven by lower gas prices and improved consumer spending. The labour markets in the US, Europe, and other developed economies have been remarkably resilient, which has helped sustain a strong household spending.

However, it is getting harder for central banks to control inflation as it continues to remain persistently high in many countries, even as international food and energy prices have stabilised. To curb the spiralling rise inflation and achieve price stability, central banks around the world have responded with synchronised rate hikes and tightened monetary policies.

Outlook

Despite inflationary pressures, the global economy is supported by a robust labour market, increased domestic spending, an influx of foreign capital and a prudent response to the energy crisis in Europe.

Many emerging markets and economies (EMDEs) have already recovered, which has bolstered real incomes. An optimistic global outlook would also be determined by

the speed and effectiveness of fiscal and monetary policy actions implemented to boost economic expansion. The Central Banks have been tightening monetary policy, which is expected to curb sticky inflation and foster long-term growth.

Indian economic review

The Indian government has managed to maintain a favourable domestic policy environment and prioritise structural reforms, allowing the country's economy to remain resilient amid global challenges. The final advance estimates of the NSO indicate that India has registered a growth rate of 7.2% in the fiscal year 2022-23.

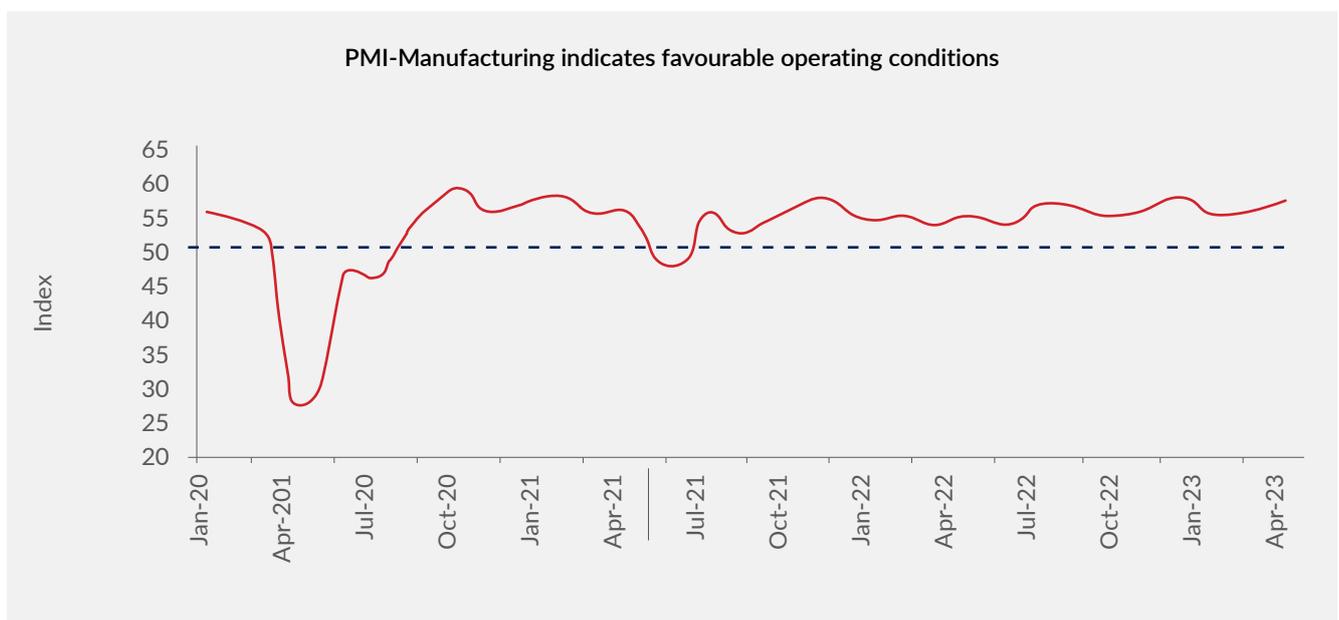
Additionally, the country's stable inflation rates, higher disposable income and continued investment in infrastructure development are expected to contribute positively to economic growth in the future.

India's exports exhibited robust performance in FY23, despite the slowdown in global demand. Several measures implemented after the pandemic facilitated India's exports to garner a larger global market share. The Production Linked Incentive (PLI) scheme, spurred a significant increase in the exports of electronic and industrial goods, positioning India as a manufacturing hub for global producers.

(Source: GSTIN, Finance ministry)

Upward trend in GST Collections

Robust Manufacturing Sector



(Source: RBI, IHS Markit)

Outlook

Despite global challenges, India's economic activity has remained robust due to a favourable domestic policy environment and the Government's continued emphasis on structural reforms

Stabilising inflation, narrowing current account deficit, improving consumer sentiments and a favourable policy environment are likely to aid the Indian economy..

Going forward, continued policy support, investment promotion, and sustainable growth across sectors will be the key to maintaining the positive trajectory and ensuring a resilient and inclusive economy.

Industry overview

Global bearings industry

The global bearings market has experienced significant growth in recent years, reaching a market size of USD 75.7 billion in 2022. It is projected to continue expanding and is estimated to reach USD 163.7 billion by the end of 2031, with a compound annual growth rate (CAGR) of 9.5% during the forecast period between 2023 and 2031. The automotive industry is the largest consumer of bearings, accounting for 25-30% of total demand, followed by industrial machinery (20-25%) and aerospace (10-15%). This growth can be attributed to the increasing demand for machinery and equipment across various sectors, influenced by economic growth, industrialisation, and technological advancements. The Asia-Pacific region is the largest market for bearings, accounting for approximately 45% of global demand, followed by North America and Europe¹.

Indian bearings industry

The Indian bearings market has experienced rapid growth in recent years, driven by increasing demand across various industries such as construction, automotive, and industrial machinery. The expansion of the automotive industry in India has contributed to the growing demand for bearings in the country. Additionally, the construction industry's growth has led to increased demand for bearings in construction machinery. The use of industrial machinery in several sectors has also fuelled the demand for industrial bearings in India. The bearings industry is witnessing technological advancements, with a focus on developing bearings that offer improved performance and reliability.

Moreover, the Indian government's initiatives such as 'Make in India' and 'Aatmanirbhar Bharat' aim to promote domestic manufacturing and reduce dependence on imports, which is likely to drive the demand for bearings in the manufacturing sector and contribute to market growth. The government's focus on domestic manufacturing has resulted in the establishment of manufacturing units in India, leading to increased demand for bearings in the Asia Pacific bearing

market. The growth of industries such as automobiles, aerospace, and defence, which are major users of bearings, can be attributed to these initiatives.

The introduction of high-capacity bearings is expected to further enhance market development. The railway and aerospace applications of bearings are expected to exhibit rapid growth in the coming years, driven by the increasing demand for small aircraft and railway construction in the country. Other major end-user applications of the bearings market include automotive machinery, construction machinery, agricultural machinery, and oilfield equipment.

The electric vehicle segment, in particular, is driving demand for bearings, while the industry's emerging needs for lighter, faster, and sustainable bearings are being met by new-generation products.

The bearings market in India is evolving to meet the requirements of different segments. Advanced bearings are equipped with sensors, enabling users to make data-driven decisions and further enhance operational efficiency. With these factors in play, the India bearings market is expected to witness significant growth in the coming years.

Global automotive sector

As semiconductor shortages eased in early 2023, overall vehicle sales exhibited an upward trend and is expected to reach 85.5 million shipments worldwide by the end of the year. As the automotive industry is slowly coming out of one of its most challenging periods in history, there is expectation of modest growth in new consumer and commercial vehicle sales over the next two years. It is projected that the global vehicle sales will exhibit a growth rate of 5.1% in 2023 and 3.3% in 2024. It is also projected that sales will surpass the 90 million mark in 2025².



(Source: ABI Research)

¹<https://www.astuteanalytica.com/industry-report/bearing-market>

²<https://www.abiresearch.com/blogs/2023/02/09/2023-automotive-industry/>

While the traditional automotive industry as a whole, faced challenges, the consumer Electric Vehicle (EV) market, including Plug-in Hybrid Electric Vehicles (PHEVs), has exhibited remarkable performance. In 2022, there were 10.7 million EV sales, and it is anticipated that EV shipments will grow at a year-on-year rate of 17.8%, reaching 12.7 million shipments by the end of 2023. This signifies that the consumer EV market in 2023 will be nearly four times larger than it was in 2020³.



(Source: ABI Research)

Indian automotive sector

The automotive sector in India plays a crucial role in driving economic growth. Despite the global challenges posed by the pandemic and geopolitical tensions, the Indian auto component industry experienced significant growth of 23% in 2022⁴.

In December 2022, India surpassed Japan to become the world's third-largest automotive market⁵. The country is also the largest manufacturer of two-wheelers and three-wheelers, the largest tractor manufacturer, the second-largest bus manufacturer, the third-largest heavy truck manufacturer, and the fourth-largest car manufacturer. With a market value of approximately \$222 billion, India's automotive sector accounts for 8% of total exports and 7.1% of GDP.⁶

The growth of the Indian automotive sector can be attributed to several factors. Firstly, there is strong and diversified demand, leading to the emergence of more auto component manufacturers. Secondly, the country has a robust engineering workforce, along with skilled and semi-skilled labour. Lastly, India has accessibility to high-end and precision engineering capabilities.

The automobile sector in India has made significant technological advancements in recent decades. With the introduction of new schemes and innovative technologies, the sector is undergoing expansion and transformation. These factors indicate a bright future for the Indian automobile sector, paving the way for smoother progress.

Indian forging industry

The Indian forging industry is widely acknowledged worldwide for its impressive technical capabilities like the abilities to forge various raw materials such as carbon steel, alloy steel, stainless steel, super-alloy, titanium, and aluminium tailoring it to the specific needs of different user industries.

Over the years, the Indian forging industry has transitioned from being labour-intensive to a capital-intensive sector. The industry has made significant investments in plant and machinery. However, the majority of the units fall under the small and very small categories, while a smaller percentage can be classified as large or very large. The industry provides direct employment to a substantial number of individuals. While smaller units rely more on manual labour, medium and large units are more mechanised. The industry has achieved significant improvements in quality standards, gaining a strong reputation for producing high-quality products that are recognised globally.

Currently, the auto sector holds the largest share of the total forging production, with the remaining portion attributed to the non-auto sector. The Indian forging industry is closely intertwined with the automotive sector, as forged components are essential to the Indian automobile industry. As a result, developments in the Indian automobile sector have a direct influence on the forging business. To meet market needs, the forging sector is constantly upgrading its technology and diversifying its product line, while also expanding its client base to global markets.

The Indian forging industry has achieved significant progress and now satisfies both domestic and international demand. It has emerged as a substantial exporter of forgings, meeting the outsourcing requirements of global automotive OEMs seeking cost-effective solutions. By leveraging this trend, the industry has played a vital role in driving the country's export growth.

Company overview

Rolex Rings Limited is among the leading manufacturers of forged and machined components in India. It is an ace development partner manufacturing high-quality, world-class, customised automotive components as well as bearing rings for a huge base of clientele spread across the globe. Their offerings include hot rolled forged and machined bearing rings, automotive components for various vehicle segments (including two-wheelers, passenger vehicles, commercial vehicles, off-highway vehicles, and electric vehicles), industrial machinery, wind turbines, railways, and more. The company serves both domestic and international customers, including top bearing manufacturing companies and tier-I suppliers to global auto Original Equipment Manufacturers (OEMs).

³<https://www.abiresearch.com/blogs/2023/02/09/2023-automotive-industry/>

⁴<https://www.fortuneindia.com/opinion/the-indian-auto-component-industry-from-resilience-to-resurgence/110918>

⁵<https://asia.nikkei.com/Business/Automobiles/India-tops-Japan-to-become-world-s-No.-3-auto-market>

⁶<https://www.investindia.gov.in/sector/automobile>

With over four decades of experience in precision engineering, the Company has gained expertise in manufacturing transmission components, engine components, chassis components, exhaust system components, and bearing rings.

Rolex Rings maintains an unwavering commitment to quality, emphasising technological advancements, customised solutions, and superior engineering capabilities. This dedication has fuelled its success as a prominent national player and sets the stage for its ambition to become a leading global player.

Opportunities

- **The ‘China plus one’ strategy:** With its favourable geographical location, vast market, skilled workforce supply, and competitive labour costs, India has become an attractive choice for international manufacturing companies seeking to diversify their production bases. This presents a significant opportunity for the Company to attract overseas orders and investments.
- **Industrial growth and OEM capex:** The Company stands to benefit from the upward trajectory of industrial activity and increased capital expenditure by original equipment

manufacturers (OEMs). Being a supplier of industrial bearing rings to key players in the bearing industry, the Company is well-positioned to capitalise on this trend and enhance its market share.

- **Localised sourcing advantage:** The increasing emphasis on localised sourcing by the government may provide various advantages to the Company, such as reduced transportation costs, improved quality control, and enhanced supply chain resilience. The Company has the opportunity to forge long term contracts with local suppliers and mitigate risks attached with an ambiguous global environment.

Threats

- The potential impact of market cyclicality and the dependence on the automotive sector can impact the Company’s profitability during downturns in the industry.
- External factors such as changes in regulations, political stability, and global economic conditions can present unforeseen challenges like supply chain disruptions and raw material shortages.

Risk management

Effective risk management is a crucial aspect of the Company’s operations, as it diligently monitors both the internal and external environment for potential hazards. By constantly staying vigilant, the Company can identify emerging risks and promptly implement appropriate measures to mitigate them. With a proactive approach to risk reduction, the Company strives to maintain a secure and resilient business environment.

Risk	Possible impact	Mitigation
Product risk	Low quality products could lead to significant reputational and financial losses for the Company.	Diversifying product development in non-automotive sector and even developing components for new edge auto’s.
Cybersecurity risk	Cyber-attacks could significantly damage the Company’s data management systems. This could lead to the stalling of the operations or leak of sensitive data.	Securing Database on cloud and sound back up system and Database Plan
Macro environment risk	The Company is vulnerable to an economic slowdown. Any downturns or recessions can significantly impact the demand for industrial and automotive components, hence, potentially impacting the Company’s operations.	Global recession may affect the level of operations at the same time company widened/ increase the new customer base in overseas and domestic market.
Human resource risk	The Company’s operations require skilled and semi-skilled workforce. Inability to find appropriate talent may impact the Company’s operations and product quality.	Company retains the efficient resources because of presence in engineering hub, availability of semi skilled workforce is not an issue.
Supply chain risk	Rolex Rings relies on a global supply chain to source its raw materials and components. Any disruptions to the supply chain, could lead to shortages of materials or components. This could lead to lost sales or higher costs.	Any disruptions in Global market affects the entire economy. But company is having sound domestic market too.

Human resources

The Company is committed to maintaining exceptional standards of workplace health and safety. As a responsible employer, it recognises the fundamental responsibility of safeguarding the well-being of its employees. It firmly believes that safety is both a right and a collective responsibility shared by all employees, and it aspires to foster a culture of safety. To this end, the company has established a comprehensive health, safety, and environment policy.

Q Kindly provide various initiatives taken in by the human resources in the last financial year?

No major/critical incident.

We have a well-defined mechanism and framework as per safety standards and regularly monitor adherence to protocols and safety standards.

Q Kindly highlight various certifications obtained by the Company pertaining to health and safety of its employees? ISO 14001:2015 & ISO 45001:2018 Standards

Employee count as on 31st March 2023: 2535 (which includes 90 Permanent employees, 1,701 Permanent workers and 744 Other than Permanent workers)

Operational performance

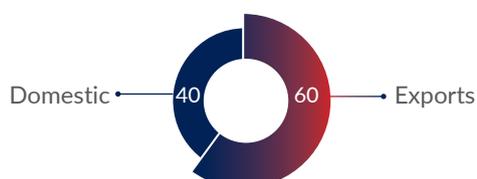
In FY23, the Company was awarded a new project from a well-known bearing manufacturer situated in the European Continents. This project involves the procurement of components designed particularly for electric passenger cars (EVs). Additionally, the Company has received an order for auto components from a leading Indian passenger vehicle manufacturer for their upcoming EV range.

In line with its commitment to excellence, the Company has already initiated the supply for several new projects that were won over the past few months. The Company foresees a gradual ramp-up in volume over the next few months to meet the growing demands of its customers.

The raw material (RM) costs and freight costs stabilised in the latter half of the financial year, allowing for greater predictability and effective planning. Looking ahead, the Company expects these costs to remain within a defined range, providing a more favourable cost structure for future operations.

Revenue from operations (excluding scrap sales and other operating income) -

% of total revenue



Outlook

In the upcoming years, it is anticipated that the automobile industry, the Hybrid Vehicle segment in particular, would grow at a rapid pace. The Company plans to expand its capabilities in the future to meet the rise in demand.

The Company is already supplying components for EV Hybrid vehicles and New customers has awarded the programs.

Internal control and their adequacy

The Company has in place a well-framed internal control system that authorises, records and reports transactions to safeguard assets and protect against loss from unauthorised use or disposition. The internal controls ensure reliability of data and financial information to maintain accountability of assets. They are supplemented by internal audits, management review and documented procedures and guidelines.

Financial performance

The Company's revenue increased by 17% from INR 10,217 million in FY22 to INR 11,983 million in FY23. EBITDA increased by 17% from INR 2,403 million in FY22 to INR 2,800 million in FY23. Profit after tax (PAT) displayed a growth of 50% and increased from INR 1,319 million in FY22 to INR 1,981 million in FY23. Moreover, the Company earned significant operational cash flow during FY23, which it utilised to significantly decrease its debt.

Particulars	FY 23 (INR in million)	FY 22 (INR in million)	YoY Change (%)
Revenue	11,982	10,217	17
EBITDA	2,800	2,403	17
PAT	1,981	1,319	50
Networth	7,430	5,448	36

- The Company's debt reduced to **INR 814.77 million** in FY 23 from INR 2228.52 million in FY22.

Key financial ratios

Sr. No.	Key Financial Ratios	FY 23 (INR in million)	FY 22 (INR in million)	YoY Change (%)
1	Current Ratio	2.66	1.59	67%
2	Debt-equity Ratio	0.11	0.41	-73%
3	Debt Service Coverage Ratio	1.20	1.08	12%
4	Return on Equity Ratio	31	29	5%
5	Inventory Turnover Ratio	2.32	2.14	8%
6	Trade Receivable Turnover Ratio	5.14	5.07	1%
7	Trade Payable Turnover Ratio	7.45	6.23	20%
8	Net Capital Turnover Ratio	4.44	9.14	-51%
9	Net Profit Ratio	16.53%	12.83%	29%
10	Return on Capital employed	29%	26%	12%

Cautionary statement

Certain statements made in this Management Discussion and Analysis Report may contain forward-looking statements which may be based on various assumptions about the company's current and future business strategies as well as the environment in which it operates. Due to risk and uncertainties, actual results could significantly or materially differ from those that were indicated or inferred. These risks and uncertainties include the influence of domestic and international economic and political situations, the volatility of interest rates and the stock market, new rules and government policies that may have an impact on enterprises, and the capability to carry out its goals.

Report on Corporate Governance

I. CORPORATE GOVERNANCE PHILOSOPHY:

Rolex Rings Limited (The Company) is committed to achieve & maintain highest standards of Corporate Governance practices. The Corporate Governance Philosophy is based on transparency, fiscal accountability, values & ethics, which forms integral part of Management's perception towards achievement of excellence, growth & Value creation.

Our Corporate Governance Practices reflects our ideology and responsibility. The Company is in compliance with all statutory requirements as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has taken all necessary steps to ensure that Rights of shareholders are protected as per requirements laid down under the provisions of the Companies Act, 2013 or other applicable regulations.

