



LIPPI SYSTEMS LIMITED
Translating Vision into Reality

05th September, 2023

**To,
The Department of Corporate Service (DCS-CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001**

Ref: LIPPI SYSTEMS LIMITED

SECURITY CODE NO.: 526604

Sub.: FILING OF ANNUAL REPORT 2022-23 UNDER REGULATION 34(1) THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir,

We would like to inform that the 30th Annual General Meeting (“AGM 2023”) of the members of the Company will be held on Saturday, **30th September, 2023 at 11:30 AM IST** at Registered Office of the Company situated at 3rd Floor, Satya Complex, Nr. Ashwamegh IV, 132 Feet Ring Road, Satellite, Ahmedabad – 380015.

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, we are submitting herewith the copy of the Annual Report 2022-23 of the Company which is being sent through electronic mode to the Members.

The Annual Report 2022-23 will also be uploaded on the Company’s website.

You are requested to kindly take the note of the above and display the same on notice of the exchange.

Thanking you,

Yours faithfully,

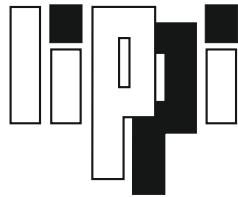
For, Lippi Systems Limited

Nandlal Jaigopal Agrawal
Managing Director
DIN - [00336556](#)

Encl: a/a

Admn. Office : 3rd Floor, Satya Complex, Opp. IOC Petrol Pump, Nr. Ashwamegh-IV, 132ft Ring Road, Satellite, Ahmedabad 380 015. Gujarat (INDIA).
Fax : 0091-79-2675 0063 Telephone : 0091-79-26750060/61/62. Email : info@lippisystems.com, Website : www.lippisystems.com

Factory : Plot number : 540, Ahmedabad - Santej Road, Via Sola & Bhadaj Village, Opp. Manpasand Weigh Bridge, Village-Rakanpur, Tal. Kalol, Dist : Gandhinagar (N. Guj) Pin-382 721. Tel. : 02764-286791, 286792 Fax : 02764-286502



**30th
ANNUAL REPORT
2022-23**

LIPPI SYSTEMS LIMITED

(CIN: L22100GJ1993PLC020382)

AHMEDABAD

LIPPI SYSTEMS LIMITED

BOARD OF DIRECTORS

Mr. Nandlal J. Agrawal	Chairman & M.D
Mr. Kunal N. Agrawal	WTD
Mr. Kamlesh S. Sharma	Director
Mr. Tirthraj A. Pandya	Director
Ms. Swetal Sapra	Director
Mr. Govind Thakkar	Director

CFO

Mr. Gopal D. Sharma

COMPANY SECRETARY

Mr. Darshan B. Shah

AUDITORS

Ashok Dhariwal & Co.
Chartered Accountants
A-611 Ratnaakar Nine Square, Opp. Keshavbaug
Party Plot, Vastrapur, Ahmedabad - 380015.

BANKERS

Indian Overseas Bank.
Stadium Road Branch,
Ahmedabad - 380 009.

REGISTERED OFFICE

3rd Floor, Satya Complex,
Opp. IOC Petrol Pump,
132ft Ring Road, Satellite,
Ahmedabad - 380 015.
E-mail : cs@lippisystems.com
Phone : 079-26750060
Website : www.lippisystems.com

LIPPI SYSTEMS LIMITED

(CIN: L22100GJ1993PLC020382)
NOTICE
30th ANNUAL GENERAL MEETING

NOTICE TO MEMBER

Notice is hereby given that the 30th Thirteenth Annual General Meeting of the members of the Company will be held on Saturday, the 30th day of September, 2023 at 11:30 a.m. IST at Registered Office of the Company situated at 3rd Floor, Satya Complex, Nr. Ashwamegh IV, 132 Feet Ring Road, Satellite, Ahmedabad – 380015, to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors' and the Auditors' thereon by passing the following Resolution as an Ordinary Resolution:
“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023, along with the reports of the Board of Directors and Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted.”
2. To appoint a Director in place of Mr. Kunal N. Agrawal (DIN: 00169324), Whole-Time Director (Promoter) who retires by rotation and being eligible offers himself for re-appointment by passing the following Resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in

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force, Mr. Kunal N. Agrawal (DIN: 00169324), Whole-Time Director (Promoter) of the Company, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company who shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

Place: - Ahmedabad

By order of the Board of Directors
For Lippi Systems Limited

Date: - 14th August, 2023.

Nandlal J. Agrawal
Chairman & Managing Director
(DIN: 00336556)

Registered office:

3rd Floor, Satya Complex, Nr Ashwamegh IV, 132 Ft Ring Road, Satellite Road,
Ahmedabad - 380015, GUJARAT, INDIA Tel: +91 79 26750060/61/62

Email: : cs@lippisystems.com Website : www.lipisystems.com

CIN - L22100GJ1993PLC020382.

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NOTES:

1. A member entitled to attend and vote at The Meeting is entitled to appoint a Proxy to attend and vote instead of himself and a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

2. The proxies in order to be effective must be lodged with the company not less than 48 hours before the commencement of the meeting.
3. A route map along with prominent landmark for easy reach to the venue of annual general meeting is annexed with this notice.
4. The Register of Directors, Key Managerial Personnel and their shareholding and register of Contracts or Arrangements in which Directors are interested, maintained as per Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
5. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting. No gifts or coupons or any other form of solicitation will be provided at the Annual General Meeting.
6. The Register of Members and Share Transfer books of the company shall remain closed from 24th September, 2023 to 30th September, 2023 (both days inclusive).