Rolex ensures timely & complete dissemination of data on all the matters which are required to be disclosed to public at large. The Company's website and Annual Report(s) contains detailed information regarding every aspect of Functioning, ownership, business and Governance practices of the company.

II. BOARD OF DIRECTORS:

Composition of Board

- (i) As on March 31, 2023, the Company has 07 (Seven) Directors. Out of Seven Directors, three are Executive Directors and four are Non-Executive & Independent Directors including one Woman Independent Director. The Board has 42.85% of its Directors as Executive Directors and 57.15% are Non-Executive & Independent Directors. The Composition of the Board is in conformity with Regulation 17(1) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 read with Section 149 and 152 of the Act. Details of composition are given at Annexure 1.
- (ii) None of the Directors on the Board:
 - Holds directorships in more than the limits prescribed under the Companies Act, 2013 and Listing Regulations;

- Serves as Director or as an Independent director in more than the limits prescribed under Listing Regulations and
- Who are the Executive Directors serves as Independent Directors in more than three listed entities.

None of the Directors holds any position in Committees of any other companies as on 31st March, 2023.

Confirmation from Independent Directors:

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Act along with rules framed thereunder in terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, they have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. Based on the declarations received from Independent Directors, the Board of Directors have confirmed that they meet the criteria of independence as laid down in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. Further all the independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Meetings of the Board:

In Financial Year 2022-23, the Board of Directors met 05 (Five) times on 23/05/2022, 05/08/2022, 17/08/2022, 09/11/2022 and 07/02/2023 and the gap between two meetings did not exceed 120 days.

Attendance of Directors in Board Meetings:

The name and categories of the Directors on the Board, their attendance at the Board Meetings held during the Financial Year 2022-23, the last Annual General Meeting was held on Thursday, September 22, 2022 and the number of Directorships and Committee Chairmanships/ Memberships held by each one of them in other Indian Public Limited Companies as on 31st March, 2023, are given below:

Annexure 1: Composition of the Board of Directors etc. for the year 2022-23

Name of Director	Category	Attendance Particulars			No. of Directorships and Committee Membership/ Chairmanships in Indian Companies as on March 31, 2023			Directorship in other listed entity
		Number of Board Meetings		Last AGM attended	No. of Directorship held in Indian Companies including the company	Committee Membership held in Indian Public Ltd. Companies including the company	Committee Chairmanships held in Indian Public Ltd. Companies including the company	
		Held	Attended					
Mr. Manesh Dayashankar Madeka (Chairman and Managing Director) DIN: 01629788	Executive	05	05	Yes	01	03	02	--
Mr. Bhautik Dayashankar Madeka (Wholetime Director) DIN: 01761543	Executive	05	05	Yes	01	02	00	--
Mr. Mihir Rupeshkumar Madeka (Wholetime Director) DIN: 01778561	Executive	05	05	Yes	01	01	00	--
Mr. Pravinchandra Ratilal Dholakia (Independent Director) DIN: 00844014	Non-Executive	05	04	Yes	01	02	01	--
Mr. Dipesh Dhirajlal Kundaliya (Independent Director) DIN: 08035547	Non-Executive	05	03	Yes	01	03	01	--
Ms. Jignasa Pravinchandra Mehta (Independent Director) DIN: 08035567	Non-Executive	05	04	Yes	01	03	00	--
Mr. Ashit Ravishankar Vankani (Independent Director) DIN: 08988523	Non-Executive	05	05	Yes	01	03	01	--

Meeting of Independent Director:

During the Financial Year 2022-23, 01 (One) meeting of Independent Director was held on 07th February, 2023 in compliance with Regulation 25 of the Listing Regulations read with Section 149 of the Act and Schedule IV of the Act, without presence of Non-Independent Directors and members of the management and All the Independent Directors were present in such meeting.

CHART/MATRIX OF SETTING OUT THE SKILLS/ EXPERIENCES/ COMPETENCIES OF THE BOARD OF DIRECTORS:

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

that are basically required for effective functioning of the company;

Sr. No.	Skill Areas
1	Strategic Thinking, Planning and management
2	Entrepreneurial and Leadership Skills
3	Marketing
4	Accounting, Legal and Financial Management expertise
5	Automobile Industry Experience
6	Board Service, Governance and Regulatory Compliance

The Directors are appointed are from diversified backgrounds and possess skills as required in the Industry:

Name of Directors	Strategic Thinking, Planning and Management	Entrepreneurial and Leadership Skills	Marketing	Accounting, Legal and Financial Management Expertise	Automobile Industry Experience	Board Service, Governance and Regulatory Compliances
Mr. Manesh D Madeka	✓	✓	✓	✓	✓	✓
Mr. Bhautik D Madeka	✓	✓	✓	✓	✓	✓
Mr. Mihir R Madeka	✓	✓	✓	✓	✓	✓
Mr. Pravinchandra R Dholakia	✓	-	-	✓	✓	✓
Mr. Dipesh D Kundaliya	✓	-	-	✓	-	✓
Ms. Jignasa P Mehta	✓	-	-	✓	-	✓
Mr. Ashit R Vankani	✓	-	-	✓	✓	✓

FAMILIARISATION PROGRAMME FOR BOARD MEMBERS:

The Board familiarisation programme consists of detailed induction for all new independent Directors when they join the Board of Directors of the Company and ongoing sessions on business strategy, operational and functional matters.

The exhaustive induction for independent directors enables them to be familiarised with the company. During the Board Meetings, discussion on business strategy, operational and functional matters provides good insights over the business of the company. The Company also arranges for their visit to Company's Plant to enable them to get basic understanding of the processes.

The policy on Familiarisation Programme for Independent Directors is hosted on the website of the company at the link <https://www.rolexrings.com/policies>

DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE:

Following is the list of Directors along with their Relationships inter-se:

Sr. No.	Name of Director	Relationship Inter-se
1	Mr. Manesh D Madeka Chairman & Managing Director	Brother of Mr. Bhautik D Madeka, Whole time Director Uncle of Mr. Mihir R Madeka, Whole time Director
2	Mr. Bhautik D Madeka Whole Time Director	Brother of Mr. Manesh D Madeka, Chairman & Managing Director Uncle of Mr. Mihir R Madeka, Whole time Director
3	Mr. Mihir R Madeka Whole Time Director	Nephew of Mr. Manesh D Madeka, Chairman & Managing Director Nephew of Mr. Bhautik D Madeka, Whole time Director
4	Mr. Pravinchandra R Dholakia Non-Executive Independent Director	Independent by Nature and holding no pecuniary relationship with promoters
5	Mr. Dipesh D Kundaliya Non-Executive Independent Director	Independent by Nature and holding no pecuniary relationship with promoters
6	Ms. Jignasa P Mehta Non-Executive Independent Director	Independent by Nature and holding no pecuniary relationship with promoters
7	Mr. Ashit R Vankani Non-Executive Independent Director	Independent by Nature and holding no pecuniary relationship with promoters

RESIGNATION OF INDEPENDENT DIRECTORS:

During the year under report, No Independent Directors had resigned. However after closure of Financial Year, Mr. Dipesh Kundaliya had resigned as Independent Director from the Board of the company.

DETAILS OF EQUITY SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS AS ON 31ST MARCH, 2023:

As on 31st March, 2023, none of the Non-Executive Directors of the company were holding any Equity shares or Convertible Instruments as on 31st March, 2023.

III. COMMITTEES OF THE BOARD:

As on 31st March, 2023, the Company had 05 (Five) committees as mentioned here in under:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

i. AUDIT COMMITTEE:

The Company has constituted Audit Committee in line with provisions of Regulation 18 of the Listing Regulations and Section 177 of the Act.

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

All the members of Audit Committee possess accounting, economic, legal and financial management expertise.

The previous Annual General Meeting of the company was held on 22nd September, 2022 and was attended by Mr. Pravinchandra Dholakia, Chairman – Audit Committee.

The meetings of the Audit Committee are also attended by the Chairman & Managing Director, Executive Directors, Chief Financial Officer, Statutory Auditors and other Management representatives as special invitees as and when required.

The Company Secretary acts as Secretary to the Audit Committee.

Mr. Pravinchandra R Dholakia, is the Chairman of Audit Committee. The other members include Ms. Jignasa P Mehta – Independent Director, Mr. Dipesh Kundaliya – Independent Director, Mr. Ashit R Vankani – Independent Director, Mr. Manesh D Madeka – Chairman & Managing Director.

The primary role/responsibility of the Audit Committee is:

- a) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommending to the Board, the appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor and fixation of audit fee;
- c) Reviewing and monitoring the auditor's independence and performance and the effectiveness of audit process;
- d) Approving payments to the statutory auditors for any other services rendered by statutory auditors;
- e) Reviewing, the financial statements and Auditors Report thereon before submission to the Board for approval and
- f) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval/ the statement of deviation of funds/ Approval or any subsequent modification of transactions of the company with related parties.

The detailed terms of reference pursuant to the provisions of Listing Regulations and in accordance with the Act are placed on the website of the company.

Number of Audit Committee Meetings and Attendance thereto has been tabled here in under:

Audit Committee Meetings

Name of Members	Committee Meeting dates						Held during the year	Attended
	1 25 th April, 2022	2 23 rd May, 2022	3 05 th August, 2022	4 17 th August, 2022	5 09 th November, 2022	6 07 th February, 2023		
Mr. Pravinchandra R Dholakia	✓	✓	✓	✓	✓	✓	06	06
Ms. Jignasa P Mehta	✓	✓	✓	✓	✓	✓	06	06
Mr. Ashit R Vankani	NA	✓	✓	✓	✓	✓	06	06
Mr. Dipesh D Kundaliya	✓	NA	NA	NA	✓	✓	06	03
Mr. Manesh D Madeka	NA	✓	✓	✓	✓	✓	06	05

✓ Attended, NA: Not Attended

ii. NOMINATION & REMUNERATION COMMITTEE:

The Company has constituted Nomination and Remuneration Committee in line with the provisions of Regulation 19 of the listing regulations and Section 178 of the Act.

Mr. Dipesh D Kundaliya, is the Chairman of the Committee. The other members include Mr. Ashit R Vankani – Independent Director and Ms. Jignasa P Mehta – Independent Director.

The primary Role/Responsibility of Nomination & Remuneration Committee are:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- b) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to Board a policy relating to the remuneration of Directors, Key Managerial Personnel and senior management personnel;
- c) To ensure that the level and composition of remuneration is in line with the industry benchmark, sufficient to attract and retain right talent, at all levels and keep them motivated enough to meet the organizational objectives;
- d) To ensure that a reasonable balance is maintained in terms of composition of remuneration;
- e) To have performance measurement parameters in place to assess the overall performance of Directors, Key Managerial Personnel, Members of Senior Management.
- f) To develop a succession plan for the Board and to regularly review the plan.

Performance Evaluation Criteria for Directors:

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communicate inter se with Board members, effective participation, compliance with Code of Conduct etc. which is compliance with applicable laws, regulations and guidelines.

Number of Nomination & Remuneration Committee Meeting and Attendance thereto has been tabled here in under:

Nomination & Remuneration Committee Meeting

Name of Members	Date of Meeting	Held during the year	Attended
	09 th November, 2022		
Mr. Dipesh D Kundaliya	✓	01	01
Ms. Jignasa P Mehta	✓	01	01
Mr. Ashit R Vankani	✓	01	01

✓ Attended, NA: Not Attended

iii. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company has constituted Corporate Social Responsibility Committee in line with the provisions of Section 135 of the Act.

Mr. Manesh D Madeka, Chairman & Managing Director, is Chairman of the Committee. The other members of the Committee include Mr. Mihir R Madeka – Whole time Director and Mr. Dipesh D Kundaliya, Independent Director.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of CSR policy.

The primary role/responsibilities of the CSR Committee are:

- a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;
- b) To review and recommend the amount of expenditure to be incurred as CSR;
- c) To monitor the Corporate Social Responsibility Policy of the company and its implementation from time to time;
- d) Create transparent monitoring mechanism for implementation of CSR initiatives in India;

The CSR policy of the company including terms of reference is disclosed on the Company's website at the link <https://www.rolexrings.com/wp-content/uploads/2021/04/CSR-Policy.pdf>

Number of Corporate Social Responsibility Committee Meetings and Attendance thereto has been tabled here in under:

Corporate Social Responsibility Committee Meetings

Name of Members	Committee Meeting dates				Held during the year	Attended
	1	2	3	4		
	23 rd May, 2022	17 th August, 2022	09 th November, 2022	07 th February, 2023		
Mr. Manesh D Madeka	✓	✓	✓	✓	04	04
Mr. Mihir R Madeka	✓	✓	✓	✓	04	04
Mr. Dipesh D Kundaliya	✓	✓	✓	✓	04	04

✓ Attended, NA: Not Attended

iv. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company had constituted Stakeholders Relationship Committee in line with provisions of Regulation 20 of the Listing Regulations and Section 178 of the Act.

Mr. Ashit R Vankani – Independent Director is the Chairman of the Stakeholders Relationship Committee. The other members include Mr. Manesh D Madeka – Chairman & Managing Director and Mr. Bhautik D Madeka – Whole time Director.

The primary role/responsibilities of the Stakeholders Relationship Committee are:

- a) To Consider and look into various aspects of interest of shareholders, debenture holders and other security holders;
- b) To resolve the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividend, issue of new/duplicate certificates, general meetings, etc.
- c) Review of measures taken for effective exercise of voting rights by shareholders;
- d) Review of adherence to service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- e) Review of various measures and initiatives taken by the Company for reducing quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company;

The details of the Investor Complaints and contact details so as to provide assistance to shareholders of the company is mentioned below:

Number and nature of complaints received and redressed during the year 2022-23:

Nature of Complaint	No. of complaints received	No. of Complaints redressed	No. of complaints pending as on 31 st March, 2023
Non-receipt of Refund for IPO	20	20	--
Regarding IPO Mandates	00	00	--
Total	20	20	--

The company has also designated the e-mail id: compliance@rolexrings.com exclusively for providing investor servicing.

Number of Stakeholders Relationship Committee Meetings and Attendance thereto has been tabled here in under:

Stakeholders' Relationship Committee Meeting

Name of Members	Date of Meeting		Held during the year	Attended
	10 th April, 2022	10 th July, 2022		
Mr. Ashit R Vankani	✓	✓	02	02
Ms. Manesh D Madeka	✓	✓	02	02
Mr. Bhautik D Madeka	✓	✓	02	02

✓ Attended, NA: Not Attended

v. RISK MANAGEMENT COMMITTEE:

The Company had constituted Risk Management Committee in line with provisions of Regulation 21 of the Listing Regulations.

Mr. Manesh Dayashankar Madeka – Chairman & Managing Director is Chairman of the Committee. The other members include Mr. Bhautik D Madeka – Whole time Director, Mr. Pravinchandra R Dholakia – Independent Director and Ms. Jignasa P Mehta – Independent Director.

The primary role/responsibilities of the Committee are:

- To formulate a detailed risk management policy and a business continuity plan;
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with business of company;
- To monitor and oversee implementation of risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about nature and content of its discussions, recommendations and actions to be taken;

Number of Risk Management Committee Meetings and Attendance thereto has been tabled here in under:

Change it to Risk Management Committee Meeting

Name of Members	Date of Meeting		Held during the year	Attended
	17 th August, 2022	07 th February, 2023		
Mr. Pravinchandra R Dholakia	NA	✓	02	01
Ms. Jignasa Mehta	✓	✓	02	02
Mr. Manesh Madeka	✓	✓	02	02
Mr. Bhautik Madeka	✓	✓	02	02

✓ Attended, NA: Not Attended

IV REMUNERATION OF DIRECTORS:

Information on remuneration of Directors for the year ended March 31, 2023 is given below in **Annexure 3**:

Annexure 3: Remuneration paid or payable to Directors for the year ended March 31, 2023 and relationships of the Directors inter-se:

Name of Director	Relationship of the Directors inter-se	Sitting Fees	Salary and perquisites	Provident Fund and Superannuation Fund	Commission	Total
Manesh D Madeka Chairman & Managing Director	Brother of Mr. Bhautik D Madeka (Wholetime Director)	NA	INR 96,00,000/-	--	--	INR 96,00,000/-
Bhautik D Madeka	Brother of Mr. Manesh D Madeka (Chairman & Managing Director)	NA	INR 93,60,000/-	--	--	INR 93,60,000/-
Mihir R Madeka	Nephew of Mr. Manesh D Madeka and Mr. Bhautik D Madeka	NA	INR 84,00,000/-	--	--	INR 84,00,000/-
Pravinchandra R Dholakia	None	INR 60,000/-	--	--	--	INR 60,000/-
Jignasa P Mehta	None	INR 75,000/-	--	--	--	INR 75,000/-
Dipesh D Kundaliya	None	INR 75,000/-	--	--	--	INR 75,000/-
Ashit R Vankani	None	INR 70,000/-	--	--	--	INR 70,000/-

There are no pecuniary relationships or transactions of the Non-Executive Directors/ Independent Directors vis-à-vis the company.

V GENERAL BODY MEETINGS:

Annual General Meetings:

Date, Time and venue for the last 3 (Three) Annual General Meetings are given in Annexure below:

Annexure: Details of last three Annual General Meetings:

Financial Year	Date	Time	Venue	Special Resolutions passed
2021-22	Thursday, 22 nd September, 2022	12:00 PM	Other Audio Visual Means ('OAVM')	No
2020-21	Monday, 26 th July, 2021	11:00 AM	Registered Office of the Company	No
2019-20	Wednesday, 30 th December, 2020	11:00 AM	Registered Office of the Company	No

No Extra Ordinary General Meetings were held during the Financial Year 2022-23.

Postal Ballot

No Resolution was passed through postal ballot during the year 2022-23.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing of Special Resolution conducted through Postal Ballot.

VI OTHER DISCLOSURES:

a) Related Party Transactions:

All the transactions entered into by and between the Company and related parties during the financial year were in the ordinary course of business. The same were approved by Audit Committee. The Board has approved policy for related party transactions which has been uploaded on the Company's website at <https://www.rolexrings.com/policies>

None of the transactions with any of the related parties were in conflict with the interest of the company.

b) Details of Non-Compliance:

Since the day from when the company got listed on both the stock exchanges, there were no instances of non-compliance or penalty which were imposed on the company by Stock Exchanges or SEBI or any other statutory authority or any other matter related to capital markets.

c) Whistle Blower Policy

The Company promotes ethical behaviour across all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has adopted a Whistle Blower Policy and has established necessary Vigil Mechanism for Employees and Directors to report concerns about unethical behaviour. The Whistle Blower Policy complies with the requirements of Vigil Mechanism as stipulated under Section 177(9) of the Act. The policy comprehensively provides for an opportunity to every Employee and Director to report instances of unethical behaviour, actual or suspected fraud or any violation of the Code of Conduct and/or laws applicable to the company and seek redressal. The policy has been disclosed on the Company's website at <https://www.rolexrings.com/policies>.

d) CEO/MD and CFO Certification:

The Chairman & Managing Director and the Chief Financial Officer of the company give annual certifications on financial reporting and internal controls to the Board in terms of Regulation 17 read with Part B of Schedule II of Listing Regulations. The said certificate is annexed and forms part of the Annual Report.

e) Certificate from Practising Company Secretaries:

The Company has obtained a Certificate from the Practising Company Secretaries stating that none of the Directors on the Board of the company have been debarred from being appointed or continuing as Directors of the companies by Ministry of Corporate Affairs.

f) Details of total fees paid to Statutory Auditors:

The details of total fees for all services paid by the company to the Statutory Auditors is as follows:

Sr. No.	Name of the Firm	Amount in millions
1	S R B C & Co. LLP	INR 2.60 millions

g) Compliance with Mandatory and Non-Mandatory Requirements:

The Company has complied with applicable mandatory requirements of Listing Regulations and certain discretionary requirements by the Board of the company.

h) Disclosure on policy of Material Subsidiaries:

The Company is having no Material Subsidiaries as on 31st March, 2023

i) Disclosure of Commodity price risk and commodity hedging activities:

Your company has large portion of its customer base in Europe, North America, Thailand, etc. and consequently we are exposed to foreign exchange risk through our sales in these countries. The Company in order to curb forex risk have implied natural hedge against all the export sales in form of working capital.

j) Details of utilization of funds of Preferential Allotment/ QIPs:

During the year under report, no funds were raised through Preferential Allotment/QIPs.

The Details of utilization of funds is already provided in Board Report.

k) Certificate from Company Secretary in Practice regarding non-debarment and non-disqualification of Directors:

A certificate from MJP Associates, Practising Company Secretaries, Rajkot certifies 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 SEBI/ Ministry of Corporate Affairs or any such statutory authority, is attached as Annexure G to this Report.

l) Acceptance of Recommendation of Board Committees:

During the Financial Year 2022-23, there was no recommendation of any Committee of the Board of the Company which is mandatorily required and not accepted by the Board of the Company.

m) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is not having any Women employee as on 31st March, 2023 and therefore no disclosure was required to be made under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

n) Disclosure of Loans and Advances by the Company and its subsidiaries to the firms/ companies in which directors are interested by name and amount:

During the Financial Year 2022-23, there were no loans/ advances provided by the Company to the firms/companies in which directors of the company are interested.

VII MEANS OF COMMUNICATION:

The Company puts-forth vital information about the company and its performance, including quarterly results and the data is updated regularly on website of the company www.rolexrings.com for benefit of the public at large.

During the year, the quarterly, half-yearly and annual results of the Company's performance have been published in leading newspapers such as Financial Express- English and Gujarati editions and all the intimations are sent to stock exchanges.

Website	The Company's website contains a separate dedicated section titled "Investors". The basic information about the company, as called for in terms of Regulation 46 of the Listing Regulations, is provided on Company's website: www.rolexrings.com and the same is updated from time to time.
Presentations to Institutional Analyst/ Investors	Detailed presentations are made to Institutional Investors/Analysts on the unaudited quarterly financial results as well as the audited financial results of the company.
Filing with Stock Exchanges	Information to Stock Exchanges is being filed online on NEAPS and NSE Digital Exchange Portal and BSE Listing Centre for BSE.

VIII GENERAL SHAREHOLDER INFORMATION:

1. Annual General Meeting:

Day: Thursday

Date: 21st September, 2023

Time: 12:00 PM

Venue: The meeting will be held through Video Conferencing or Other Audio Visual means (OAVM)

2. Financial Year:

April 01, 2022 to March 31, 2023.

3. Dividend: The Company has not declared any Dividend for the Financial Year 2022-23.

4. Listing on Stock Exchanges: Equity shares of Rolex Rings Limited are listed on BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai., w.e.f. 09th August, 2021

All Annual Listing Fees due during the financial year have been paid.

5. Stock Code:

BSE Scrip Code: 543325

NSE Trading Symbol: ROLEXRINGS

Equity ISIN: INE645S01016

6. Market Price Data:

The details of the monthly high and low prices at BSE & NSE during the financial year 2022-23 is given in Annexure below:

Month	BSE Ltd. (BSE)		National Stock Exchange of India Ltd. (NSE)	
	High (INR)	Low (INR)	High (INR)	Low (INR)
Apr 22	1339.8	1198	1345	1203.55
May 22	1350	1113.45	1349.90	1106.80
June 22	1692.85	1315.85	1690	1315.55
July 22	1904.6	1558.3	1905	1553
Aug 22	1968.75	1701.25	1969.90	1695
Sep 22	2185.95	1813.8	2186	1814.95
Oct 22	2196.55	1974.85	2198.80	1971.35
Nov 22	2049.5	1798.5	2054	1796.50
Dec 22	1922	1697.5	1928.25	1697.25
Jan 23	1889.8	1621.9	1890	1622.65
Feb 23	2017.65	1725	2018	1721
Mar 23	2108	1805.45	2114.95	1806.30

7. Registrar and Share transfer:

Link Intime India Private Limited

C-101, 247 Park, L.B.S Marg
Vikhroli (West), Mumbai – 400083
Maharashtra

Tel.: 022 4918 6200

E-mail: rolex.ipo@linkintime.co.in

Website: www.linkintime.co.in

8. Share Transfer System

As mandated by SEBI, securities of listed companies can only be transferred in dematerialised form. The shares can be transferred by shareholders only through their Depository Participant.

9. Shareholding as on March 31, 2023:

a) Distribution of equity shareholding as on March 31, 2023

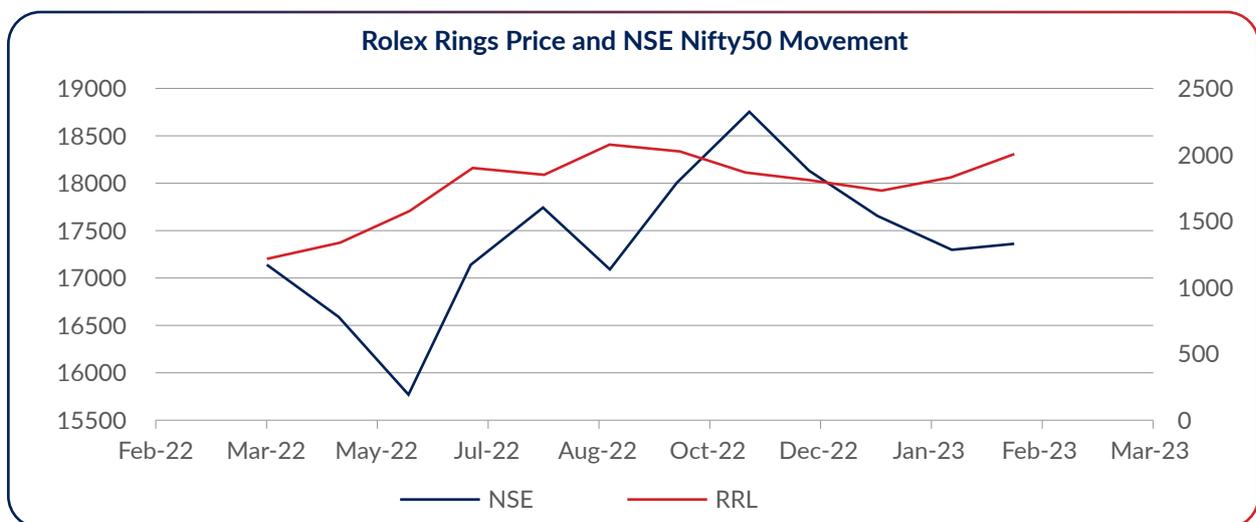
Number of shares	Number of Shareholders	% of Total Shareholders	Number of Shares	% to Share Capital
1-500	45656	99.0004	1191018	4.3734%
501 to 1000	220	0.477	153585	0.564%
1001 to 2000	104	0.2255	146663	0.5385%
2001 to 3000	28	0.0607	68384	0.2511%
3001 to 4000	17	0.0369	60949	0.2238%
4001 to 5000	10	0.0217	45175	0.1659%
5001 to 10000	14	0.0304	106036	0.3894%
10001 to 9999999999	68	0.1475	25461502	93.494%
Total	46117	100	2,72,33,312	100

b) Category of equity shareholding as on March 31, 2023:

Category	Number of Equity shares held	% of holding
Promoters	1,56,96,667	57.6377%
Mutual Funds	83,04,408	30.4936%
Public	15,03,864	5.5221%
Foreign Portfolio Investors -I	10,45,682	3.8397%
Foreign Portfolio Investors -II	59,924	0.22%
Other Bodies Corporate	1,14,121	0.419%
Insurance Companies	1,89,196	0.6947%
Hindu Undivided Family	78,353	0.2877%
Alternate Investment Funds-III	1,58,078	0.5805%
Body Corporate - Limited Liability Partnership	2,478	0.0091%
Clearing Members	4,835	0.0178%
Trusts	17	0.0001%
Non Resident Indians	45,787	0.1681%
Non Resident (Non- Repatriable)	29,902	0.1098%
Total	2,72,33,312	100

10. Stock Performance:

The Chart plots the movement of Rolex Rings equity shares adjusted closing prices compared to BSE Sensex.



11. Suspension of Securities from Trading: Not Applicable

12. List of all Credit Ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all the debt instruments or any Fixed Deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:

During the Financial Year 2022-23, the Company does not have any debt instruments or any Fixed Deposit Programme or any scheme or proposal of the Company involving mobilisation of funds in India or in abroad.

During the Financial year 2022-23, there was no change in the Ratings given to the company:

Facilities	Rating/Outlook
Term Loan	IND BBB/Stable
Fund Based working capital limits	IND BBB/Stable/ IND A3+
Non Fund based working capital limits	IND A3+

The credit rating of the company can be accessed at <https://www.rolexrings.com/corporate-announcement>

13. Commodity price risk or foreign exchange risk and hedging activities:

The Only commodity used in the manufacturing processes of the company includes Alloy Steels. We are having natural hedge against all over customer orders as the company is having working capital facilities in foreign currency to curb the risk and therefore there is no requirement to undertake hedging contracts.

14. Outstanding GDR/ADR or warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

15. Plant Locations:

Your Company has three manufacturing plants in Rajkot, Gujarat

Unit 1:

Behind Glowtech Steel Private Limited, Gondal Road, Kotharia, Rajkot – 360004

Unit 2 & 3:

Nr. Kotharia Railway Crossing, Opp. Hotel Krishna Park, Gondal Road, Kotharia, Rajkot – 360004, Gujarat

16. Address for Correspondence:

Shareholders may correspond with the Registrar and Share Transfer Agent at:

Link Intime India Private Limited:

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

Maharashtra

Tel.: +91 (022) 4918 6200

Website: www.linkintime.co.in

e-mail: reolex.ipo@linkintime.co.in

For all investor related matters, the Company Secretary & Compliance Officer can also be contacted at:

Rolex Rings Limited, Nr. Kotharia Railway Crossing, Opp. Hotel Krishna Park, Gondal Road, Kotharia, Rajkot – 360004, GJ.

Contact Person: Hardik Dhimantbhai Gandhi

Designation: Company Secretary & Compliance Officer

E-mail: compliance@rolexrings.com

Your company can also be visited at [www. Rolexrings.com](http://www.Rolexrings.com)

17. Dematerialization of Shares and Liquidity:

As on 31st March, 2023, all the equity shares of the company are in demat form except one share which is held in physical form. The Promoter and Promoter Group hold all the equity shares in Demat Form.

IX NON COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT, WITH REASONS THEREOF:

All the requirements of Corporate Governance Report of sub paragraphs (2) to (10) Para C of Schedule V of Listing Regulations have been duly complied with.

X ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED:

The Company has complied with applicable discretionary requirements as specified in Part E of Schedule II of the Listing Regulations.

- 1. The Board:** The Company has Executive Chairman and the office with required facilities is provided and maintained at the Company's expenses or use of the Chairman.
- 2. Shareholders Rights:** Half yearly financial results are forwarded to the Stock Exchanges and uploaded on the website of the Company like quarterly results.
- 3. Audit Qualification:** The Company is in the regime of unqualified/unmodified financial statement
- 4. Reporting to Internal Auditors:** The Internal Auditors of the Company report to the Audit Committee periodically to ensure independence of the internal audit function.

Independent Auditor's Report

To
The Members of
Rolex Rings Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Rolex Rings Limited ("the Company"), which comprise the Balance sheet as at March 31, 2023, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("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, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the

Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matter	How our audit addressed the key audit matter
<p>Revenue from Contract with Customers as described in note 1 (b) (xvi) (Summary of significant accounting policies) and note 24 of notes to the financial statements for the year ended March 31, 2023</p> <p>Revenue for the year ended March 31, 2023, amounted to INR 10,944.72 Millions.</p> <p>The Company in engaged in sale of customised forged and machined bearing goods and automotive components goods basis the delivery scheduled received from its customers. Revenue is recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. The timing of such revenue recognition in case of sale of goods is when the control over the same is transferred to the customer.</p> <p>The Company uses a variety of shipment terms with customers across its operating markets and this has an impact on the timing of revenue recognition.</p>	<p>We performed the following audit procedures, amongst others:</p> <ul style="list-style-type: none"> We understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition for these contracts and evaluated the design and operative effectiveness of the financial controls from the above through our test of control procedures We reviewed the Company's accounting policies for revenue recognition and assessed its compliance with Ind AS 115 'Revenue from contract with customers We have obtained customer contracts on sample basis and read the terms to assess various performance obligations in the contract, the point in time of transfer of control, pricing terms, etc.

Key audit matter	How our audit addressed the key audit matter
<p>Given the nature of industry in which the Company operates and the variety of shipment terms with customers, ascertainment of timing of revenue recognition is a key focus area for the audit. Due to the significance of revenue and judgement involved in the timing of revenue recognition, this is considered as a key audit matter.</p>	<ul style="list-style-type: none"> • We have tested on sample basis sales invoices for identification of point in time for transfer of control and terms of contract with customers and tested revenue recognized around the year end period by selecting samples and examined documents such as customer contracts, invoices, delivery documents, shipping documents etc., wherever applicable • Compared revenue with historical trends and where appropriate, conducted further enquiries and testing. • We assessed the disclosure is in accordance with applicable accounting standards.

We have determined that there are no other key audit matters to communicate in our Report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of auditor's report.

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

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

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and those charged with governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Charged With Governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from

fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 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 with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this Report;
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 to the financial statements;

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were 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 person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For **S R B C & C O L L P**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per **Sumit Kumar Agrawal**

Partner

Membership Number: 135859

UDIN: 23135859BGYXKX2078

Place: Pune

Date: May 25, 2023

ANNEXURE 1

referred to in paragraph on report on other legal and regulatory requirements of our report of even date of rolex rings limited for the year ended march 31, 2023

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment except in case of certain assets of plant and machinery where the Company is in process of updating the quantitative and other details.
 - (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) Read with clause 3(i)(a)(A), Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by them as at March 31, 2023. Discrepancies of 10% or more in aggregate for each class of inventories have not been in respect of such physical verification or confirmations.
- (b) As disclosed in note 18 to the financial statements, the Company has been sanctioned working capital limits in excess of INR five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.
- (iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Act are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of

cost records under section 148(1) of the Act, related to manufacturing of casting and automobile components, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, profession tax, provident fund, income-tax, duty of customs, cess

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Nature of Statute	Nature of Dues	Amount (INR in Million) #	Period to which the amount pertains	Forum where the dispute is pending
The Central Excise Tariff Act 1985	Duty Drawback	10.61**	2013-14	Gujarat High Court
The Gujarat Sales Tax, Act 1969	Value added Tax and Central Sales Tax	0.25	2013-14	Commissioner of Appeals
The Finance Act, 1992	Service Tax	0.93**	2011-12 to 2015-16, 2017-18	Appellate Tribunal of Customs, Excise & Service Tax
The Central Goods and Service Tax Act, 2017	Goods and Service Tax	3.23	2020-21	Commissioner of Appeals
The Income Tax Act, 1961	Income Tax	181.36*	AY 2004-05, 2008-09, 2011-12 to 2014-15, 2019-20	Commissioner of Income Tax Appeals

Excluding Interest and Penalty thereon

* Net of amount paid under protest of INR 12.60 million

** Net of amount paid under protest INR 1.03 million.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

As per the information and explanation given by the management, payment of employees' state insurance dues is not applicable to the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.

(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) Monies raised during the previous year by the Company by way of initial public offer were applied for the purpose for which they were raised, though idle/surplus funds which were not required for immediate utilization have been invested in liquid investment payable on demand and current account. The maximum amount of idle/surplus funds invested (excluding accrued interest) during the year was INR 50 Million of which INR Nil was outstanding at the end of the year.

(b) The Company has not made any preferential allotment or private placement of shares/ fully or partially or optionally convertible debentures during

the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

- (xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by cost auditor/ secretarial auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) (a) The Company is not a nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a),(b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv)(a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.
- (d) There are no other Companies part of the Group, hence, the requirement to report on 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 respectively.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 42 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the 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 Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 31 to the financial statements

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of the Act. This matter has been disclosed in note 31 to the financial statements.

(xxi) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(xxii) of the Order is not applicable to the Company.

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per **Sumit Kumar Agrawal**

Partner

Membership Number: 135859

UDIN: 23135859BGYXKX2078

Place: Pune

Date: May 25, 2023

Annexure 2 to the independent auditor's report of even date on the financial statements of rolex rings limited

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

We have audited the internal financial controls with reference to financial statements of Rolex Rings Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by 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 with reference to these financial statements 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 with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls With Reference to these Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements 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 With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference

to financial statements were operating effectively as at March 31, 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 issued by the ICAI.