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7. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
8. Members / proxies are requested to bring duly filled attendance slips, sent herewith, to attend the Meeting and proxy holder shall prove his identity at the time of attending the meeting.
9. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged with the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
10. Pursuant to Section 101 and 136 of the Act read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. As per provisions of Section 20 of the Act read with Rules thereunder, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his / her Depository Participant / the Company's Registrar & Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. In cases, where any member has not registered his / her e-mail address with the Company, the service of documents, etc. will be effected by other modes of service as provided in Section 20 of the Act read with the relevant Rules thereunder.
11. Those members, who desire to receive notice / financial statement / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his / her Depository

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Participant / the Company's Registrar & Share Transfer Agent, as the case may be;

Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form).

12. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se, etc. as required to be disclosed as per Companies Act, 2013, Regulation 36 (3) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2), are provided as Annexure to this notice.
13. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
14. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's Shares are traded compulsorily under Demat mode in the Stock Exchanges.
15. As per Regulation 40 of the LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Circular dated 25th January, 2022, has mandated that the securities shall be issued only in dematerialised mode while processing duplicate/unclaimed suspense/ renewal/ exchange/ endorsement/sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form. The Company in this regard has sent letters to the shareholders holding shares in physical form informing

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them about the above requirement.

16. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them as under:
 - (a) Members holding shares in physical mode: Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.
 - (b) Members holding shares in electronic mode: Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
17. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the financial year 2022 - 23 will also be available on the Company's website for download.
18. Voting through electronic means:
 1. SEBI vide its circular No(s) SEBI/HO/MIRSD/MIRSD_RTAMB / P / CIR / 2021 / 655 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/ 37 dated November 3, 2021 and March 16, 2023 respectively have prescribed certain mandatory provisions with regard to "Common and Simplified Norms for processing investor's request by RTAs and norms for furnishing PAN, KYC details and Nomination", where the shares are held in physical mode. Said SEBI circular prescribes following norms, in case the shares are held in physical mode:
 - (i) Common and simplified norms for processing any service request from the holder, pertaining to the captioned items, by the RTAs.
 - (ii) Electronic interface for processing investor's queries, complaints and service request.
 - (iii) Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.

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- (iv) Freezing of folios without valid PAN, KYC details and Nomination and
- (v) Compulsory linking of PAN and Aadhar by all holders of physical securities.

Members of the Company holding shares in physical mode shall provide the following documents / details to the RTA of the Company:

- (I) PAN.
- (ii) Nomination (for all eligible folios) in Form No. SH-13 or submit declaration to “Opt-Out” in Form No. ISR-3. Note: Any cancellation or change in nomination shall be provided in Form No. SH-14.
- (iii) Contact details including postal address with pin code, mobile number, e-mail address.
- (iv) Bank account details including bank name and branch, bank account number, IFSC.
- (v) Specimen signature.

Please provide the above documents / details to the RTA of the Company along with other basic details like name of the member, folio number, certificate number and distinctive numbers. As per the said SEBI circular, the Company has uploaded the following documents (along with the SEBI circular) on the website of the Company:

- (i) Form No. ISR-1-request for registering PAN, KYC details or changes / updation thereof.
- (ii) Form No. ISR-2-confirmation of signature of securities holder by the Banker.
- (iii) Form No. ISR-3-declaration form for opting-out of nomination by holders of physical securities in listed companies.
- (iv) Form No. SH-13-nomination form.
- (v) Form No. SH-14-cancellation or variation of nomination.

Further, the contact details of the Company and RTA are also available on the website of the Company.

In terms of the provisions of Section 108 of the Act read with Rule 20

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of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended and Regulation 44 of LODR Regulations read with SEBI circular dated 9th December, 2020, the Company is providing remote e-voting facility to those members whose names appear in the register of members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Saturday, 23rd September, 2023 being the “cut-off date” fixed for the purpose, to exercise their right to vote at the 30th AGM by electronic means. Members may transact the business through e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The Company is also providing facility for voting by Physical Ballot paper at the venue of the 30th Annual General Meeting apart from providing remote e-voting facility for all those members who are present at the general meeting but have not casted their votes by availing the remote e-voting facility.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

(I) The voting period begins on 27.09.2023 09:00 AM IST and ends on 29.09.2023 05:00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it

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- subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date i.e. 23rd September 2023 may obtain the User ID and Password by sending an email request to cs@lippisystems.com.
 - (iv) The Company has appointed CS. Kunal Sharma, Practicing Company Secretary (Membership No: FCS 10329 and COP No: 12987) as the Scrutinizer to scrutinize the remote e-voting process and casting of vote through the physical ballot during the AGM in a fair and transparent manner.
 - (v) The Scrutinizer shall not later than 48 hours from the conclusion of the Meeting, issue consolidated Scrutinizer's Report of remote e-voting and physical ballot voting at AGM, of the total votes casted in favor or against, if any, to the Chairman of the Meeting or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting.
 - (vi) The results declared along with the Scrutinizer's Report shall also be placed on the Company's website and on the website of CDSL and communicated to BSE Limited where the shares of the Company are listed.
 - (vii) The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
 - (viii) A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
 - (ix) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed

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entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

(x) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

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Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

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

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

(xi) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

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

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

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

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to the Resolution and option NO implies that you dissent to the Resolution.

- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the

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Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

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

If you have any queries or issues regarding e-Voting from the CDSL e - Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

LIPPI SYSTEMS LIMITED

Contact Details:

Company: Lippi Systems Limited
(CIN: L22100GJ1993PLC020382).