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per **Sumit Kumar Agrawal**

Partner

Membership Number: 135859

UDIN: 23135859BGYXKX2078

Place: Pune

Date: May 25, 2023

Balance Sheet

for the year ended March 31, 2023

(All amounts are in INR Million, unless otherwise stated)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
Assets			
Non-current assets			
Property, plant and equipment	2(a)	3,901.58	3,788.62
Capital work-in-progress	2(a)	458.39	459.90
Right of use assets	2(b)	0.22	0.37
Intangible assets	2(c)	6.18	7.58
Financial assets			
(a) Other financial assets	3	116.19	41.57
Income tax assets (net)		19.66	19.66
Other non-current assets	4	184.36	154.58
Total non-current assets		4,686.58	4,472.28
Current assets			
Inventories	5	2,555.79	2,616.83
Financial assets			
(a) Trade receivables	6	2,284.60	2,305.37
(b) Cash and cash equivalents	7	216.55	37.50
(c) Bank balances other than Cash and cash equivalents	7	127.45	161.58
(d) Loans	8	0.22	0.32
(e) Other financial assets	9	75.62	104.48
Other current assets	10	185.72	151.61
Total current assets		5,445.95	5,377.69
Total assets		10,132.53	9,849.97
Equity and liabilities			
Equity			
Equity share capital	11	272.33	272.33
Other equity	12	7,157.72	5,175.69
Total equity		7,430.05	5,448.02
Liabilities			
Non-Current liabilities:			
Financial liabilities			
(a) Borrowings	13	-	204.61
(b) Lease liabilities	14	0.17	0.28
Provisions	15	31.69	33.50
Income tax liabilities (net)	16	179.31	179.31
Deferred tax liabilities (net)	17	445.15	607.83
Total non-current liabilities		656.32	1,025.53
Current liabilities:			
Financial liabilities			
(a) Borrowings	18	814.77	2,023.91
(b) Lease liabilities	14	0.33	0.39
(c) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	19	42.49	75.34
- Total outstanding dues of creditors other than micro enterprises & small enterprises	19	1,067.21	1,121.26
(d) Other financial liabilities	20	47.04	57.99
Other liabilities	21	21.51	22.55
Provisions	22	7.47	7.79
Income tax liabilities (net)	23	45.34	67.19
Total current liabilities		2,046.16	3,376.42
Total liabilities		2,702.48	4,401.95
Total equity and liabilities		10,132.53	9,849.97

Summary of significant accounting policies, accounting judgements, estimates and assumptions 1(b)

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For **S R B C & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 324982E/E300003

per **Sumit Kumar Agrawal**

Partner

Membership No.: 135859

Place : Pune

Date: May 25, 2023

For and on behalf of the Board of Directors of

Rolex Rings Limited

CIN: L28910GJ2003PLC041991

Manesh Madeka

Managing Director

DIN: 01629788

Place: Rajkot

Date : May 25, 2023

CS Hardik Gandhi

Company Secretary

Place: Rajkot

Date : May 25, 2023

Bhoutik Madeka

Whole Time Director

DIN: 01761543

Place: Rajkot

Date : May 25, 2023

Hiren Doshi

Chief financial officer

Place: Rajkot

Date : May 25, 2023

Statement of Profit and Loss

for the year ended March 31, 2023

(All amounts are in INR Million, unless otherwise stated)

Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
INCOME			
Revenue from operations	24	11,789.53	10,102.31
Other income	25	193.01	114.24
Total Income		11,982.54	10,216.55
EXPENSES			
Cost of raw materials and components consumed	26	5,859.54	5,194.80
(Increase) / Decrease in inventories of finished goods and work-in-progress	27	138.66	(553.55)
Employee benefits expense	28	591.54	587.60
Finance costs	29	98.32	204.29
Depreciation and amortization expenses	30	269.19	255.51
Other expenses	31	2,592.63	2,584.30
Total Expenses		9,549.88	8,272.95
Profit from operations before tax		2,432.66	1,943.60
Tax expense			
Current tax expenses	17	614.79	666.19
Deferred tax (credit) / charge	17	(163.05)	(41.38)
Total tax expense		451.74	624.81
Net Profit for the year		1,980.92	1,318.79
Other comprehensive income ("OCI")			
Items not to be reclassified to profit or loss in subsequent years:			
Re-measurement gain/(loss) on defined benefit plans	34	1.48	(0.76)
Less : Income tax effect	17	(0.37)	0.27
Net Other comprehensive income/ (expense) for the year, net of tax		1.11	(0.49)
Total comprehensive income for the year, net of tax		1,982.03	1,318.30
Earnings per equity share (face value INR 10 per share)			
Basic earnings per share (INR)	32	72.74	50.23
Diluted earnings per share (INR)	32	72.74	48.83
Summary of significant accounting policies, accounting judgements, estimates and assumptions	1(b)		

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For **S R B C & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 324982E/E300003

For and on behalf of the Board of Directors of

Rolex Rings Limited

CIN: L28910GJ2003PLC041991

per Sumit Kumar Agrawal

Partner

Membership No.: 135859

Manesh Madeka

Managing Director

DIN: 01629788

Bhoutik Madeka

Whole Time Director

DIN: 01761543

Place: Pune

Date : May 25, 2023

Place: Rajkot

Date : May 25, 2023

Place: Rajkot

Date : May 25, 2023

CS Hardik Gandhi

Company Secretary

Place: Rajkot

Date : May 25, 2023

Hiren Doshi

Chief financial officer

Place: Rajkot

Date : May 25, 2023

Statement of Cashflow

for the year ended March 31, 2023

(All amounts are in INR Million, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash Flow from operating activities		
Profit before tax	2,432.66	1,943.60
Adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortization charges	269.19	255.51
Loss/ (gain) on sale of property, plant and equipment (net)	(1.27)	0.01
Finance cost	98.32	204.29
Unrealised loss/(gain) on foreign exchange (net)	3.76	(11.87)
Interest income	(11.43)	(16.55)
Operating profit before working capital changes	2,791.23	2,374.99
Working capital adjustments:		
(Decrease)/Increase in trade payables	(82.68)	89.14
(Decrease)/Increase in other financial liabilities, other liabilities and provisions	(6.86)	4.65
Decrease / (Increase) in trade receivables	14.74	(576.57)
Decrease/(Increase) in inventories	61.04	(906.10)
(Increase) in loans, other financial assets and other assets	(6.15)	(48.58)
Cash generated from operations	2,771.32	937.53
Direct taxes paid (net of refunds)	(636.64)	(348.75)
Net cash flows from operating activities (A)	2,134.68	588.78
Cash flows from investing activities :		
Purchase of property, plant and equipment and intangible assets, (including capital advances) and capital work in progress	(423.49)	(695.40)
Proceeds from sale of property, plant and equipment	10.11	0.80
Investment in margin money deposits	(39.49)	(6.96)
Interest received	11.43	23.81
Net cash flows (used in) investing activities (B)	(441.44)	(677.75)
Cash flows from financing activities :		
(Repayment) / Proceeds of short-term borrowings (net)	(1,154.30)	127.05
Repayment of long-term borrowings	(261.49)	(354.85)
Proceeds from long-term borrowings	-	72.50
Proceeds from issue of Equity Shares (Net of issue related expenses)	-	529.57
Redemption of non convertible redeemable preference shares	-	(136.06)
Payment of principal portion of lease liabilities	(0.17)	(0.39)
Interest paid	(98.23)	(157.47)
Net cash flows from/(used in) financing activities (C)	(1,514.19)	80.35
Net (decrease) / increase in cash and cash equivalents (A + B + C)	179.05	(8.62)
Cash and cash equivalents at the beginning of the year	37.50	46.12
Cash and cash equivalents at the end of the year	216.55	37.50
Components of cash and cash equivalents:		
Cash on hand	0.43	0.29
Balances with banks		
- On current accounts	176.15	1.27
- Fixed Deposit with original maturity less than three month	39.97	35.94
Total cash and cash equivalents (Note 7)	216.55	37.50

Note:

- The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows issued by the Institute of Chartered Accountants of India.

Statement of Cashflow

for the year ended March 31, 2023

(All amounts are in INR Million, unless otherwise stated)

2. Changes in liabilities arising from financing activities:

Particulars	As at April 01, 2022	Cash changes (net)	Others*	As at March 31, 2023
Long term borrowings including current maturities classified in short term borrowings (note no. 13)	261.49	(261.49)	-	-
Short term borrowings excluding current maturities of long term debts (note no. 18)	1,967.03	(1,154.30)	2.04	814.77
Non-current lease liabilities	0.28	(0.11)	-	0.17
Current lease liabilities	0.39	(0.06)	-	0.33

Particulars	As at April 01, 2021	Cash changes (net)	Others*	As at March 31, 2022
Long term borrowings including current maturities classified in short term borrowings (note no. 13)	659.19	(282.35)	(115.35)	261.49
Short term borrowings excluding current maturities of long term debts (note no. 18)	1,835.72	127.05	4.26	1,967.03
Non-current lease liabilities	0.67	-	(0.39)	0.28
Current lease liabilities	0.39	(0.39)	0.39	0.39

*Others consists of exchange differences on amount borrowed and impact of unwinding of liability component of compound financial instruments.

3. Figures in brackets represents outflow.

Summary of significant accounting policies, accounting judgements, estimates and assumptions refer note 1(b)

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For **S R B C & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 324982E/E300003

For and on behalf of the Board of Directors of

Rolex Rings Limited

CIN: L28910GJ2003PLC041991

per Sumit Kumar Agrawal

Partner

Membership No.: 135859

Manesh Madeka

Managing Director

DIN: 01629788

Bhoutik Madeka

Whole Time Director

DIN: 01761543

Place: Pune

Date : May 25, 2023

Place: Rajkot

Date : May 25, 2023

Place: Rajkot

Date : May 25, 2023

CS Hardik Gandhi

Company Secretary

Place: Rajkot

Date : May 25, 2023

Hiren Doshi

Chief financial officer

Place: Rajkot

Date : May 25, 2023

Statement of Changes in Equity

for the year ended March 31, 2023

(All amounts are in INR Million, unless otherwise stated)

a) Equity Share Capital* (refer note 11)

Particulars	No. of shares	INR in Million
Equity shares of INR 10 each issued, subscribed and fully paid		
As at April 01, 2021	2,39,81,090	239.81
Issue of shares during the year		
On conversion of OCRPS into equity	26,30,000	26.30
On issue of fresh equity shares	6,22,222	6.22
As at March 31, 2022	2,72,33,312	272.33
Issue of shares during the year		
On conversion of OCRPS into equity	-	-
On issue of fresh equity shares	-	-
As at March 31, 2023	2,72,33,312	272.33

b) Other Equity*

For the year ended 31 March 2023:

Particulars	Other equity (refer note 12)				Total other equity
	Equity Component of Compound Financial Instrument	Retained Earnings	Securities premium	Capital Redemption Reserve	
Balance as at April 01, 2021	96.18	1,605.20	1,626.14	-	3,327.52
Additions during the year	-	-	540.99	136.06	677.05
Profit for the period (net of taxes)	-	1,318.79	-	-	1,318.79
Transfer to capital redemption reserve	-	(136.06)	-	-	(136.06)
Other Comprehensive Income for the period (net of tax)	-	(0.49)	-	-	(0.49)
On issue/(conversion) of OCRPS during the year	(11.12)	-	-	-	(11.12)
Transfer to Retained Earnings	(85.06)	-	-	-	(85.06)
Transfer from equity component of compound financial instruments	-	85.06	-	-	85.06
Balance as at March 31, 2022	-	2,872.50	2,167.13	136.06	5,175.69

Statement of Changes in Equity

for the year ended March 31, 2023

(All amounts are in INR Million, unless otherwise stated)

b) Other Equity* (Contd..)

Particulars	Other equity (refer note 12)				Total other equity
	Equity Component of Compound Financial Instrument	Retained Earnings	Securities premium	Capital Redemption Reserve	
Additions during the year	-	-	-	-	-
Profit for the period (net of taxes)	-	1,980.92	-	-	1,980.92
Transfer to capital redemption reserve	-	-	-	-	-
Other Comprehensive Income for the period (net of tax)	-	1.11	-	-	1.11
On issue/(conversion) of OCRPS during the year	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-
Transfer from equity component of compound financial instruments	-	-	-	-	-
Balance as at March 31, 2023	-	4,854.53	2,167.13	136.06	7,157.72

* There are no adjustments on account of prior period errors or due to changes in accounting policies.

Summary of significant accounting policies, accounting judgements, estimates and assumptions refer note 1(b)

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For **S R B C & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 324982E/E300003

For and on behalf of the Board of Directors of

Rolex Rings Limited

CIN: L28910GJ2003PLC041991

per Sumit Kumar Agrawal

Partner

Membership No.: 135859

Manesh Madeka

Managing Director

DIN: 01629788

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Whole Time Director

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Place: Pune

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CS Hardik Gandhi

Company Secretary

Place: Rajkot

Date : May 25, 2023

Hiren Doshi

Chief financial officer

Place: Rajkot

Date : May 25, 2023

Notes to the Financial Statements

for the year ended March 31, 2023

1 (a) Corporate Information

Rolex Rings Limited (formerly known as Rolex Rings Private Limited) ('the Company') is a public company domiciled in India which was incorporated on February 13, 2003 under the provision of the Companies Act, 1956. The shares of the Company got listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on August 09, 2021. The registered office of the Company is located at B/h. Glowtech Steel Private Limited, Gondal Road, Village-Kotharia, Rajkot. The company is engaged in manufacturing of forged & machined bearing rings and automotive components.

The financial statements were authorized for issue in accordance with a resolution passed in Board Meeting held on May 25, 2023.

1 (b) Significant accounting policies

i) Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under companies (Indian accounting standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the company.

ii) Basis of measurement

The financial statements have been prepared on the going concern basis on a historical cost convention except for certain financial instruments that are measured at fair value at the end of each reporting period.

iii) New and amended Standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2022.

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022, to amend the following Ind AS which are effective from April 01, 2022.

- (i) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37

An onerous contract is a contract under which the unavoidable cost of meeting the obligations under the contract exceeds the fair value of the consideration received in exchange for the contract (i.e., the costs that the Group cannot avoid because it has the contract)

exceed the economic benefits expected to be received under it. These amendments had no impact on Financial statement of the company.

- (ii) Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16

The amendments modified paragraph 17(e) of Ind AS 16 to clarify 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 amendments are effective for annual reporting periods beginning on or after 1 April 2022. These amendments had no impact on the financial statements of the Company as there were no sales of such items produced by property, plant and equipment made available for use on or after the beginning of the earliest period presented.

- (iii) Ind AS 109 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

These amendments had no impact on the financial statements of the Company as there were no modifications of the Company's financial instruments during the period.

iv) Functional currency and rounding of amounts

The financial statements are presented in Indian National currency Rupee (INR) which is the functional currency of the Company, and all values are rounded to the nearest Million, except where otherwise indicated.

v) Use of estimates and judgements

The preparation of the Company's financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these

Notes to the Financial Statements

for the year ended March 31, 2023

assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and Assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Defined benefit plans (gratuity benefits):

A liability in respect of defined benefit plans is recognised in the balance sheet, and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the plan's assets. The present value of the defined benefit obligation is based on expected future payments which arise from the fund at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service.

Useful economic lives of Property, plant and equipment:

Property, plant and equipment as disclosed in note 2 are depreciated over their useful economic lives. Management reviews the useful economic lives at least once a year and any changes could affect the depreciation rates prospectively and hence the asset carrying values.

vi) Current vs Non current classification

The Company presents assets and liabilities in the statement of Assets and Liabilities based on current/noncurrent classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is treated as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

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

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

vii) Inventories

Inventories are valued at the lower of cost and net realisable value.

Cost of raw materials is determined on a specific identification price basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost of finished goods and work in progress includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity, material cost is valued at moving weighted average cost.

Cost of spares and consumables is determined on a moving weighted average cost basis.

Scrap is valued at estimated realisable value.

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

viii) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

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For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

ix) Property, Plant and Equipment

Property, plant and equipment are stated at actual costs, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities.

Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as a part of inventories.

Properties in course of construction for production, supply or administrative purposes are carried at cost, less recognised impairment losses. All the direct expenditures related to the implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned is accounted as Capital Work in progress (CWIP) and such properties are classified as appropriate categories of Property, plant and equipment when completed and ready for the intended use.

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

x) Depreciation on Property, Plant and Equipment

Depreciation on property, plant and equipment is calculated on a written down value basis using the rates arrived at, based on the useful lives estimated by the management. The management, on the basis of internal technical assessment of usage pattern, believes that the useful lives as mentioned below best represents the period over which management expects to use these assets. Hence, the useful lives in respect of certain assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Class of Assets	Useful Life Estimated by Management (years)	Useful life as prescribed under Schedule II (years)
Buildings	30	30
Plant & machinery	22 - 25	15 - 22
Vehicles	8	8
Furniture and fixtures	10	10
Computers	3	3

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

Depreciation on items of property, plant and equipment acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal.

xi) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as Lessee -

Company's leased assets comprises of lands. The company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Notes to the Financial Statements

for the year ended March 31, 2023

a. Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the lease term and the estimated useful lives of the assets, as follows:

- Right-of-use Assets (Leasehold lands) : 20 years

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section xii (b) Impairment of non-financial assets.

b. Lease liabilities

At the commencement date of the lease, the company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g.,

changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Short-term leases and leases of low-value assets- The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date with no option for extension and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as Lessor -

Leases in which the company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

xii) Intangible assets

Intangible assets acquired separately includes softwares are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on a straight line basis over the estimated useful economic life of 5 years. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

xiii) Impairment of assets

a) Impairment of financial instruments/ financial assets-

The company recognises loss allowances for expected credit losses on Financial assets measured at Amortised costs.

For trade receivables and contract assets, the company applies a simplified approach in calculating ECLs. Therefore, the company does

Notes to the Financial Statements

for the year ended March 31, 2023

not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

b) Impairment on Non financial Assets -

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or company's of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

xiv) Financial Instruments

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.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the company has applied the practical expedient, the company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the company has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- ▶ Financial assets at amortised cost (debt instruments)
- ▶ Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- ▶ Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- ▶ Financial assets at fair value through profit or loss

Notes to the Financial Statements

for the year ended March 31, 2023

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is

determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes derivative instruments and listed equity investments which the company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised in the statement of profit and loss when the right of payment has been established.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

- ▶ The rights to receive cash flows from the asset have expired, or
- ▶ The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the

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for the year ended March 31, 2023

extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, employee dues and interest accrued on borrowings, other interest payable.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognized in OCI. These gains/losses are not subsequently transferred to P&L.

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings. For more information refer Note 13. Moreover, as assessed by management that the transaction costs incurred on long term loans are insignificant to the value of loans and prepayment penalty does not exist.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

xv) Compound Financial Instruments

Compound financial instruments issued by the company comprises of non convertible redeemable preference shares containing a zero percent dividend redeemable at par at the end of 10 years from the date of allotment and optionally convertible redeemable preference shares containing a zero percent dividend redeemable at par. The liability component of compound financial instrument is initially recognised at fair value. The equity portion is initially recognised as a difference between the fair value of the compound financial instrument as

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a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in the proportion of their initial carrying amounts. Subsequent to initial recognition, the liability component of the compound financial instrument is measured at amortised costs using effective interest method. The equity component is not re-measured subsequently. Interest related to the financial liability is recognised in profit and loss (unless it qualifies for inclusion in the cost of an asset).

xvi) Revenue from contract with customer

Revenue from contract with customer is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Sale of goods -

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on dispatch/ delivery of the goods or terms as agreed with the customer. The company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration -

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at the time of completion of performance obligation and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Contract assets -

A contract asset is the right to consideration in exchange for goods transferred to the customer. If

the Company performs its obligation by transferring goods to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is unconditional.

- a) Trade receivables: A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets i.e. Financial instruments - initial recognition and subsequent measurement.

Contract liabilities -

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

Export incentives

Export incentives under various schemes notified by government are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same and is included in revenue in the statement of profit and loss due to its operating nature.

Interest Income

Interest income from financial assets is recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using the effective interest rate (EIR). Interest income is accrued on a time basis, by reference to the principal outstanding and the interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rental Income

Rental income arising from operating leases is accounted on the basis of lease terms and is included in other income in the statement of profit and loss.

xvii) Employee benefits

Defined Contribution Plan-

The company's contribution to provident fund is considered as a defined contribution scheme and

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are charged as expense based on the amount of contribution required to be made and when the services are rendered by the employees.

Defined Benefit Plan -

The company operates a defined benefit plan for its employees, viz., gratuity liability. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for the plan using the projected unit credit method. Remeasurements comprising of actuarial gains and losses, the effect of changes to the return on plan assets (excluding net interest) is reflected immediately in the balance sheet with a charge or credit recognised in OCI in the period in which they occur.

Remeasurements recognised in OCI are reflected immediately in retained earnings and is not reclassified to in the statement of profit and loss. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

Long-term employee benefits:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the balance sheet date.

Short term employee benefits -

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

xviii) Foreign currencies

The company's financial statements are presented in INR, which is also company's functional currency.

Initial recognition -

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date -

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting

date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Treatment of exchange differences -

Exchange differences arising on the settlement of monetary items or on reporting monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

xix) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity 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.

xx) Income taxes

Tax expense comprises current and deferred tax.

Current tax -

The tax currently payable is based on the taxable profits for the years. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax-

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding

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tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax (MAT) credit paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT credit is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

xxi) Provisions and contingent liabilities

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of 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.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities and Contingent assets are not recognised in the financial statements when an inflow/outflow of economic benefits/ loss is not probable.

xxii) Operating Segments

Basis of Segmentation-

The company is mainly engaged in the business of manufacturing and selling of machined / forged rings and auto components. The company's business falls within a single business segment of 'diversified auto components' and all the activities of the Company revolve around this main business.

The Chief Operating decision maker (CODM) monitors the operating results of the business as a whole for the purpose of making decisions about resource allocation and performance assessment.

Therefore, management views company's business activity as a single segment and segment's performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

Geographical Information -

The management evaluates that the company operates in two principal geographical areas - India and Outside India.