3rd Floor, Opp. IOC Petrol Pump, Nr. Ashwamegh-IV, 132ft Ring Road, Satellite, Ahmedabad-380015, Gujarat, India. E-mail ID: officelippi@gmail.com, cs@lippisystems.com.

Registrar and Transfer Agent: Cameo Corporate Services Limited
"Subramanian Building", 1, Club House Road, Chennai-600002.
Phone number: 044-28460390, Fax: 044-28460129. E-mail: investor@cameoindia.com.

E-Voting Agency: Central Depository Services (India) Limited
E-mail ID: helpdesk.evoting@cdslindia.com

Scrutinizer: CS Kunal Sharma,
Practicing Company Secretary
E-mail ID: cskunalsharma@gmail.com

Place: - Ahmedabad

By order of the Board of Directors
For Lippi Systems Limited

Date: - 14th August, 2023.

SD/-
Nandlal J. Agrawal
Chairman & Managing Director
(DIN: 00336556)

Registered office:

3rd Floor, Satya Complex, Nr Ashwamegh IV, 132 Ft Ring Road, Satellite Road, Ahmedabad - 380015, GUJARAT, INDIA Tel: +91 79 26750060/61/62

Email: cs@lippisystems.com Website: www.lippisystems.com

CIN : L22100GJ1993PLC020382

LIPPI SYSTEMS LIMITED

ANNEXURE TO NOTICE

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting:

(Pursuant to Regulation 36 (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015).

Name with Age and Qualifications	Experience	Details of Directorships in other Companies including Listed Companies	Details of Membership of Committees of all the Companies	No of Meetings attended during the Year	Brief Resume of Directors	Disclosure on relationship between Directors Inter-se
Name: Kunal Nandlal Agrawal Age: 37 Qualification: Masters of Business Administration	Almost 10 Years of Experience on relevant field	Unlisted: Pvt Ltd companies Director; SATYA HABITAT PRIVATE LIMITED	N.A	6	Kunal N. Agrawal is promoter and W.T.D (KMP) of the company, he has more than 10 years of Experience on the Managerial and relevant filed. He is holding 10,26,000 Equity Shares in the Company.	Son of Nandlal J. Agrawal.

LIPPI SYSTEMS LIMITED

DIRECTORS REPORT

To,
The Members of,
LIPPI SYSTEMS LIMITED

Your Directors are pleased to present 30th Annual Report together with the Audited Standalone Financial Statements for the financial year ended 31st March, 2023.

FINANCIAL RESULTS: (Rs in Lacs)

Particulars:	2022-23	2021-22
Net Sales	Nil	1058.55
Other Income	64.36	397.14
Finance Cost	0.34	41.46
Depreciation	87.06	130.32
Income Tax Provision	Nil	12.10
Deferred Tax Liability	(56.13)	23.48
Net Profit	(161.17)	68.16

OPERATIONS:

Your Directors report that for the year under review, your Company had not done any business activity and not generated any operating revenues as compared to Rs. 10.59 crores for the previous year. Your company had made Net Loss of Rs. 1.61 Crores as against a Profit of Rs. 0.68 Crores for the preceding year.

Your directors are exploring various avenues for diversification of business and also planning to entering into new line of business(s)..

CHANGE IN NATURE OF BUSINESS, IF ANY:

During the Financial Year 2022-23, the Company has not changed its nature of business. The Company is engaged in the Business of Manufacturing of Rota Gravures.

SUBSIDIARIES, JOINT VENTURES & ASSOCIATES:

Your Company doesn't have any Subsidiaries, Joint Ventures and Associates.

SEGMENT WISE PERFORMANCE:

The Company is into Manufacturing of Roto Gravure Printing Cylinder and generating power from wind turbine generator in accordance with the definition of "Segment" as per the INDAS. The performance of the Company is discussed separately in this Report.

CAPITAL STRUCTURE

The Authorised Share Capital of the Company as on March 31, 2023 was Rs 10,00,00,000 (Rupees Ten crores) divided into 1,00,00,000 (One crores) equity shares

LIPPI SYSTEMS LIMITED

of Rs 10 each.

The paid up share capital of the Company as on March 31, 2023, was Rs 7,00,00,000 (Rupees Seven crores only) divided into 70,00,000 (Seventy lakhs) equity shares of Rs 10 each.

During the year under review, the Company has not issued any Shares with or without differential rights or Debentures or any other securities by way of Public offer, Private Placement, Preferential allotment, Rights issue, Bonus Issue, Sweat Equity Shares, and Employee Stock Option Scheme or in any such other manners.

DIVIDEND:

In view of losses, your directors have not recommended any dividend for the year under report.

DEPOSITS:

During the year under review your company has not accepted any fixed deposits from the public under section 73 of companies act, 2013, and therefore no information is required to be furnished in respect of outstanding deposits.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Pursuant to Section 177(9) of the Companies Act, 2013 and as per SEBI (Listing Obligation and Discourse Requirements) Regulations, 2015, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for directors and employees of the Company. The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company. The details of the Whistle Blower Policy are posted on the website (www.lippisystems.com) of the Company.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company as well as consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by the employees and to maintain the highest ethical standards of dealing in the Company's Shares. The Code is also available on the website of the Company.

The Company has adopted the amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in terms of the SEBI (Prohibition of Insider Trading) Regulation, 2015 (as amended). The same has been filed with the BSE Limited and also uploaded on the website of the Company.

SECRETARIAL STANDARDS

LIPPI SYSTEMS LIMITED

During the year under review, the Company has complied with the provisions of Secretarial Standard 1 (relating to Meetings of the Board of Directors) and Secretarial Standard 2 (relating to General Meetings) issued by the Institute of the Company Secretaries of India.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS:

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources. Apart from these internal control procedures, a well-defined and established system of internal audit is in operation to independently review and strengthen these control measures, which is carried out by a reputed firm of Chartered Accountants. The Audit Committee of the Company regularly reviews the reports of the internal auditors and recommends actions for further improvement of the internal controls. The Risk Management policy is posted on the website of the Company.

RELATED PARTY TRANSACTIONS:

The Company has entered into related party transaction during the financial year 2022-23, the details of which are given in the notes forming parts of Financial Statements. All Related Party Transactions entered into are on an arm's length basis. There are no materially significant Related Party Transactions made by the Company with promoters, directors, Key Managerial Personnel or other designated persons which may have potential conflict with the interests of the Company at large.

On the recommendation of the Audit Committee, the Board of Directors has adopted a policy on Related Party Transactions, which is also uploaded on the website of the Company (www.lippisystems.com) under the head of 'Investor'. The Policy envisages the procedure governing related party transactions required to be followed to ensure compliance with the applicable laws and regulations as well as to ensure that the Related Party Transactions are managed and disclosed in accordance with the strict legal and accounting requirements.

A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms & conditions of the transactions. The statement is supported by a certificate from the CEO/ CFO.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

EXTRACT OF ANNUAL RETURN:

The Annual Return as required under sub-section (3) of Section 92 of the Companies

LIPPI SYSTEMS LIMITED

Act, 2013 ('the Act') in form MGT-7 is made available on the website of the Company and can be accessed at www.lippisystems.com.

CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to give information relating to Corporate Social Responsibility as the Company does not fall under the applicable threshold limit mentioned under section 135 of the Companies Act, 2013.

The Company is striving to make good profit in the coming years and the Board of Directors of the Company assures to contribute funds in future.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligation and Discourse Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

In terms of Section 134(3) (1) of the Companies Act, 2013, except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has disclosed the full particulars of the loans given, investments made or guarantees given or security provided as required under section 186 of the Companies Act, 2013, Regulation 34(3) and Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in Notes forming part of the financial statements.

TRANSFER TO RESERVES:

The Company has transferred current year's Loss of Rs. 161.17 Lakhs to the Reserve & Surplus and the same is in compliance with the applicable provisions prescribed under the Companies Act, 2013.

DIRECTORS and KEY MANAGERIAL PERSONNEL:

As on March 31, 2023, the Board comprised of Six (6) Directors out of which Two (2)

LIPPI SYSTEMS LIMITED

are Executive Promoter Directors and rest Four (4) are Independent Directors including Woman Director. The composition of the Board is in conformity with the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(I) Appointment

No Directors has been appointed during the financial year ended on 31st March, 2023.

(ii) Retirement by rotation

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Kunal N. Agrawal (DIN: 00169324) retires by rotation and is eligible for reappointment. Appropriate resolution for his re-appointment is being placed for your approval at the ensuing AGM.

A brief resume and other relevant details of the Directors proposed to be appointed / re-appointed are given in the Annexure to the Notice convening the AGM.

(iii) Retirements and Resignations along with facts of resignation:

No Directors has been resigned during the financial year ended on 31st March, 2023.

(iv) Declarations by Independent Directors

Your Company has received declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013 confirming that they fulfill the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as under Regulation 16(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs ("IICA").

(v) Key Managerial Personnel:

As on 31st March, 2023, Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr., Nandlal Jaigopal Agrawal (Managing Director), Mr. Kunal Nandlal Agrawal (Whole-Time Director), Mr. Gopalkrishna D Sharma (CFO) and Mr. Darshan B. Shah (CS) are the Key Managerial Personnel's of your Company.

(vi) Board Evaluation

In compliance with the provisions of the Companies Act, 2013 ('the Act') and LODR, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured mechanism was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

(vii) Familiarization Program for Independent Directors

On appointment, the concerned Director is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization program. The program aims to familiarize the Directors with the Company, their role and responsibilities, business model of the Company etc.

(viii) Code of Conduct

The Board of Directors of the Company have adopted Code of Business Conduct & Ethics. This Code is applicable to all the Directors and senior management personnel.

In terms of the requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Code of Business Conduct & Ethics, as approved by the Board of Directors, has been displayed at the website of the company, www.lippisystems.com, under the heading 'Investors'. All the members of the Board and senior management personnel have affirmed compliance with the Code for the year ended 31st March, 2023 and a declaration to that effect signed by the Chairman & Managing Director is attached and forms part of this report.

(vii) Nomination & Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel, including criteria for determining qualifications, positive attributes, Independence of Directors.

The salient features of the policy are as under:

Nomination and Remuneration Policy of the Company:

In accordance with the Nomination and Remuneration Policy, the Nomination and Remuneration Committee has, inter alia, the following responsibilities:

- Formulate the criteria for appointment as a Director:

The Committee shall formulate broad guidelines and parameters required to be fulfilled for becoming a Director of the Company and review the same ongoing basis. The broad parameters are qualifications, skills, expertise, inter personal qualities, positive attributes, experience, social standing, and etc. factors.

- Identify persons who are qualified to be Directors:

LIPPI SYSTEMS LIMITED

The Committee shall identify persons who are qualified to become Directors and who satisfy the criteria laid down. The process of identification shall include ascertaining, meeting, screening and reviewing candidates for appointment as Directors, whether Independent, Non-Executive or Executive.

- **Nominate candidates for Directorships subject to the approval of Board:**

The Committee recommends to the Board the appointment of potential candidates as Non- Executive Director or Independent Director or Executive Director, as the case may be.