Company's Revenue and Receivables are specified by location of customers and the other geographic information (Segment Assets and Capital Expenditure) are specified by location of the assets.

xxiii) Earnings per share

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

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to

Notes to the Financial Statements

for the year ended March 31, 2023

equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented.

xxiv) 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:

- 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 participants 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, maximising the use of relevant observable inputs and minimising 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 under, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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 categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations. The management comprises of the Managing Director and Chief Finance Officer (CFO).

External valuers are involved for valuation of significant assets. Involvement of external valuers is decided upon annually by the board of directors after discussion with and approval by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Valuers are normally rotated every three years. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Notes to the Financial Statements

for the year ended March 31, 2023

1 (c) Standards issued but not yet effective

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

- (i) Ind AS 1 Presentation of financial statements :
The amendment specifies that an entity shall disclose material accounting policy information. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general

purpose financial statements make on the basis of those financial statements. Accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed.

An entity shall disclose, along with material accounting policy information or other notes, the judgements, apart from those involving estimations, that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements. The Company is in process of evaluating this amendment.

Notes to the Financial Statements

for the year ended March 31, 2023

2. (a) Property, Plant and Equipment

Particulars	Land (Freehold)*	Buildings	Plant & machinery	Furniture and fixtures	Computers	Vehicles	Total	Capital Work in progress
At April 01, 2021	257.31	511.26	3,408.07	30.65	5.67	11.06	4,224.02	11.52
Additions	8.57	50.00	264.86	0.40	1.29	3.85	328.97	704.29
Disposals/transfers	-	-	0.57	-	-	0.23	0.80	255.91
At March 31, 2022	265.88	561.26	3,672.36	31.05	6.96	14.68	4,552.19	459.90
Additions	-	54.29	276.37	0.35	2.81	55.48	389.30	387.79
Disposals/transfers	-	-	9.22	-	-	2.59	11.81	389.30
At March 31, 2023	265.88	615.55	3,939.51	31.40	9.77	67.57	4,929.68	458.39
Accumulated depreciation								
At April 01, 2021	-	59.17	435.79	8.44	3.93	2.76	510.09	-
Charge for the year(Note 30)	-	27.96	219.19	3.36	1.33	1.64	253.48	-
On Disposals	-	-	-	-	-	-	-	-
At March 31, 2022	-	87.13	654.98	11.80	5.26	4.40	763.57	-
Charge for the year(Note 30)	-	31.60	224.80	2.88	1.63	6.59	267.50	-
On Disposals	-	-	1.80	-	-	1.17	2.97	-
At March 31, 2023	-	118.73	877.98	14.68	6.89	9.82	1,028.10	-
Net block								
At March 31, 2022	265.88	474.13	3,017.38	19.25	1.70	10.28	3,788.62	459.90
At March 31, 2023	265.88	496.82	3,061.53	16.72	2.88	57.75	3,901.58	458.39

Refer note no. 13 and note no. 18 for property, plant and equipment given as security for borrowings.

*The Company has given certain land on lease, value of the same cannot be determined and the amounts are not significant. Refer note 40 (a)

Note (i): CWIP Ageing Schedule:

CWIP ageing schedule as at March 31, 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress - Ground Mounted Solar	111.72	305.28	-	-	417.00
Projects in progress - Others	41.39	-	-	-	41.39

CWIP ageing schedule as at March 31, 2022

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress - Ground Mounted Solar	448.38	11.52	-	-	459.90

(ii) Capital work in progress whose completion is overdue or exceeded it's costs compared to original plan.

As at March 31, 2023

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress - Ground Mounted Solar	417.00	-	-	-	417.00

Note: As at March 31, 2022 there were no projects which are overdue or has exceeded it's cost and timelines compare to original plan.

Notes to the Financial Statements

for the year ended March 31, 2023

2. (b) Leased assets

i) Right of use assets (Note 40)

Particulars	Total
At April 01, 2021	0.82
Additions	-
At March 31, 2022	0.82
Additions	-
At March 31, 2023	0.82
Accumulated depreciation	
At April 01, 2021	0.32
Charge for the year (Note 30)	0.13
At March 31, 2022	0.45
Charge for the year (Note 30)	0.15
At March 31, 2023	0.60
Net block	
At March 31, 2022	0.37
At March 31, 2023	0.22

2. (c) Intangible assets

Particulars	Computer software	Total
At April 01, 2021	14.72	14.72
Additions	-	-
Disposals/transfers	-	-
At March 31, 2022	14.72	14.72
Additions	0.14	0.14
Disposals/transfers	-	-
At March 31, 2023	14.86	14.86
Accumulated depreciation		
At April 01, 2021	5.24	5.24
Charge for the year (Note 30)	1.90	1.90
At March 31, 2022	7.14	7.14
Charge for the year (Note 30)	1.54	1.54
At March 31, 2023	8.68	8.68
Net block		
At March 31, 2022	7.58	7.58
At March 31, 2023	6.18	6.18

Note: The company has elected to continue with the carrying value as at April 01, 2019 i.e. date of transition to IND AS under previous GAAP for all the items of property plant and equipment and other intangible assets as its deemed cost.

3 Non Current - Other Financial Assets

	As at March 31, 2023	As at March 31, 2022
At Amortised Cost		
Deposits with remaining maturity of more than twelve months*	96.01	22.39
Security deposits	7.55	6.55
Other Receivables	12.63	12.63
	116.19	41.57

*Note: Pledged lien against bank guarantees, letter of credit and other credit facilities as margin money deposits

Notes to the Financial Statements

for the year ended March 31, 2023

4 Non-Current - Other Assets

	As at March 31, 2023	As at March 31, 2022
(Unsecured - Considered good, unless otherwise stated)		
Capital advances	184.36	154.58
	184.36	154.58

5 Inventories

	As at March 31, 2023	As at March 31, 2022
(valued at lower of cost and net realisable value)		
Raw materials (Note 26) #	886.34	828.21
Work-in-progress (Note 27)	465.32	459.08
Finished goods (Note 27) #	1,070.69	1,215.59
Stores and Spares #	116.56	112.15
Stock of Scrap	16.88	1.80
	2,555.79	2,616.83
# Goods in transit included in above:		
Finished goods	790.00	915.52
Stores and spares	-	1.35
Raw materials	65.29	68.31
	855.29	985.18

Note : For the year ended March 31, 2023, INR 27.5 (for year ended on March 31, 2022, INR 2.39) was reversed from expense under "cost of materials and components consumed" and "consumption of stores, spares and consumables".

Refer note no. 13 and note no. 18 for Inventories hypothecated against borrowings.

6 Current financial assets - Trade receivables

	As at March 31, 2023	As at March 31, 2022
Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	2,300.79	2,321.56
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
	2,300.79	2,321.56
Impairment allowance	(16.19)	(16.19)
	2,284.60	2,305.37

No trade receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivables due from firms or private companies respectively in which any director is a partner, a director or a member other than as disclosed in Note 35.

Trade receivables are non interest bearing and generally on terms of 30 to 120 days.

Refer note no. 13 and note no. 18 for Trade receivables given as security for borrowings.

Notes to the Financial Statements

for the year ended March 31, 2023

6 Current financial assets - Trade receivables (Contd..)

The following table summarises the change in impairment allowance measured using the life time expected credit loss model:

	As at March 31, 2023	As at March 31, 2022
At the beginning of the year	16.19	20.21
Provision made during the year	-	-
Utilized during the year	-	(4.02)
At the end of the year	16.19	16.19

Trade receivable ageing schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables:-							
Unsecured, considered good	1,483.85	814.74	2.12	0.04	0.04	-	2,300.79
Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Trade receivables - credit impaired	-	-	-	-	-	-	-
	1,483.85	814.74	2.12	0.04	0.04	-	2,300.79
Less: Impairment allowance							(16.19)
Total							2,284.60
(ii) Disputed trade receivables:-							
Unsecured, considered good	-	-	-	-	-	-	-
Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Trade receivables - credit impaired	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

Trade receivable ageing schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables:-							
Unsecured, considered good	1,546.50	773.10	1.75	0.21	-	-	2,321.56
Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Trade receivables - credit impaired	-	-	-	-	-	-	-
Total	1,546.50	773.10	1.75	0.21	-	-	2,321.56
Less: Impairment allowance							(16.19)
Total							2,305.37
(ii) Disputed trade receivables:-							
Unsecured, considered good	-	-	-	-	-	-	-
Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Trade receivables - credit impaired	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

Notes to the Financial Statements

for the year ended March 31, 2023

7 Current financial assets - Cash and bank balances

	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents*		
Cash on hand	0.43	0.29
Balances with banks		
- On current accounts [^]	176.15	1.27
- Deposits with original maturity of less than three months	39.97	35.94
	216.55	37.50

[^] Balance with banks on current accounts includes balance in EEFC account amounting to INR 165.90 (March 31, 2022 Nil).

Bank balances other than cash and cash equivalents*

	As at March 31, 2023	As at March 31, 2022
Other bank balances		
- Deposits with original maturity of more than three months but remaining maturity of less than twelve months	127.45	161.58
- Deposits with remaining maturity of more than twelve months	96.01	22.39
Less: Amount disclosed under non current other financial assets (refer note 3)	(96.01)	(22.39)
Total bank balances other than cash and cash equivalents	127.45	161.58
Total cash and bank balances	344.00	199.08

*Note: Pledged lien against bank guarantees, letter of credit and other credit facilities.

8 Current financial assets - Loans

	As at March 31, 2023	As at March 31, 2022
(Unsecured - considered good, unless otherwise stated)		
(Carried at amortised costs)		
Loans and advances to employees	0.22	0.32
Sub-classification of above		
Loans receivable considered good - Unsecured	0.22	0.32
	0.22	0.32

Note: Since the above loans are unsecured and considered good, the bifurcation of loans as required by Schedule III of Companies Act, 2013 viz: a) Secured, b) Loans having significant increase in credit risk and c) credit impaired is not applicable.

9 Current financial assets - Other financial assets

	As at March 31, 2023	As at March 31, 2022
(Carried at amortised costs)		
Export incentive receivables	45.62	67.45
Security deposit	30.00	30.00
Other receivable	-	7.03
	75.62	104.48

Notes to the Financial Statements

for the year ended March 31, 2023

10 Other current assets

	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good (unless otherwise stated)		
Advance to suppliers	82.99	12.99
Prepaid expenses	12.67	13.69
Balance with statutory/ government authorities	90.06	124.93
	185.72	151.61

11 Share Capital:

11.1 Equity share capital:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	INR in Million	No. of shares	INR in Million
Authorised shares				
Equity shares of INR 10 each				
Balance as at April 01	3,50,25,000	350.25	3,50,25,000	350.25
Increase / (Decrease) during the year	-	-	-	-
Balance as at March 31	3,50,25,000	350.25	3,50,25,000	350.25
Issued, subscribed and fully paid-up shares				
Equity shares of INR 10 each	2,72,33,312	272.33	2,72,33,312	272.33
Total	2,72,33,312	272.33	2,72,33,312	272.33

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

	No. of shares	As at March 31, 2023	No. of shares	As at March 31, 2022
Equity share capital				
Number of shares and capital outstanding at the beginning of the year	2,72,33,312	272.33	2,39,81,090	239.81
Addition during the year				
On conversion of OCRPS	-	-	26,30,000	26.30
Fresh issue of shares	-	-	6,22,222	6.22
Number of shares and capital outstanding at the end of the year	2,72,33,312	272.33	2,72,33,312	272.33

Terms/ rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. During the year company has not declared and paid any dividend in Indian rupees.

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 shareholders. Also refer note 33 (c).

b) Details of shareholders holding more than 5 percent shares in the company

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares of INR 10 each fully paid				
Rupesh D Madeka	25,18,303	9.25%	25,18,303	9.25%
Jiten D Madeka	25,18,303	9.25%	25,18,303	9.25%

Notes to the Financial Statements

for the year ended March 31, 2023

11 Share Capital: (Contd..)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of holding	No. of shares	% of holding
Manesh D Madeka	27,55,098	10.12%	27,55,098	10.12%
Pinakin D Madeka	29,81,892	10.95%	29,81,892	10.95%
Bhoutik D Madeka	22,13,811	8.13%	22,13,811	8.13%
Rivendell PE LLC	-	0.00%	34,14,423	12.54%

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

For the details of Non convertible redeemable preference shares (NCRPS) and Optionally convertible redeemable preference shares (OCRPS) refer note 11.2 and 11.3 respectively.

c) Equity shares held by promoters at the end of the year

As at March 31, 2023

Sr No.	Name of Promoter	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of total shares	% Change during the year
Equity shares of INR 10 each fully paid						
1	Rupesh D Madeka	25,18,303	-	25,18,303	9.25%	0.00%
2	Jiten D Madeka	25,18,303	-	25,18,303	9.25%	0.00%
3	Manesh D Madeka	27,55,098	-	27,55,098	10.12%	0.00%
4	Pinakin D Madeka	29,81,892	-	29,81,892	10.95%	0.00%
5	Bhoutik D Madeka	22,13,811	-	22,13,811	8.13%	0.00%
Total		1,29,87,407	-	1,29,87,407	47.70%	

As at March 31, 2022

Sr No.	Name of Promoter	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of total shares	% Change during the year
Equity shares of INR 10 each fully paid						
1	Rupesh D Madeka	20,90,667	4,27,636	25,18,303	9.25%	0.53%
2	Jiten D Madeka	20,90,667	4,27,636	25,18,303	9.25%	0.53%
3	Manesh D Madeka	22,87,252	4,67,846	27,55,098	10.12%	0.58%
4	Pinakin D Madeka	24,75,533	5,06,359	29,81,892	10.95%	0.63%
5	Bhoutik D Madeka	18,37,881	3,75,930	22,13,811	8.13%	0.47%
Total		1,07,82,000	22,05,407	1,29,87,407	47.70%	

Notes to the Financial Statements

for the year ended March 31, 2023

11 Share Capital: (Contd..)

11.2 Equity component of Non convertible redeemable preference shares (NCRPS):

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	INR in Million	No. of shares	INR in Million
Authorised shares				
Non convertible redeemable preference shares of INR 10 each	1,59,75,000	159.75	1,59,75,000	159.75
Issued, subscribed and fully paid-up shares				
Non convertible redeemable preference shares of INR 10 each	-	-	-	-
Total	-	-	-	-

- a) Reconciliation of number of shares outstanding at the beginning and at the end of the year for Equity component of compound financial instrument

Particulars	No. of shares	As at		
		March 31, 2023	March 31, 2022	
Number of shares and capital outstanding at the beginning of the year	-	-	1,36,05,863	136.06
Redemption during the year	-	-	(1,36,05,863)	(136.06)
Number of shares and capital outstanding at the end of the year	-	-	-	-

- b) Terms and rights attached on equity component of Non convertible redeemable preference shares of the company

The company had issued non convertible redeemable preference shares with 0% dividend, to be redeemed at par on completion of 10 years from the date of allotment. In the event of liquidation of the Company before redemption of non convertible redeemable preference shares, the holders of non convertible redeemable preference shares will have priority over equity shareholders in the payment of dividend and repayment of capital.

The Board of Directors in their meeting held on March 12, 2021 have approved the change in tenor of redemption from completion of 10 years from the date of allotment to completion of 10 years from the date of allotment or upon listing of equity shares of the Company on the stock exchanges, whichever is earlier. During the year previous NCRPS has been redeemed as per board approvals dated August 26, 2021 and September 20, 2021.

11.3 Equity component of Optionally convertible redeemable preference shares (OCRPS):

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of OCRPS	INR in Million	No. of OCRPS	INR in Million
Authorised				
Optionally convertible redeemable preference shares of INR 10 each	50,00,000	50.00	50,00,000	50.00
Issued, subscribed and fully paid-up				
Optionally convertible redeemable preference shares of INR 10 each	-	-	-	-
Total	-	-	-	-

Notes to the Financial Statements

for the year ended March 31, 2023

11 Share Capital: (Contd..)

Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period for Equity component of compound financial Instrument

Particulars	No. of OCRPS	As at March 31, 2023	No. of OCRPS	As at March 31, 2022
Number of shares and capital outstanding at the beginning of the year	-	-	26,30,000	26.30
Conversion into equity shares	-	-	(26,30,000)	(26.30)
Number of shares and capital outstanding at the end of the year	-	-	-	-

During the previous year, Allotment of 26,30,000 Optionally Convertible Redeemable Preference Shares (hereinafter referred to as 'OCRPS') at INR 10/- per share, aggregating to INR 2,63,00,000/- in the ratio of 9 (Nine) OCRPS for every 44 (Forty Four) Equity shares held by the existing equity shareholders. Also based on the application forms received from existing equity shareholders, Shri Paresh Madeka and Rivendell PE LLC have not subscribed to this offer and Hemal P Madeka have not subscribed to full quota of shares offered.

During the previous year all the holders of OCRPS have opted for the conversion of the OCRPS into equity shares in Board meeting held on July 16, 2021 prior to filing of the Red Herring prospectus resulting into issuance of 26,30,000 equity shares.

12 Other Equity:

Particulars	As at March 31, 2023	As at March 31, 2022
Equity Component of Compound Financial Instruments*		
Balance as per the last financial statements	-	96.18
Add : On issue/(conversion) of OCRPS during the year	-	(11.12)
Less :Transfer to retained earnings	-	(85.06)
	-	-
Capital Redemption Reserve		
Balance as per the last financial statements	136.06	-
Add : Additions during the year	-	136.06
	136.06	136.06
Securities Premium		
Balance as per the last financial statements	2,167.13	1,626.14
Add : Additions during the year on issue of shares (net of related expenses)	-	540.99
	2,167.13	2,167.13
Retained Earnings		
Balance as per the last financial statements	2,872.50	1,605.20
Less : Transfer to Capital redemption reserve on redemption of NCRPS	-	(136.06)
Add : Profit for the year	1,980.92	1,318.79
Add : Transfer from Equity component of compound financial instruments	-	85.06
Add/ (Less) : Other comprehensive income/(expenses) (net of taxes)	1.11	(0.49)
	4,854.53	2,872.50
Total	7,157.72	5,175.69

Notes to the Financial Statements

for the year ended March 31, 2023

12 Other Equity: (Contd..)

Nature and purpose of Reserves:

Securities Premium: Security premium is used to record the premium received on issue of shares. It can be utilised in accordance with the provisions of Companies Act, 2013.

Retained Earnings: Retained Earnings are the profits of the company has earned till date, less any transfer to General reserve, dividends or other distributions paid to the shareholders. Also refer note 33(c)

*Equity Component of Compound Financial Instruments: The component of compound financial instruments issued by the company is classified as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and equity instrument. Financial liabilities are recognised initially at fair value net of directly attributable transaction costs and subsequently measured at an effective interest method. Equity component is not re-measured. Further, details are given Note 11.2 and 11.3.

Capital Redemption reserve was created for buy back of shares in earlier year and can be utilised in accordance with the provisions of Companies Act, 2013.

13 Non-current financial liabilities - Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
At amortised costs		
Term loans (secured):		
Indian rupee loan from banks	-	261.49
	-	261.49
Less: Current maturities of long-term debts disclosed under the head short term borrowings (refer note 18)	-	(56.88)
	-	204.61

The company has taken borrowings from various banks towards funding of its capital expenditure and working capital. A summary of security provided by the company is as follows:

Facility Category	Security Details	As at March 31, 2023	As at March 31, 2022
Term loan - Indian Rupee Loan	<p>Primary : First pari-passu charge over the entire fixed assets- present and future - comprising of immovable and movable assets (except Vehicle) of the company.</p> <p>Collateral : Second pari-passu charge over the entire current assets - present and future of the company.</p> <p>These COVID Loans were repayable in 48 equal monthly instalments by 31-03-2026 after initial moratorium of 12 month having interest in the range of 7.82% to 8.35%"</p>	-	261.49
		-	261.49

14 Other financial liabilities -Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities - non current (Refer Note 40)	0.17	0.28
Lease liabilities - current (Refer Note 40)	0.33	0.39
	0.50	0.67

Notes to the Financial Statements

for the year ended March 31, 2023

15 Provisions - Non current

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for gratuity (Note 34)	29.55	27.05
Provision for litigations (refer note below)	2.14	6.45
	31.69	33.50

Note: In pursuance of Ind AS 37 - 'Provisions, contingent liabilities and contingent assets', the provisions required have been incorporated in the following manner:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	6.45	9.10
Provision made during the year	1.11	-
Reversed during the year	5.42	2.65
Balance at the end of the year	2.14	6.45

16 Non current income tax liabilities (Net)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for tax (net)	179.31	179.31
	179.31	179.31

17 Income taxes

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a.) The major components of income tax expense are as follows:		
Current income tax:		
Current income tax	614.79	666.19
Deferred tax		
Relating to origination and reversal of temporary differences	(163.05)	(41.38)
Income tax charged reported in the statement of profit or loss	451.74	624.81
Deferred tax related to items recognised in OCI during in the year:		
Tax Income on remeasurements of defined benefit plan	(0.37)	0.27
Income tax expense / (Income) charged to OCI	(0.37)	0.27
Deferred tax:	451.37	625.08

Deferred tax (assets) and liabilities

Deferred tax assets and liabilities are attributable to the following:

Particulars	As at March 31, 2023	As at March 31, 2022
Impact of difference between tax depreciation and depreciation as per books	(458.18)	(297.11)
Tax credit entitlement in MAT	-	(325.42)
Disallowance towards doubtful debts and employee benefit expenses	13.03	14.70
Deferred tax liabilities (net)	(445.15)	(607.83)

Notes to the Financial Statements

for the year ended March 31, 2023

17 Income taxes (Contd..)

b.) Reconciliation of deferred tax assets / liabilities (net):

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	(607.83)	(324.06)
Tax expense recognised during the year recognised in profit or loss	163.05	41.38
Less: Utilization of tax credit entitlement in MAT	-	(325.42)
Tax expense / (credit) during the year recognised in OCI	(0.37)	0.27
Closing balance	(445.15)	(607.83)

c.) Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarised below:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax	2,432.66	1,943.60
Tax as per India's statutory income tax rate	25.17%	34.94%
Expected income tax expense as per applicable taxes	612.25	679.17
Impact on account of adoption of new tax rate	(170.05)	-
MAT paid/credit entitlement	-	(55.37)
Effect of expenses/income that are not deductible in determining taxable profit	8.38	(14.03)
Others	1.16	15.04
Effective income tax	451.74	624.81

d.) Deferred tax charge / (credit)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Deferred tax charges relates to the movement in the following items:		
Accelerated depreciation/ amortisation for tax purposes	8.33	31.10
Disallowance towards doubtful debts and employee benefit expense	(0.96)	(16.84)
Impact on account of adoption of new tax rate	(170.05)	-
MAT Credit Entitlement	-	(55.37)
Net deferred tax income/ (expense)	(162.68)	(41.11)
Deferred tax (credit)/charge as per Statement of profit and loss	(163.05)	(41.38)
Deferred tax charge /(credit) as per other comprehensive income	0.37	0.27
	(162.68)	(41.11)

The Company offsets tax assets and liabilities only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

During the year the company has reassessed the benefit of opting for tax regime permitted under section 115BAA of Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognized the provision of income tax for the year ended March 31, 2023 as per the new tax rate and remeasured its deferred tax basis the rate prescribed in the aforesaid section. The total consequent proportionate impact of this remeasurement of Deferred Tax is amounting to INR 170.05 is accounted for year ended March 31, 2023 (March 31, 2022 : Nil).

Notes to the Financial Statements

for the year ended March 31, 2023

18 Short term borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
At amortised cost:		
Secured loans:		
Loan repayable on demand from banks		
Cash credit	7.71	94.66
Other working capital facilities*	807.06	1,872.37
Current maturities of long term debts (Note - 13)	-	56.88
	814.77	2,023.91

* Other Working capital facilities consist facility for packing credit in foreign currency and foreign usance discount bill purchase facilities.

For Company's financial risk management processes, refer to note 38.

(i) **The Company has taken borrowings from various banks towards funding of its working capital. A summary of security provided by the Company is as follows:**

Facility Category	Security Details	As at March 31, 2023	As at March 31, 2022
Cash credit facility	1. First pari-passu charge by way of Hypothecation on Stock and receivables/ current assets (both present and future) 2. Second pari-passu charge on the fixed assets of the Company.	7.71	23.15
Cash credit facility	1. First pari-passu charge by way of hypothecation of stocks/ inventory and book debts/receivables of the company along with other consortium banks. 2. Second pari-passu charge on the fixed assets of the Company.	-	34.01
Cash credit facility	1. First pari-passu charge over the entire current assets of the Company. 2. Second pari-passu charge over the entire fixed assets of the Company.	-	36.49
Cash credit facility	1. First Pari-passu charge on the CENVAT/ Gujarat/ VAT/ DEPB receivables of the Company along with other consortium banks. 2. Second Pari-passu charge on fixed assets of the Company.	-	1.01
Other working capital facilities*	1. First pari-passu charge by way of Hypothecation on Stock and receivables/ current assets (both present and future). 2. Second pari-passu charge on the fixed assets of the Company.	575.03	515.16
Other working capital facilities*	1. First Pari-passu charge by the way of hypothecation of stocks and book debts of the company along with other consortium members. 2. Second pari-passu charge on advance shall be covered under Whole Turnover Packing Credit Guarantee obtained by the Bank from ECGC & premium to be borne by the clients.	-	720.21
Other working capital facilities*	1. First pari-passu charge over the entire current assets of the Company. 2. Second pari-passu charge over the entire fixed assets of the Company.	93.82	262.48
Other working capital facilities*	1. Documents of title to goods in case of L/C on DP basis 2. Hypothecation charge over the goods in case of L/C on DA basis.	138.21	374.52
		814.77	1,967.03

*Other working capital facilities consist of letter of credit, packing credit and foreign usance discount bill purchase facilities.

Notes to the Financial Statements

for the year ended March 31, 2023

18 Short term borrowings (Contd..)

(ii) Terms of repayment of total borrowings outstanding as well as the interest rates prevailing as on March 31, 2023 and March 31, 2022 are provided below:

Facility Category	Terms of repayment	Interest rate
Other working capital facilities	Within 1 year	3.5% - 10.5%
Cash credit	Repayable on demand	9.0% - 10.4%

19 Current financial liabilities - Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises (Note 41)	42.49	75.34
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,067.21	1,121.26
	1,109.70	1,196.60

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled on 45-90 days terms.
- For explanations on the Company's financial risk management processes, refer to note 38.

Trade payable ageing schedule as at March 31, 2023

Particulars	Unbilled Dues	Outstanding for following periods from due date of payment					Total
		Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Non disputed dues:							
Total outstanding dues of micro enterprises and small enterprises	-	34.05	7.87	0.52	0.05	-	42.49
Total outstanding dues of creditors other than micro enterprises and small enterprises	73.91	952.63	31.33	8.56	-	0.78	1,067.21
Total	73.91	986.68	39.20	9.08	0.05	0.78	1,109.70
Disputed dues:							
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

Notes to the Financial Statements

for the year ended March 31, 2023

19 Current financial liabilities - Trade payables (Contd..)

Trade payable ageing schedule as at March 31, 2022

Particulars	Unbilled Dues	Outstanding for following periods from due date of payment					Total
		Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Non disputed dues:							
Total outstanding dues of micro enterprises and small enterprises	-	53.83	21.46	0.05	-	-	75.34
Total outstanding dues of creditors other than micro enterprises and small enterprises	25.13	959.12	136.02	0.15	-	0.84	1,121.26
Total	25.13	1,012.95	157.48	0.20	-	0.84	1,196.60
Disputed dues:							
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

20 Current financial liabilities - Other financial liabilities

	As at March 31, 2023	As at March 31, 2022
Employee dues	41.96	47.13
Rent deposits	0.56	0.56
Payables for capital goods	4.52	10.30
	47.04	57.99

21 Other current liabilities

	As at March 31, 2023	As at March 31, 2022
Statutory dues payables*	8.84	11.72
Advance from customers	12.67	10.83
	21.51	22.55

*Statutory dues payable includes payable on account of provident fund, tax deducted at source etc.

22 Current liabilities -Provisions

	As at March 31, 2023	As at March 31, 2022
Provision for gratuity (Note 34)	7.47	7.79
	7.47	7.79

Notes to the Financial Statements

for the year ended March 31, 2023

23 Income tax liabilities (Net) - current tax

	As at March 31, 2023	As at March 31, 2022
Provision for tax (net of advance tax)	45.34	67.19
	45.34	67.19

24 Revenue from operations

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from contract with customers		
Sale of goods (Refer note below)	10,944.72	9,350.00
Total revenue from contract with customers	10,944.72	9,350.00
Other operating revenue		
Sale of scrap	689.78	633.12
Export incentives	155.03	119.19
Total other operating revenue	844.81	752.31
Total revenue from operations (net) (Note 36)	11,789.53	10,102.31

Disclosure pursuant to Ind AS 115 - Revenue from contract with customers:

A Disaggregated revenue

(i) Revenue by geographical market

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Within India	5,216.23	4,630.30
Outside India	6,573.30	5,472.01
	11,789.53	10,102.31

B Contract balances

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Trade receivables (Note -6)	2,284.60	2,305.37
Advance from customers (Note- 21)	(12.67)	(10.83)

C Reconciling the amount of revenue recognised in statement of profit and loss with the contracted price

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue as per contracted price (recognised at the point of time)	10,985.85	9,844.54
Less: Discounts and rebates	-	-
Add/ (Less): Changes in revenue due to performance obligations (net)	(41.13)	(494.54)
Net revenue from contract with customers (recognised at a point of time)	10,944.72	9,350.00

D For information on major customer refer note 36.

Notes to the Financial Statements

for the year ended March 31, 2023

25 Other income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income on		
Bank deposits	10.93	10.28
Others	0.50	6.27
Foreign exchange differences (net)	171.20	79.11
Profit on sale of property, plant and equipment	1.27	-
Insurance claim receipt	-	11.81
Rental income	3.21	1.35
Miscellaneous income	5.90	5.42
	193.01	114.24

26 Cost of raw materials and components consumed

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventory at the beginning of the year (Note -5)	828.21	485.37
Add : Purchases during the year	5,917.67	5,537.64
	6,745.88	6,023.01
Less : Inventory at the end of the year (Note -5)	886.34	828.21
	5,859.54	5,194.80

27 (Increase) / Decrease in inventories of finished goods and work-in-progress

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock (Note 5)		
Finished goods	1,215.59	720.43
Work-in-progress	459.08	400.68
	1,674.67	1,121.11
Less: Closing Stock (Note 5)		
Finished goods	1,070.69	1,215.58
Work-in-progress	465.32	459.08
	1,536.01	1,674.66
Net Decrease / (Increase) in inventories of finished goods and work-in-progress	138.66	(553.55)

28 Employee benefits expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	519.13	520.48
Contribution to provident and other funds (Note 34)	31.62	30.19
Gratuity expense (Note 34)	9.34	8.82
Staff welfare expenses	31.45	28.11
	591.54	587.60

Notes to the Financial Statements

for the year ended March 31, 2023

29 Finance costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on bank borrowings	63.53	114.23
Other finance charges	31.04	49.63
Exchange difference regarded as an adjustment to borrowing cost	3.66	4.26
Interest on liability component of compound financial instrument	-	36.05
Interest on lease liabilities (Note 40)	0.09	0.12
	98.32	204.29

30 Depreciation and amortization expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on Property, plant and equipment (Note 2 (a))	267.50	253.48
Amortisation on Right-of-use assets (Note 2 (b))	0.15	0.13
Amortisation of Intangible assets (Note 2 (c))	1.54	1.90
	269.19	255.51

31 Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Power and fuel	728.05	694.54
Consumption of stores, spares and consumables	707.43	717.46
Subcontracting and processing charges	413.50	401.52
Sorting, segregation and testing charges	85.29	83.42
Freight and forwarding charges	473.29	509.95
Insurance	37.57	44.60
Rates and taxes	11.30	9.28
Repairs and maintenance		
Plant and machinery	52.57	45.04
Buildings	9.16	11.50
Others	15.63	16.94
Legal and professional fees	7.95	10.60
CSR expenses (Refer note below)	23.12	16.20
Loss on sale of property, plant and equipment	-	0.01
Payment to auditors (refer note below)	2.60	2.04
Director sitting fee	0.28	0.14
Miscellaneous expenses(including communication, travelling, donations, printing & stationery charges,etc)	24.89	21.06
	2,592.63	2,584.30

(i) Details of CSR expenditure

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Gross amount required to be spent by the company during the year	23.12	16.20
b) Amount approved by the Board to be spent during the year	23.12	16.20
c) The revenue expenditure charged to the statement of profit or loss by the company during the year	23.12	16.20

Notes to the Financial Statements

for the year ended March 31, 2023

31 Other expenses (Contd..)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(I) Amount spent by company during the year in cash		
i) Construction/ acquisition of any asset	-	-
ii) On purposes other than (i) above		
Contribution to Charitable Trust	23.12	16.20
(II) Amount yet to be paid by company		
i) Construction/ acquisition of any asset	-	-
ii) On purposes other than (i) above	-	-
(III = I + II) Total		
i) Construction/ acquisition of any asset	-	-
ii) On purposes other than (i) above	23.12	16.20

Nature of CSR Activities includes expenses on education, schooling, hospital and old age homes

(ii) Details of payment to auditors

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
As auditor:		
Audit fees	1.75	1.25
Limited Review	0.75	0.75
Reimbursement of expenses	0.10	0.04
	2.60	2.04

32 Earnings per share (EPS)

Basic amounts are calculated by dividing the profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following table reflects the income and earnings per share data used in the basic and diluted EPS computation:

Disclosure as required by Ind AS 33 is shown below -

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit for the year attributable to equity shareholders of the company for basis	1,980.92	1,318.79
Effect of dilution on account of interest on OCRPS	-	0.57
Profit attributable to equity holders adjusted for the effect of dilution	1,980.92	1,319.36
Weighted average number of equity shares for basic EPS:		
Number of equity shares outstanding at the beginning of the year	2,72,33,312	2,39,81,090
Conversion of OCRPS	-	18,66,219
Fresh issue of equity shares	-	4,07,428
Number of equity shares outstanding at the end of the year for basic EPS	2,72,33,312	2,62,54,737
Weighted average number of equity shares adjusted for the effect of dilution:		
Number of equity shares outstanding at the end of the year for basic EPS	2,72,33,312	2,62,54,737
Conversion of OCRPS	-	7,63,781
Potential number of equity shares that could arise on exercise of OCRPS	-	-
Number of equity shares outstanding at the end of the year for diluted EPS	2,72,33,312	2,70,18,518

Notes to the Financial Statements

for the year ended March 31, 2023

32 Earnings per share (EPS) (Contd..)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Nominal value per share	10.00	10.00
Earning per equity share		
Basic earning per share	72.74	50.23
Diluted earning per share	72.74	48.83

33 Contingent liabilities and commitments not provided for:

Details of contingent liabilities and commitments are shown below -

	As at March 31, 2023	As at March 31, 2022
A Commitments		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	327.45	385.37
(ii) For commitment related to lease arrangement refer note 40.		
B Contingent liabilities *		
i) Income tax with respect to matters relating to disallowance of additional depreciation, disallowance of forex loss, disallowance of foreign commission and disallowance of other expenditure for the assessment years 2005-06 to 2017-18 in respect of which the Company has filed an appeal with higher authorities	138.73	138.73
ii) For non receipt of the required forms and non acceptance of the companies claim of certain sales as an exempted sales and related matters	0.25	0.25
iii) Under Goods and Service Tax Act, Service tax Act with respect to the matters decided against the company in respect of which the company has filed appeal with higher authorities	3.23	1.41
iv) Others-related to electricity matter	12.63	12.63
	154.84	153.02

The management based on the assessment, believes that the outcome of these contingencies will be favourable, but not probable and accordingly no provision has been recognised in the financial statement. The cash outflows with regards to above matters will be dependent on outcome of above pending cases.

C Corporate Debt restructuring

The Company had restructured its borrowing through corporate debt restructuring (CDR) in 2013. As per the terms of CDR, the company shall not declare/pay dividend without prior approval of CDR empowered group (CDR EG). Pursuant to the said CDR Scheme, the Lenders are entitled to claim right of recompense (ROR) for the reliefs extended by them within the CDR Parameters with the approval of the CDR EG. As at March 31, 2023 there is no ascertained liability and based on Company's assessment on the outcome of above, no provision is considered in respect of this matter in the financial statement.

Notes to the Financial Statements

for the year ended March 31, 2023

34 I) Defined Contribution Plan

During the year, the Company has made contribution/provision to provident fund stated under defined contribution plan amounting to INR 31.62 for the year ended March 31, 2023 and INR 30.19 for the year ended March 31, 2022.

II) Defined Benefit Plans

Gratuity:

The Company operates a defined gratuity plan. Under the plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The scheme is funded with Life Insurance Company of India (LIC) in the form of a qualifying insurance policy for future payment of gratuity to the employees.

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 assets. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss, the funded status and amounts recognised in Summary Statement of Assets and Liabilities for the plan.

A Net employee benefit expense recognised in statement of profit and loss in respect of these defined benefit expenses

	For the year ended March 31, 2023	For the year ended March 31, 2022
Current service cost	7.36	7.27
Interest cost on benefit obligation	2.70	2.23
Expected return on plan assets	(0.72)	(0.68)
Net benefit expense recognised in the statement of profit and loss	9.34	8.82

B Amount recognised in statement of other comprehensive income

	For the year ended March 31, 2023	For the year ended March 31, 2022
Actuarial gains/(loss) arising from changes in financial assumptions	1.93	0.71
Actuarial (loss) / gains arising due to experience adjustments	(0.24)	(1.23)
Return on plan assets excluding amounts included in interest income	(0.21)	(0.24)
Total re-measurement (loss) / gain for the year recognised in other comprehensive income	1.48	(0.76)

C The total amount included in balance sheet arising from Company's obligation

	For the year ended March 31, 2023	For the year ended March 31, 2022
Present value of defined benefit obligation	(50.20)	(47.26)
Fair value of plan assets	13.18	12.42
Plan liability	(37.02)	(34.84)
- Current	(7.47)	(7.79)
- Non Current	(29.55)	(27.05)
Changes in the present value of the defined benefit obligation are as follows:		
Opening defined benefit obligation	47.26	40.99
Current service cost	7.36	7.27
Interest cost	2.70	2.23
Benefits paid during the year	(5.43)	(3.75)

Notes to the Financial Statements

for the year ended March 31, 2023

34 (Contd..)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Actuarial losses / (gains) on obligation	(1.69)	0.52
Closing defined benefit obligations	50.20	47.26
Changes in the fair value of plan assets are as follows:		
Opening fair value of plan assets	12.42	11.73
Expected return	0.72	0.68
Contributions by the employer	0.28	0.31
Benefits paid	(0.03)	(0.06)
Actuarial (losses)	(0.21)	(0.24)
Closing fair value of plan assets	13.18	12.42

D The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	For the year ended March 31, 2023	For the year ended March 31, 2022
Policy of insurance	100%	100%

E The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

	As at March 31, 2023	As at March 31, 2022
	%	%
Discount rate	7.30	6.40
Expected return on plan assets	7.30	6.40
Salary escalation	4.50	4.50
Employee turnover	30% p.a. at younger ages reducing to 5% p.a. at older ages	30% p.a. at younger ages reducing to 5% p.a. at older ages
Retirement age	58 years	58 years
Mortality table	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

F Net (Liability) recognised in the Balance Sheet:

	As at March 31, 2023	As at March 31, 2022
Gratuity		
Defined benefit obligation	50.20	47.26
Plan assets	13.18	12.42
(Deficit)	(37.02)	(34.84)

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Notes to the Financial Statements

for the year ended March 31, 2023

34 (Contd..)