- **Approve the candidates required for senior management positions:**

The Committee shall lay down criteria qualifications, skills, expertise and qualities required for senior management positions like Managing Director & CEO, CFO and Company Secretary and members of the Management Committee of the Company.

- **Evaluate the performance of the Board:**

The Committee shall determine a process for evaluating the performance of every Director, Committees of the Board and the Board. The Committee may seek the support and guidance of external experts and agencies for this purpose as may be required.

- **Evaluate the performance of the Managing Director or Whole-time Director and determine their compensation:**

The Committee shall evaluate the performance of the Managing Director or Whole-time Director by setting their Key Performance Objectives at the beginning of each financial year. The Committee shall also approve their compensation package(s) in accordance with applicable laws, in line with the Company's objectives, shareholders' interests, comparable with industry standards and in commensurate with the role and responsibilities.

- **Review performance and compensation of senior management:**

The Committee shall review the performance of the senior management of the Company. The Committee shall ensure that the remuneration to the Key Managerial Persons and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company, roles and responsibilities, functional areas, industry standards etc. factors.

(vi) Board Meetings

During the year 6 Meetings of the Board were held. The Board of directors was met on 30/05/2022, 14/08/2022, 26/08/2022, 14/11/2022, 19/12/2022, 14/02/2023.

LIPPI SYSTEMS LIMITED

As on 31st March, 2023, the composition and attendance of Board of Directors are as:

Sl. No.	Name of Director	Category of Director	No. of Board Meetings attended	Attendance at the last AGM	No. of committee/ membership in which he/she is a member of Chairperson
1	Shri Nandlal Agrawal (DIN: 00336556)	Managing Director -Chairman	6	Yes	None
2	Shri Kunal Agrawal (DIN: 00169324)	Whole Time Director	6	Yes	None
3	Shri Tirthraj Pandya (DIN: 02972285)	Independent	6	Yes	Member in One Committee & Chairman in one Committee
4	Shri Kamlesh Sharma (DIN: 01563040)	Independent	6	Yes	Chairman in one Committee
5	Ms Swetal Sapra (DIN: 07155395)	Woman -Independent	6	Yes	Member in three Committee
6	Shri. Govindlal C. Thakkar (DIN: 07531165)	Independent	6	Yes	Chairman in one Committee Member in Two Committees

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. Every Director currently on the Board of the Company has personally attended at least one Board / Committee of Directors' Meeting in the financial year 2022-23. All the information required to be furnished to the Board was made available along with detailed Agenda

As per Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors without the attendance of Non-Independent Directors was held on 14th February, 2023 to discuss the agenda items as required under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors reviewed the performance of non-independent directors and the Board as whole, reviewed the performance of the Chairman of the Company taking into account the views of executive and non-executive directors and assessed the quality, quantity and timeliness flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Independent Directors expressed their satisfaction with overall functioning and implementations of their suggestions.

The information as specified in Schedule II of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is regularly made available to the Board. The minutes of the meeting of Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 and the

LIPPI SYSTEMS LIMITED

Companies (Meetings of Board and its Powers) Rules, 2014 and Secretarial Standards in respect of Board Meeting and also circulated in advance to all Directors and Members of the Committee and confirmed at subsequent meeting.

COMMITTEES OF THE BOARD

The Board of directors of the company has constituted various committees of the members of the board. The terms of reference of these committees have determined by the board from time to time.

AUDIT COMMITTEE:

Audit Committee comprises of Mr. Govind C Thakkar (Chairman) (DIN: 07531165), Ms. Swetal Sapra (DIN: 08536677) and Mr. Tirthraj Pandya (DIN: 02972285).

The composition and terms of reference of the Audit Committee are in conformity with the Section 177 of the Companies Act, 2013 together with Regulation 18 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the minutes of the Audit Committee are placed before the Board for its information. All the members of the Audit Committee are financially literate and have requisite experience in financial management.

The terms of reference of the Committee are as is specified in Companies Act, 2013 and Regulations 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the financial year the Committee met on 30/05/2022, 14/08/2022, 26/08/2022, 14/11/2022, 19/12/2022 and 14/02/2023. All the Members were present at the meetings of committee. Presently, the following functions are performed by the Audit Committee:

- Overseeing the company's financial reporting process and the disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory & internal auditors, fixing audit fees and approving payments for any other service;
- Reviewing with management the annual financial statements before submission to the Board;
- Reviewing with the management Quarterly/Annual and other financial statements before submission to the Board for approval;
- Reviewing with the management the performance of statutory and internal auditors, the adequacy of internal control systems and recommending improvements to the management;
- Reviewing the adequacy of internal audit function;

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- Discussing with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigation by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of the internal control systems of a material nature and reporting the matter to the Board;
- Discussing with the statutory auditors before the audit commences on the nature and scope of audit as well as have post-audit discussions to ascertain any area of concern;
- Reviewing reports furnished by statutory & internal auditors and ensuring follow-up thereon;
- The Committee also reviews the Management Discussion and Analysis of the financial condition and results of operations, statements of significant related party transactions and any other matter which may be a part of its terms of reference or referred to by the Board of Directors.

The Company Secretary acts as the Secretary of the Committee.

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee consists of Mr. Kamlesh Sharma (Chairman) (DIN: 01563040), Ms. Swetal Sapra (DIN: 08536677), and Mr. Govind Thakkar (DIN: 07531165).

The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. The committee has been constituted to recommend/ review the remuneration package of Managing/ whole time Directors.

The Composition of this committee is also in compliance with the requirements of Section 178 of the Companies, Act 2013, and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The compensation grades of the senior managerial personnel are governed by the HR policies of the Company. Managerial remuneration is regulated in terms of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013.

During the financial year the Committee met on 30/05/2022, 14/08/2022, 26/08/2022, 14/11/2022, 19/12/2022 and 14/02/2023. All the Members were present at the meetings of committee

LIPPI SYSTEMS LIMITED

Nomination and Remuneration Policy

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and as per (LODR) Regulations, 2015 as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) Such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that

The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

LIPPI SYSTEMS LIMITED

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

- a) Managing Director/Whole-time Director:

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The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding Three years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) **Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

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POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

- 1) Remuneration to Managing Director / Whole-time Directors:
 - a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 - b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.
- 2) Remuneration to Non- Executive / Independent Directors:
 - a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
 - b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
 - c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
 - d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

LIPPI SYSTEMS LIMITED

- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).
- 3) Remuneration to Key Managerial Personnel and Senior Management:
- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

STAKEHOLDERS RELATIONSHIPS COMMITTEE:

The Board has constituted Shareholder's Grievance and Stakeholders Relationship Committee consisting of Mr. Tirthraj Pandya (Chairman) (DIN: 02972285), Ms. Swetal Sapra (DIN: 08536677) and Mr. Govindlal Thakkar (DIN: 07531165).

During the financial year the Committee met on

30/05/2022, 14/08/2022, 26/08/2022, 14/11/2022, 19/12/2022 and 14/02/2023. All the Members were present at the meetings of committee.

The terms of reference of the Committee are as specified below:

Terms of reference

LIPPI SYSTEMS LIMITED

- i. To allot equity shares of the Company,
- ii. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- iii. Redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of dividends etc;
- iv. Issue of duplicate / split / consolidated share certificates;
- v. Allotment and listing of shares;
- vi. Review of cases for refusal of transfer / transmission of shares and debentures;
- vii. Reference to statutory and regulatory authorities regarding investor grievances;
- viii. And to otherwise ensure proper and timely attendance and Redressal of investor queries and grievances.

Details of Shareholders Complaints are given below: RTA

Details of Complaints Received	Nos.
Number of Shareholders' Complaints received from 01.04.2022 to 31.03.2023	0
Number of Complaints not solved to the satisfaction of the shareholder	0
Number of Pending Complaints on 31.03.2023	0

DETAILS OF REMUNERATION TO DIRECTORS DURING THE YEAR ENDING ON 31ST MARCH, 2023:

Remuneration paid during the Financial Year 2022-23 to Executive Directors are:

Name of Director	Yearly Remuneration (Rs.)
Mr. Nandlal Jaigopal Agrawal (DIN: 00336556)	14,25,000.00
Mr. Kunal Nandlal Agrawal (DIN: 00169324)	9,50,000.00
Total	23,75,000.00

The company is neither paying any sitting fees nor providing any perquisite to its Directors.

LIPPI SYSTEMS LIMITED

BOARD DIVERSITY:

The Company recognizes the importance of a diverse Board in its process. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender which will help to provide better directions and supervision to the affairs of the Company. The Board has adopted the Board diversity policy which sets out the approach to diversity of the Board of Directors. The Policy is also available on the website of the Company.

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

The information relating to conservation of energy, technology absorption and foreign exchange earnings & 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 Annexed herewith as “Annexure - A”.

AUDIT COMMITTEE:

Pursuant to Section 177 of the Companies Act, 2013 the board of directors has constituted an audit committee. The audit committee comprises of Shri Govindlal C Thakkar (DIN: 07531165) Chairperson, Shri Tirthraj Pandya (DIN: 02972285) Member and, Ms. Swetal Sapra (DIN: 08536677) Member.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of the Section 134(3) (c) of the Companies Act, 2013:

- (i) That in the preparation of the annual financial statements for the year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) That such accounting policies, as mentioned in the Financial Statements as 'Significant Accounting Policies' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2023 and of the profit of the Company for the year ended on that date;
- (iii) That proper and sufficient care has been taken for the maintenance of adequate

LIPPI SYSTEMS LIMITED

accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) That the annual financial statements have been prepared on a going concern basis;
- (v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (vi) That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

AUDITORS:

- (i) Statutory Auditors

The Board of Directors after considering the recommendations of the Audit Committee, at its meeting held on 26th August, 2022 has recommended the appointment of M/s Ashok Dhariwal & Co, Chartered Accountants (FRN-100648W), as the Statutory Auditors of the Company for a period commencing from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting to audit the Financial Statements of the Company. The Shareholders at their meeting held on 30th September 2022 had appointed them from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting to audit the Financial Statements of the Company.

Further in terms of Clause 40 of Companies (Amendment) Act, 2017 which was notified vide Notification dated S.O. 1833 (E) dated 7th May 2018 and effective from the date, the Proviso of Section 139(1) relating to ratification of Appointment of Auditors at every Annual General Meeting of the Company has been omitted and the requirement of Ratification of Auditors Appointment is no longer required as per the Companies Act, 2013.

Therefore, the resolution for ratification of Appointment of Statutory Auditors M/s Ashok Dhariwal & Co, Chartered Accountants (FRN-100648W), has not been provided for the approval of the Shareholders and not formed as a part of Notice of the 30th AGM of the Company.

The Auditors' Report for Financial Year ended 31st March, 2023 forms part of the Integrated Annual Report and does not contain any qualification, reservation or adverse remarks.

LIPPI SYSTEMS LIMITED

(ii) Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Kunal Sharma & Associates, a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as “Annexure - B”.