G A description of methods used for sensitivity analysis and its limitations:

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fail to focus inter-relationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. the method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate sensitivity		
Increase by 0.5%	1.00	0.97
(% change)	(2.00%)	(2.06%)
Decrease by 0.5%	1.05	1.02
(% change)	2.09%	2.16%
Salary growth rate sensitivity		
Increase by 0.5%	1.05	1.01
(% change)	2.10%	2.14%
Decrease by 0.5%	1.02	1.00
(% change)	(2.02%)	(2.11%)
Withdrawal rate (W.R.) sensitivity		
W.R. x 110%	0.36	0.17
(% change)	0.72%	0.35%
W.R. x 90%	(0.44)	(0.22)
(% change)	(0.87%)	(0.46%)

H The following are the expected future benefit payments for the defined benefit plan :

Particulars	As at March 31, 2023	As at March 31, 2022
Within the next 12 months	11.40	10.12
Between 2 and 5 years	28.56	26.57
Between 5 and 10 years	17.15	15.52
Total expected payments	57.11	52.21

The average duration of the defined benefit plan obligation at the end of the reporting period is 5.13 years (31 March 2022: 5.06 years).

35 Related party disclosures

1. Name of related parties and their relationships

Name of related parties and their relationships:

Description of the relationship	Name of related parties
A. Key management personnel	Mr. Manesh D Madeka (Chairman & Managing Director) Mr. Bhoutik D Madeka (Whole time Director) Mr. Mihir R Madeka (Whole time Director) Mr. Hardik Gandhi (Company Secretary) Mr. Hiren Doshi (Chief Financial Officer)
B. Relatives of key management personnel	Mr. Hemal P. Madeka Mr. Bharat J Madeka Mr. Paresh D Madeka Mr. Rupesh D Madeka

Notes to the Financial Statements

for the year ended March 31, 2023

35 Related party disclosures (Contd..)

Description of the relationship	Name of related parties
	Mr. Jiten D Madeka
	Mr. Ashok D Madeka
	Mr. Pinakin D Madeka
	Mr. Sanjay B Bole
C. Entity in which relative of key managerial personnel has control	M/s. Rapid Cut

2. Related party transactions and balances

The following table provides the total amount of transactions that have been entered into with related parties for the relevant year.

	For the year ended March 31, 2023	For the year ended March 31, 2022
Transactions during the year		
(i) Remuneration paid		
Salary allowances and bonus *		
Mr. Manesh Madeka	9.60	9.60
Mr. Bhoutik Madeka	9.36	9.36
Mr. Mihir Madeka	8.40	8.40
Mr. Hemal Madeka	6.60	6.60
Mr. Bharat Madeka	8.40	8.40
Mr. Paresh Madeka	0.60	0.60
Mr. Rupesh Madeka	7.20	7.20
Mr. Jiten Madeka	7.20	7.20
Mr. Ashok Madeka	4.80	4.80
Mr. Pinakin Madeka	7.20	7.20
Mr. Sanjay Bole	1.50	1.50
Mr. Hardik Gandhi	0.54	0.21
Mr. Hiren Doshi	4.57	3.71
(ii) Scrap & inserts sales		
M/s. Rapid Cut	9.45	8.90
(iii) Rental income		
M/s. Rapid Cut	0.47	0.42
(iv) Subcontracting and processing charges		
M/s. Rapid Cut	12.10	15.32
Closing balance		
(i) Trade payable/(Trade advances)		
M/s. Rapid cut	(2.01)	1.14
(ii) Payable balance (Remuneration)		
Mr. Manesh Madeka	0.01	0.26
Mr. Bhoutik Madeka	0.04	1.15
Mr. Mihir Madeka	0.03	0.70
Mr. Hardik Gandhi	0.06	0.02
Mr. Hemal Madeka	0.03	0.41
Mr. Bharat Madeka	0.05	1.62
Mr. Paresh Madeka	0.01	0.30
Mr. Rupesh Madeka	0.04	1.12
Mr. Jiten Madeka	0.02	-
Mr. Ashok Madeka	0.01	0.01

Notes to the Financial Statements

for the year ended March 31, 2023

35 Related party disclosures (Contd..)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Mr. Pinakin Madeka	0.03	-
Mr. Sanjay Bole	0.02	0.25
Mr. Hiren Doshi	0.70	0.30

* The remuneration does not include gratuity since the same is calculated for all the employees of the Company as a whole.

Notes

- (i) The company's transactions with related parties are assessed to be at arm's length transactions by the management. Outstanding balances at the year-end are unsecured and interest-free and settlement occurs in cash.

36 Operating Segments

A Basis for segmentation

The Company is mainly engaged in the business of manufacturing and selling of machined / forged rings and auto components. The company's business falls within a single business segment of 'diversified auto components' and all the activities of the Company revolve around the main business.

The Chief Operating decision maker (CODM) monitors the operating results of the business as a whole for the purpose of making decisions about resource allocation and performance assessment.

Therefore, management views company's business activity as a single segment and segment's performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements and there are no separate reportable segments in terms of requirements of IND AS 108 'operating segments' as notified under section 133 of Companies Act, 2013.

B Geographical information

The management evaluates that the company operates in two principal geographical areas - India and Outside India.

The below table sets out present revenue and certain asset information regarding the company's geographical segments:

Revenue from operations	For the year ended March 31, 2023	For the year ended March 31, 2022
India	5,216.23	4,630.30
Outside India	6,573.30	5,472.01
Total	11,789.53	10,102.31

Following are other Non Current non financial assets	As at March 31, 2023	As at March 31, 2022
India	4,570.39	4,430.71
Outside India	-	-
Total	4,570.39	4,430.71

C Information about major customers

For the year ended March 31, 2023

The Company has assessed that there are two customer group from which the revenue from transactions is 10% or more of the company's total revenue for the year ended March 31, 2023.

Total amount of revenues from the customers is INR 5,203.41 for the year ended March 31, 2023.

Notes to the Financial Statements

for the year ended March 31, 2023

36 Operating Segments (Contd..)

For the year ended March 31, 2022

The company has assessed that there are four customer group from which the revenue from transactions is 10% or more of the company's total revenue for the year ended March 31, 2022.

Total amount of revenues from the customers is INR 6,568.78 for the year ended March 31, 2022.

37 Fair value measurements

a) Categories of financial instruments and valuation technique

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
Details of financial assets carried at amortised cost			
Trade receivables	6	2,284.60	2,305.37
Cash and cash equivalents	7	216.55	37.50
Bank balances and deposits other than cash and cash equivalents	3 & 7	223.46	183.97
Loans	8	0.22	0.32
Other financial assets	3 & 9	95.80	123.66
Total financial assets		2,820.63	2,650.82
Non-current assets		116.19	41.57
Current assets		2,704.44	2,609.25
Total financial assets		2820.63	2650.82
Details of financial liabilities carried at amortised cost			
Borrowings	13 & 18	814.77	2228.52
Trade payables	19	1109.70	1196.60
Other liabilities	14 & 20	47.54	58.66
Total financial liabilities		1972.01	3483.78
Non-Current financial liabilities		0.17	204.89
Current financial liabilities		1971.84	3278.89
Total financial liabilities		1,972.01	3,483.78

The management has assessed that the carrying amounts of the above financial instruments approximate their fair values.

38 Financial risk management objectives and policies

The Company's principal financial liabilities comprises of loan from banks, trade payables and other financial liabilities. The purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivables, cash & cash equivalents, Bank balances, deposits other than cash and cash equivalents and Other financial assets.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Company's senior management oversees the management of these risks. The board of directors review and agree policies for managing each of these risks, which are summarised below -

A Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises of interest rate risk and currency risk.

A.1 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. The Company's exposure to the risk of changes in market interest rates relates

Notes to the Financial Statements

for the year ended March 31, 2023

38 Financial risk management objectives and policies (Contd..)

primarily to the Company's debt obligations with floating interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Impact on profit before tax			
	As at March 31, 2023		As at March 31, 2022	
	Up move	Down move	Up move	Down move
Interest rate - by 1%	(8.15)	8.15	(22.29)	22.29

A.2 Foreign currency risk

Foreign currency risk arises when future commercial transactions and relevant assets and liabilities are denominated in currency that is not Company's functional currency. Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is mainly exposed to the currency : USD and EUR. The Company's unhedged foreign currency exposure are described below-

Particulars of unhedged foreign currency exposure	Currency (in million)	As at March 31, 2023	As at March 31, 2022
Trade receivables (Note 6)	USD	12.38	15.87
	EUR	3.71	2.98
	Equivalent INR in million	1,348.34	1,450.86
Trade payables (Note 19)	USD	4.49	2.38
	EUR	0.01	0.02
	Equivalent INR in million	369.56	181.40

Foreign currency sensitivity analysis

The following table details, Company's sensitivity to a 5% increase and decrease in the rupee against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding not hedged on receivables and payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rate. In case of net unhedged foreign currency payable, positive number below indicates an increase in the profit and equity where the rupee strengthen by 5% against the relevant currency. For a 5% weakness of the rupee against the relevant currency, there would be a comparable impact on the profit and equity, and the balances below would be negative.

Impact on profit or loss and total equity (before tax)

Particulars	As at March 31, 2023	As at March 31, 2022
USD Sensitivity		
Increase in exchange rate by 5%	32.40	50.93
Decrease in exchange rate by 5%	(32.40)	(50.93)
EUR Sensitivity		
Increase in exchange rate by 5%	16.54	12.44
Decrease in exchange rate by 5%	(16.54)	(12.44)

Notes to the Financial Statements

for the year ended March 31, 2023

38 Financial risk management objectives and policies (Contd..)

B 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. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by the Company's established policies, procedures and controls relating to customer control risk management. Credit quality of a customer is assessed based on an individual credit limits and are defined in accordance with management's assessment of the customer. Outstanding customer receivables are regularly monitored. The concentration of credit risk is limited due to the fact that the customer base is large. An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit loss. The Company uses ageing buckets and provision matrix for the purpose of computation of expected credit loss. The provision rates are based on past trend of recoverability. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

C Liquidity risk

Liquidity risk is the risk the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure that funds are available as per requirements. The company constantly generate cashflows from operation to meet its financial obligations when they fall due.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Particulars	Note No.	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Year ended March 31, 2023						
Lease liabilities		-	0.39	0.20	-	0.59
Borrowings	18	7.71	807.06	-	-	814.77
Trade payables	19	-	1,109.70	-	-	1,109.70
Other Financial liabilities	20	-	47.04	-	-	47.04
		7.71	1,964.19	0.20	-	1,972.10
Year ended March 31, 2022						
Term loan from banks	13	-	-	204.61	-	204.61
Lease liabilities		-	0.39	0.59	-	0.98
Borrowings	18	94.66	1,929.25	-	-	2,023.91
Trade payables	19	-	1,196.60	-	-	1,196.60
Other Financial liabilities	20	-	57.99	-	-	57.99
		94.66	3,184.23	205.20	-	3,484.08

39 Capital management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust return on capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Notes to the Financial Statements

for the year ended March 31, 2023

39 Capital management (Contd..)

The Company monitors capital using a gearing ratio, which is net debt divided by total capital. Net debt is calculated as loans and borrowing less cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Short term borrowings (Note 18)	814.77	2,023.91
Long term loans from banks (Note 13)	-	204.61
Less - Cash and cash equivalent (Note 7)	216.55	37.50
Net debt (A)*	598.22	2,191.02
Equity** (Note 11 and 12)	7,430.05	5,448.02
Total equity(B)	7,430.05	5,448.02
Capital gearing ratio (A/B)	0.08	0.40

* Debt is defined as long-term borrowings, short-term borrowings and liability component of compound financial instrument.

** Equity includes equity share capital, reserves and surplus, other comprehensive income and equity component of compound financial instrument.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

40 Leases

a) Operating leases - Company as a lessor

The Company has entered into lease agreement for lease of its certain land for warehousing. Both the Company and lessor are entitled to terminate the lease by giving one to two month's notice to the other party. Rent income recognised in the Statement of Profit and Loss for the year in Note 25.

b) Company as a Lessee:

The Company has lease contracts of two lands used in its operations. The lease terms of lands are between 15 to 20 years. The company has evaluated that it does not have any short term and lease of low value assets. The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company is restricted from assigning and subleasing the leased assets and some contracts require the Company to maintain premises in good state. The lease contract include extension and termination options which are considered while evaluating Ind AS 116 Leases.

For details pertaining to the carrying value of right of use of lease assets and depreciation charged thereon during the year, refer note 2 (b)

i) The carrying amounts of lease liabilities and the movements during the year:

Leased Liabilities	As at March 31, 2023	As at March 31, 2022
At the beginning of the year	0.67	1.06
Additions	-	-
Accretion of Interest	0.09	0.12
Payments	(0.26)	(0.51)
At the end of the year	0.50	0.67
Current lease liabilities	0.33	0.39
Non-current lease liabilities	0.17	0.28
	0.50	0.67

Notes to the Financial Statements

for the year ended March 31, 2023

40 Leases (Contd..)

ii) Amount recognised in Statement of Profit and loss during the year

	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation/ amortisation expense on ROU asset (Note 30)	0.15	0.13
Interest expense on lease liabilities (Note 29)	0.09	0.12
	0.24	0.25

iii) For Maturity analysis of lease liabilities refer note 38 (c)

41 Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006)

	As at March 31, 2023	As at March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.		
Principal amount due to micro and small enterprises	42.12	74.83
Interest due on above	0.37	0.51
	42.49	75.34

	As at March 31, 2023	As at March 31, 2022
(i) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(ii) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
(iii) The amount of interest accrued and remaining unpaid at the end of each accounting year	0.37	0.51
(iv) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	0.37	-

The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

42 Ratio Analysis and its elements

Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
1 Current ratio	Current assets	Current liabilities	2.66	1.59	67%	Refer Note 1
2 Debt- equity ratio	Total debt	Shareholder's equity	0.11	0.41	-73%	Refer Note 2
3 Debt service coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses (A)	Debt service = Interest & lease payments + principal repayments (B)	1.20	1.08	12%	-

Notes to the Financial Statements

for the year ended March 31, 2023

42 Ratio Analysis and its elements (Contd..)

Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
4 Return on equity ratio	Net Profits after taxes – preference Dividend	Average shareholder's equity	31%	29%	5%	-
5 Inventory turnover ratio	Cost of goods sold (C)	Average inventory	2.32	2.14	8%	-
6 Trade receivable turnover ratio	Revenue from operations	Average trade receivable	5.14	5.07	1%	-
7 Trade payable turnover ratio	Net credit purchases (D)	Average trade payables	7.45	6.23	20%	-
8 Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = current assets – current liabilities	4.44	9.14	-51%	Refer Note 3
9 Net profit ratio	Net profit	Net sales = Total sales - sales return	16.53%	12.83%	29%	Refer Note 4
10 Return on capital employed	Earnings before interest and taxes (EBIT) (E)	Capital Employed = Tangible net worth + Total debt + deferred tax liability	29%	26%	12%	
11 Return on investment	Interest (finance income)	Investment			Not Applicable	

Note:

- Improvement in current ratio is due to increase in current assets on account of realisation of trade receivables which increase cash and cash equivalents and reduction in current liabilities on account of repayment/lower utilisation of short term debts.
- Lower debt-equity ratio on account of repayment of long term debts and short term debts as well as increased net profit as compared to previous year.
- Movement in net capital turnover ratio is due to increase in current asset on account of increase in operations and decrease in current liabilities mainly on account of repayment/lower utilisation of working capital facilities as well as reduction in trade payables.
- Improvement in net profit ratio is on account of increase in turnover of the company, decrease in finance cost and tax expenses.

Explanations:

- Profit after tax + Finance cost + Depreciation and amortization expenses
- Repayment of borrowings + Finance Cost
- Cost of raw materials and components consumed + (Increase) / Decrease in inventories of finished goods and work-in-progress
- Cost of raw materials and components consumed + (Increase) / Decrease in inventories of finished goods and work-in-progress + Other expenses
- Profit from operations before tax + Finance cost

Notes to the Financial Statements

for the year ended March 31, 2023

43 Other Statutory Information

- (i) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder
- (ii) The Company does not have any transactions with companies struck off as mentioned under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- (vii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

44 During the previous financial year, the Company completed the initial public offering ('IPO') through an offer for sale of 7,500,000 equity shares by Rivendell PE LLC of face value of INR 10 each at a price of ₹ 900 per equity share aggregating to INR 6,750 millions and fresh Issue of 622,222 equity shares of face value of INR 10 each at a price of INR 900 per equity share aggregating to ₹ 560 millions. The equity shares of the Company were listed on national stock exchange of India Limited ('NSE') and BSE Limited ('BSE') on August 9, 2021.

The total offer expenses of INR 402.16 million consisting of merchant banker fees, lawyer Fees etc. (inclusive of taxes) are proportionately allocated between the selling shareholders and the company as per the agreement. The utilisation of net IPO proceeds received after considering the company's share of cost is as follows:

As at March 31, 2023

Particulars	Objects of the issue	Utilisation up to March 31, 2023	Unutilised amounts as on March 31, 2023
Funding long-term working capital requirement	450.00	450.00	-
General corporate purpose	79.57	79.57	-
Total	529.57	529.57	-

Notes to the Financial Statements

for the year ended March 31, 2023

As at March 31, 2022

Particulars	Objects of the issue	Utilisation up to March 31, 2022	Unutilised amounts as on March 31, 2022
Funding long-term working capital requirement	450.00	400.00	50.00
General corporate purpose	79.57	79.57	-
Total	529.57	479.57	50.00

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

As per our report of even date

For **S R B C & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 324982E/E300003

For and on behalf of the Board of Directors of
Rolex Rings Limited
CIN: L28910GJ2003PLC041991

per Sumit Kumar Agrawal
Partner
Membership No.: 135859

Manesh Madeka
Managing Director
DIN: 01629788

Bhoutik Madeka
Whole Time Director
DIN: 01761543

Place: Pune
Date : May 25, 2023

Place: Rajkot
Date : May 25, 2023

Place: Rajkot
Date : May 25, 2023

CS Hardik Gandhi
Company Secretary

Hiren Doshi
Chief financial officer

Place: Rajkot
Date : May 25, 2023

Place: Rajkot
Date : May 25, 2023

NOTICE

NOTICE is hereby given that the **21st Annual General Meeting** of the Members of the Company will be held on **Thursday, 21st September, 2023** at 12:00 pm through Video Conferencing ("VC")/ Other Audio Video Means ("OAVM") to transact the following businesses:

- **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the audited financial statements of the Company for the 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."

2. To Appoint Mr. Bhautik Dayashankar Madeka (DIN: 01761543) who retires by rotation at this meeting as a Director and being eligible offers himself for re-appointment and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Bhautik Dayashankar Madeka (DIN: 01761543) who retires by rotation at this meeting and being eligible, offers himself to be reappointed, be and is hereby appointed as a Director of the company, liable to retire by rotation."

- **Special Business:**

3. To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2024 and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting, to be paid to the S. K Rajani & Co., Cost Auditors, Bhavnagar appointed by the Board of Directors of the company, to conduct audit of cost records of the company for the financial year ending March 31, 2024, be and is hereby ratified."