Reply to the Observation:

The 100% Shareholding of the Promoters and Promoters Group are not in Dematerialised Form.	The Company is under discussions and dialogues with the Promoters who are holding the Equity Shares in Physical form to get those Dematerialised at the earliest. However, response for the said matter is awaited.
--------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

(iii) Internal Auditor

Pursuant to provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, M/s Vijay Moondra & Co., Chartered Accountants (FRN -112308W) has been appointed as an Internal Auditors of the Company for the Financial Year 2022-23.

(iv) Cost Auditor:

The appointment of Cost Auditor for the Company is not applicable to the Company.

FRAUDS REPORTED BY AUDITORS:

No frauds are reported by the Auditors which fall under the purview of sub section (12) of Section 143 of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES

No employee of the Company was in receipt of remuneration more than the limits specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the financial year ended 31st March 2023.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith as “Annexure - C”.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”),

LIPPI SYSTEMS LIMITED

Corporate Governance provisions as specified is not applicable to the Company, since the paid up share capital of the Company and the Net Worth is below the threshold limits prescribed under the SEBI LODR.

SEXUAL HARASSMENT:

The Company has complied with the provisions relating to the Constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no case filled or registered with the Committee during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe environment for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

ADEQUACY OF INTERNAL FINANCIAL CONTROL

The Company has adequate internal financial control with reference to the financial statements commensurate with its size and nature of business. These controls include well documented procedures, covering financial and operational functions. The internal financial controls of the Company are adequate to ensure the accuracy and completeness of accounting records, timely preparation of reliable financial information, prevention and detection of frauds and errors and safeguard against any losses or unauthorized use or disposal of assets. These controls are assessed on a regular basis by Internal Audit.

OTHER DISCLOSURES:

- The Company does not have any scheme or provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of one-time settlement with any Bank or Financial Institution.

ACKNOWLEDGEMENT:

The Board wishes to place on record their sincere appreciation and acknowledge with gratitude the effort put in and co-operation extended by bankers, shareholders, employees at all levels and all other associated persons, bodies or agencies for their continued support.

Place: - Ahmedabad

By order of the Board of Directors
For Lippi Systems Limited

Date: - 14th August, 2023.

SD/-
Nandlal J. Agrawal
Chairman & Managing Director
(DIN: 00336556)

LIPPI SYSTEMS LIMITED

ANNEXURE TO DIRECTOR'S REPORT:

“Annexure A”

(A) CONVERSATION OF ENERGY:

- a) Energy conservation has been an important thrust area for the Company and is continuously monitored. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.
- b) Energy conservation is an ongoing process and new areas are continuously identified and suitable investments are made, wherever necessary.
- c) Various on-going measures for conservation of energy include (i) use of energy efficient lighting and better use of natural lighting, (ii) reduction of energy loss, and (iii) replacement of outdated energy intensive equipment.
- d) Total energy consumption and energy consumption per unit of production is given in the table below:

(A) POWER AND FUEL CONSUMPTION IN RESPECT OF:

Particulars	Year 2022-2023
1) Electricity	
a) Purchased	
Unit Nos.	Nil
Total Amt. (Rs)	1410043.11
Rate Per Unit (Rs)	Nil
b) Own Generation	
Through Diesel Generation Set	
Units	Nil
Unit per liter of Diesel Oil	N.A.
Cost per Unit	N.A.

(B) CONSUMPTION PER UNIT OF PRODUCTION:

Particulars	Year 2022-2023
Consumption per square meter of Production	Nil
Electricity (No. of Units)	

LIPPI SYSTEMS LIMITED

TECHNOLOGY ABSORPTION:

The efforts made towards technology absorption: NA

The benefits derived from technology absorption: NA

The Company has not imported any technology for its products.

The Company has not specific Research and Development Department. However, the Company carries out research and development in several areas including material & process developments towards efficiency improvements, quality improvements, waste reduction etc. Apart from process improvements, the research and development also aims at finding equivalent substitutes of various inputs and packaging materials to have cost savings without compromising quality.

The Company has derived benefits of product diversification, cost reduction and better quality as a result of the above efforts.

The research and development is an on-going exercise and suitable efforts will continue to be made in future.

FOREIGN EXCHANGE EARNING AND OUTGO:

The information required to be given in respect of foreign exchanges and outgo is provided in the notes forming part of accounts. Members are requested to refer the same.

“Annexure B”

MR-3

Secretarial Audit Report

(For the Financial Year Ended on March 31, 2021)

[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 of

Lippi Systems Limited

CIN - L22100GJ1993PLC020382

3rd Floor, Satya Complex, Nr. Ashwamegh IV, 132 Ft Ring Road,

Satellite Road, Ahmedabad – 380015, Gujarat, INDIA

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Lippi Systems Limited (Hereinafter called “the Company”). The Secretarial Audit was conducted in a manner

LIPPI SYSTEMS LIMITED

that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in Annexure to this report 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 thereunder; (to the extent applicable);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (to the extent applicable)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (to the extent applicable)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; Overseas Direct Investment and External Commercial Borrowings - applicable only to the extent of Foreign Direct Investments.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Upto the extent applicable.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Upto the extent applicable.
 - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Upto the extent applicable.

LIPPI SYSTEMS LIMITED

- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Not Applicable as there was no reportable event during the financial year under review.
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable as there was no reportable event during the financial year under review.
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable as there was no reportable event during the financial year under review.
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable as the Company has not delisted/ proposed to delist its equity shares from any Stock Exchange during the financial year under review, and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable as there was no reportable event during the financial year under review.

We have relied on the representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company which are stated above specifically.