4. **To increase Managerial Remuneration of Mr. Manesh Dayashankar Madeka, Chairman & Managing Director [DIN: 01629788]:**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per Memorandum and Articles of Association of the company, the recommendation of the Nomination and Remuneration Committee, and subject to such other approvals as may be necessary, approval of Members be and is hereby accorded for revision/increase in remuneration of Mr. Manesh Dayashankar Madeka, Chairman & Managing Director [DIN: 01629788], as set out in the Explanatory Statement, for the remaining period of his tenure of 05 years commencing from 12th March, 2021."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Manesh Dayashankar Madeka, Chairman and Managing Director [DIN: 01629788] shall be as under:

Salary: INR 10,00,000/- per month (Rupees Ten Lakhs only) inclusive of all perquisites

"RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, in the event of loss, absence or inadequacy of the profits of the company in any financial year during his tenure as Managing Director, the remuneration mentioned in the explanatory statement hereunder shall be paid to Mr. Manesh Dayashankar Madeka as minimum remuneration and the same shall be subject to limits as set out in Section II of Part II of Schedule V to the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force)."

"RESOLVED FURTHER THAT save and except as aforesaid, all other terms and conditions of Appointment of Mr. Manesh Dayashankar Madeka, passed at the Extraordinary General Meeting held on 12th March, 2021 shall continue to remain in full force and effect."

"RESOLVED FURTHER THAT the Board including its Committees, be and is hereby authorised to vary and/or revise the remuneration of Mr. Manesh Dayashankar Madeka within the limits permissible under the Act and do all such acts, deeds, things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

By Order of the Board of Directors,
For, **Rolex Rings Limited**

(Manesh D. Madeka)

Date: 25th August, 2023
Place: Rajkot

Chairman & Managing Director
[DIN: 01629788]

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special business and the details as required under Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as 'SEBI Listing Regulations') and Secretarial Standard on General Meeting (SS-2) in respect of re-appointment of Auditor and the Directors seeking appointment/re-appointment at this Annual General Meeting ('AGM') is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2023 and the rules made there under on account of the threat posed by COVID-19", General Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means ("OAVM")", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the company shall be deemed to be the venue for the AGM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large shareholders (Shareholders holding 2% of more shareholding), Promoters, Institutional Investors, Directors, Key managerial Personnel, the Chairperson 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 serve basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 105 of the Act, a Member entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held in pursuance to MCA Circulars through VC/OAVM, physical attendance of members have been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 21st AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to the members in respect of the business to be transacted at the 21st AGM and facility for those members participating in the 21st AGM to cast vote through e-voting system during the 21st AGM. For this purpose, Link Intime India Private Limited will be providing facility for voting through remote e-Voting, for participation in the 21st AGM through VC/OAVM facility and e-Voting during the 21st AGM.
7. In the terms of MCA Circulars, the Notice calling the AGM and Audited Financial Statement for the Financial Year 2022-23 has been uploaded on the website of the company i.e. www.rolexrings.com. The Notice can also be accessed on the website of Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of Link Intime India Private Limited at www.linkintime.co.in
8. In Compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMR2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Notice of the 21st AGM along with 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/ National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories").

In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2022-23 and Notice of the 21st AGM of the Company, may send request to the Company's email address at compliance@rolexrings.com mentioning Folio No. / DP ID and Client ID.
9. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 21st AGM and the Annual Report for the Financial Year 2022-23 and all other communication sent by the

Company, from time to time, can get their email address registered by following the steps as given below:

- a) Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, Aadhar) supporting the registered address of the Member, by email to the Company's email address at compliance@rolexrings.com or to Link Intime India Private Limited at rolex.ipo@linkintime.co.in
 - b) Members holding shares in Demat mode may update the email address through their respective Depository Participant(s).
10. The Board of Directors has appointed CS Purvi Dave (Membership No. A27373), Partner, MJP Associates, Practising Company Secretaries, Rajkot as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 11. Statutory Registers, Financial Statement and all the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members. Members who wish to inspect or seek any information in relation to the same are requested to write to the Company through e-mail at compliance@rolexrings.com
 12. Members may note that, in terms of the SEBI Listing Regulations equity shares of the company can only be transferred in dematerialized form.
 13. Members holding shares in physical form, in identical order of names, in more than one folio are requested sent the company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A Consolidated share certificate will be issued to such members after making requisite changes.
 14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account etc. to their DPs if the shares are held by them in electronic form and to RTA if the shares are held by them in physical form.
 15. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share capital and Debentures) Rules, 2014 are requested to send their requests in Form SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling, varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form SH-14, to the Registrar and Transfer Agent of the company. These forms will be made available on request.

16. For redressal of shareholders complaints/ grievances they can write the company at compliance@rolexrings.com
17. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any other matter to be placed at the Meeting are requested to send email to the Company at compliance@rolexrings.com at least 7 days before the Meeting. The same will be replied by the company suitably.

- **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code

as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the 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.

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

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

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

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

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

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

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

*Shareholders holding shares in NSDL form, shall provide ‘D’ above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

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

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

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

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

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

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

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
 - ▶ Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **Mobile No.:** Enter your mobile number.
 - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
 - ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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

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

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

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

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

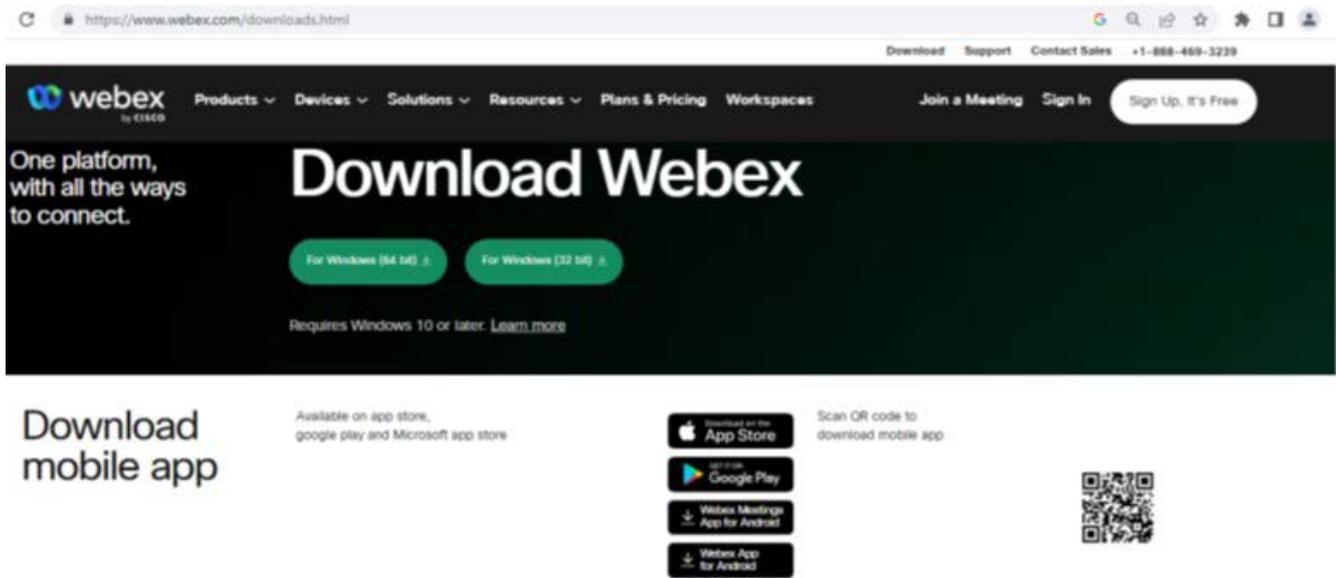
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend AGM Proceedings of Link Intime India Pvt. Ltd.: InstaMEET

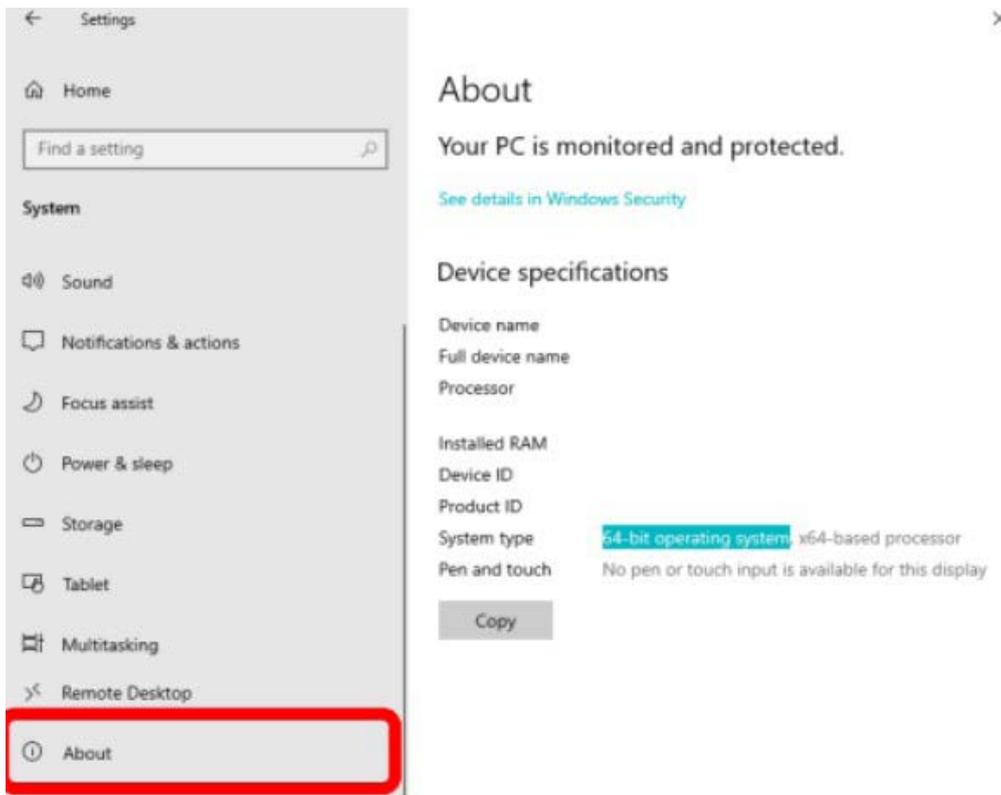
For a smooth experience of viewing the general meeting proceedings of Link Intime India Pvt. Ltd. through webex, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application.

Step 1: Download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>

Select download option as per device windows configuration i.e. (64 bit or 32 bit).



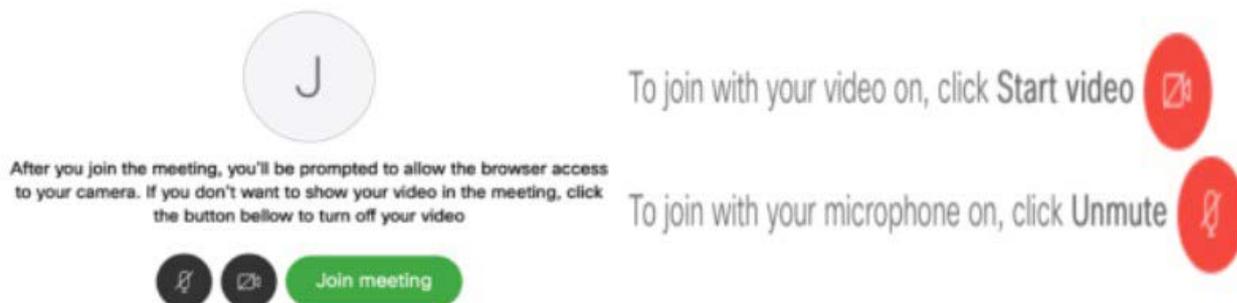
To check windows configuration i.e. (64 bit or 32 bit) Go to Desktop/PC Device “Setting”, click on “About” to check the system type is 64 bit / 32 bit.



- Install the desktop app to get the full-featured Webex Meetings experience.
- You can still join from your web browser by clicking Join from your browser, If you can't install apps.

Your **microphone** and **webcam** are usually turned off.

You will need to turn both of those on, by clicking on each icon. You will also select use computer for audio.



How do I join the WebEx meetings?

1. A. Open the internet browser and launch the Meeting URL shared to you.
Or
B. Open Webex App and further enter Meeting URL.
2. Enter your name and email address, click "Next" and further click "Join Webinar".
3. Click Join Meeting.

Explanatory Statement as per provisions of Section 102 of the Companies Act, 2013:

Item No. 3:

The Company is required to undertake the audit of the Cost Records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice, in terms of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time.

In compliance with above, the Audit Committee of the Company at its meeting held on 10th August, 2023, considered the appointment of S K Rajani & Co., Cost Accountants, Bhavnagar, as the Cost Auditors of the company for the FY 2023-24. At the said meeting, the Audit Committee also considered & approved the remuneration of INR 2.50 Lakhs (Rupees Two Lakhs Fifty Thousand only) (plus Goods and Service Tax and all other applicable taxes, XBRL conversion charges) payable to the Cost Auditors for the FY 2023-24.

In making the decision on the appointment and remuneration of Cost Auditors, the Audit Committee considered, the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the Cost Accounting records maintained by the company. The Committee noted that the cost audit for the FY 2023-24 will inter alia cover cost audit of the products manufactured by the company.

Accordingly, Audit Committee recommended the Board, appointment of S K Rajani & Co., Cost Accountants, as the Cost Auditors for the FY 2023-24 at a remuneration of INR 2.50 Lakhs (plus Goods and Service Tax and all other applicable taxes, XBRL conversion charges).

The Board on recommendation of the Audit Committee, approved the Appointment of S K Rajani & Co., Cost Accountants, as the Cost Auditors for the FY 2023-24 at a remuneration of INR 2.50 Lakhs (plus Goods and Service Tax and all other applicable taxes, XBRL conversion charges) payable to Cost Auditors for the FY 2023-24.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors of the company.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for Approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of this Notice.

The documents connected with Item No. 3 can be inspected by any person at the Registered Office of the company from Monday to Saturday during the business hours of the company i.e. between 09:00 am to 05:00 pm (excluding on Wednesday being weekly off)

Item No. 4:

Mr. Manesh Dayashankar Madeka is Chairman & Managing Director of the company. He has been associated with the

company since its inception i.e. since 2003 and further the company after getting converted from Private Limited to Public Limited, he was re-designated as Chairman & Managing Director for better compliance w.e.f. 12th March, 2021 in an Extra-ordinary General Meeting of the members.

Mr. Manesh Madeka, aged 65 years, is Undergraduate and had started the company along with other Promoters as Partnership Firm in the year 1978. He has over 42 years of work experience in marketing, production and finance related field.

Taking into consideration the increased business activities of the company coupled with higher responsibilities on Mr. Manesh Madeka, the Board of Directors, on recommendation of Nomination and Remuneration Committee of the Company, at its meeting held on 01st July, 2023, has approved its proposal to increase the remuneration of Mr. Manesh Madeka, subject to approval of shareholders, as set out in resolution at Item No. 4 of the Notice, for the remaining period of his tenure of his appointment.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Manesh Madeka, as Chairman and Managing Director, the Company has not profits/inadequate profits, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being Item No. 4 of the Notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

The Company shall fulfil the conditions as laid down in Section II of Part II of the Schedule V to the Companies Act, 2013.

The Nomination and Remuneration Committee at its meeting held on 01st July, 2023 has already approved the above remuneration payable to Mr. Manesh D Madeka, Chairman & Managing Director. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. (Criteria under Part II of Schedule V to the Companies Act, 2013)

The proposed revision in remuneration above is in conformity with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act and hence approval of Central Government is not required to be taken.

Except for the above revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the Members of the company shall remain unchanged.

Considering Mr. Manesh Madeka's experience in the industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and is put up for approval of members.

The Members are requested to pass the said resolution as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Manesh Madeka and Mr. Bhautik Madeka, his brother and relative, are in any way, concerned or interested in the said resolution.

The documents connected with Item No. 4 can be inspected by any person at the Registered Office of the company from Monday to Saturday during the business hours of the company i.e. between 09:00 am to 05:00 pm (excluding on Wednesday being weekly off)

Statement containing the information as required under Section-II, Part-II of the Schedule V to the Companies Act, 2013

I. General Information																
1	Nature of Industry	Automobile Industry														
2	Date or expected date of commencement of commercial production	From the year 1978														
	In case of New companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable														
3	Financial performance based on indicators	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2022-23 (Amt. in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td>272.33</td> </tr> <tr> <td>Reserves and Surplus</td> <td>7157.72</td> </tr> <tr> <td>Total Revenue from operations</td> <td>11,789.53</td> </tr> <tr> <td>Total expenses</td> <td>9,549.88</td> </tr> <tr> <td>Profit before tax</td> <td>2,432.66</td> </tr> <tr> <td>Profit after tax</td> <td>1,980.92</td> </tr> </tbody> </table>	Particulars	2022-23 (Amt. in Lakhs)	Paid up Capital	272.33	Reserves and Surplus	7157.72	Total Revenue from operations	11,789.53	Total expenses	9,549.88	Profit before tax	2,432.66	Profit after tax	1,980.92
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Total Revenue from operations	11,789.53															
Total expenses	9,549.88															
Profit before tax	2,432.66															
Profit after tax	1,980.92															
4	Foreign investments or collaborations, if any	Not Applicable														
II. Information about the appointee:																
1	Background details	Mr. Manesh Madeka has been on the board of the company since 2003. He is having valuable experience in the field of Marketing, Production and finance.														
2	Past Remuneration	INR 8,00,000/- per month (Rupees Eight Lakhs only)														
3	Recognition or awards	No such awards received.														
4	Job Profile and his suitability	Mr. Madeka is entrusted with responsibility of performing such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board														
5	Remuneration proposed	INR 10,00,000/- per month (Rupees Ten Lakhs only)														
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Remuneration is reasonable looking at the size of the company and also on various responsibilities shouldered on Mr. Madeka and is as per Industry standards as compared to in similar industries.														
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other director, if any	Mr. Madeka is Promoter of the company and is Brother of Mr. Bhautik Madeka, Whole time Director of the company. Also he holds 27,00,098 equity shares in the company.														
III. Other Information:																
1	Reasons of loss or inadequate profits	At present the company is earning profits														
2	Steps taken or proposed to be taken for improvement	The Company always makes best possible efforts to improve the margins.														
3	Expected increase in productivity and profits in measurable terms	It is difficult to predict profit in measurable terms.														
IV. Disclosure:																
1	The information, as required, is provided under Corporate Governance Section of the Annual Report 2023. The remuneration package proposed to be given to Mr. Manesh Madeka, Chairman & Managing Director is as per details given in resolution. There is severance fees or stock option in the case of the aforesaid Managerial Personnel.															

By Order of the Board of Directors,
For, **Rolex Rings Limited**

(Manesh D. Madeka)

Chairman & Managing Director

[DIN: 01629788]

Date: 25th August, 2023

Place: Rajkot

Annexure-A

Details of Directors seeking re-appointment at the Annual General Meeting

Particulars	
DIN	01761543
Date of Birth and Age	01/01/1965, Aged 58 years
Date of Appointment	13 th February, 2003
Qualifications	Bachelor's Degree in Commerce from Ranchi University
Brief Resume/Expertise in specific functional areas	Over 20 years of work experience in production, planning and control.
Directorships held in other companies	--
Membership/Chairmanships of committees of other companies	--
Number of Equity shares held in the company	21,21,311 Equity shares



ROLEX
ROLLED RINGS

REGISTERED OFFICE :

B/h. Glowtech Steel, Gondal Road, Kotharia, Rajkot - 360 004 - Gujarat

CORPORATE OFFICE :

Nr. Kotharia Railway Crossing Opp. Hotel Krishna Park, Gondal Road,
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