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

- a) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- b) The compliances filed by the Company with BSE Limited pursuant to Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

LIPPI SYSTEMS LIMITED

Based on the above said information provided by the Company, we report that during the financial year under report, the Company has general complied with the provisions, as applicable of the above mentioned Acts including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

1. The 100% Shareholding of the Promoters and Promoters Group are not in Dematerialised Form.

We further report that compliance of applicable Labour laws and financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

MANAGEMENT RESPONSIBILITY:

- I. Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- II. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on 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;
- III. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above;
- IV. 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 procedure on test basis;
- V. We have obtained Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required;
- VI. 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.

LIPPI SYSTEMS LIMITED

We further report that:

- I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors including Independent Directors and Woman Director. The changes in the composition of the Board of Directors/Key Managerial Personnel's that took place during the period under review were carried out in compliance with the provisions of the Act.
- II. As per the information provided, adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Based on the representation made by the Company and its officer, Majority decision is carried through and that there were no dissenting member's views on any of the matter during the year that were required to be captured and recorded as part of the minutes.
- III. Based on general review of compliance mechanisms established by the Company and on basis of management representations, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the company has responded appropriately to notices received if any from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.
- IV. I was informed and I observed from the minutes of the Board and Committee Meetings that all decisions of Board and Committee meetings were carried unanimously.

For **Kunal Sharma & Associates**
(Company Secretaries)

Place: Ahmedabad
Date: 14th August, 2023

CS. Kunal Sharma
FCS No: 10329
C P No.: 12987
PR No: 1933/2022
UDIN: F010329E000795291

LIPPI SYSTEMS LIMITED

Annexure to the Secretarial Audit Report

Documents verified during the course of Audit includes:

- I. Memorandum & Articles of Association of the Company;
- II. Annual Report for the Financial Year ended March 31, 2022.
- III. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee held during the financial year under review, along with the Attendance Registers;
- IV. Proof of circulation & Delivery of notice for Board meetings and Committee Meetings.
- V. Proof of circulation of draft as well as certified signed Board & Committee meetings minutes as per Secretarial Standards
- VI. Minutes of General Body Meeting held during the financial year under review;
- VII. Statutory Registers viz.
 - Register of Directors and KMP & Directors Shareholding.
 - Register of loans, guarantees and security and acquisition made by the Company.
 - Register of Charges.
 - Register of Related Party Transaction - Transactions are in the Ordinary Course of Business at Arm's Length Basis.
 - Register of Members;
- VIII. Agenda papers submitted to all the Directors/ Members for the Board and Committee Meetings;
- IX. Declarations received from the Directors of the Company pursuant to the provisions of Section 184(1), Section 164(2), Section 149(3) and Section 149(7) of the Companies Act, 2013;
- X. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956, if any and Companies Act, 2013, as amended from time to time along with the attachments thereof, during the financial year under review.
- XI. Policies formed by the Company.

For **Kunal Sharma & Associates**
(Company Secretaries)

Place: Ahmedabad
Date: 14th August, 2023

CS. Kunal Sharma
FCS No: 10329
C P No.: 12987
PR No: 1933/2022
UDIN: F010329E000795291

LIPPI SYSTEMS LIMITED

“Annexure C”

RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION

(i) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year, percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year;

S. No.	Name of the Director/KMP	Designation	Remuneration (Includes basic Salary, Commission and Leave encashment)	Median remuneration of the employees	Ratio of the remuneration of each director to the median remuneration of the employees	% increase in remuneration during FY 2022-23*
1	Nandlal Jaigopal Agrawal	Managing Director	14,25,000	9,74,855	1.46:1	(20.83)
2	Kunal Nandlal Agrawal	Whole-Time Director	9,50,000	9,74,855	0.97:1	(20.83)
3	Kamlesh Sunderlal Sharma	Independent Director	Nil	N.A.	N.A.	Nil
4	Tirthraj Ashokbhai Pandya	Independent Director	Nil	N.A.	N.A.	N.A.
5	Govindlal C Thakkar	Independent Director	Nil	N.A.	N.A.	N.A.
6	Swetalben Pravinkumar Sapra	Independent Director	Nil	N.A.	N.A.	N.A.
7	Gopalkrishna D Sharma	Chief Financial Officer	4,01,119	9,74,855	0.41:1	(6.78)
8	Darshan Bipinchandra Shah	Company Secretary	9,99,710	9,74,855	1.03:1	0.11

Notes:

- No remuneration, including sitting fees was paid to the Non-Executive Directors and Independent Directors during the financial year 2021-22 and 2022-23, therefore, % increase in remuneration is not applicable and Ratio of the remuneration of each director to the median remuneration of the employees.

LIPPI SYSTEMS LIMITED

(ii) The percentage increase in the median remuneration of the employees in the financial year:

Permanent employees on the rolls of the Company as on March 31, 2023	6
The median remuneration of employees of the Company during the financial year	974855
% increase in the median remuneration of employees in the financial year	417.60%

(iii) The relationship between average increase in remuneration and Company performance:

There is no increase in the remuneration of the Directors of the Company

(iv) Variation in the market capitalization, price earnings ratio of the Company with the last public offer:

Particulars	March 31, 2023	March 31, 2022	Variation (%)
Market Capitalization	-----	-----	-----
Price earnings ratio	-----	-----	-----

- (v) Average percentage increase already made in the salaries of employees other than the key managerial personnel in Financial Year 2022-23 and its comparison with the percentage increase in the managerial remuneration:

There is no increase in the remuneration of the Directors of the Company.

- (vi) The key parameters for any variable component of remuneration availed by the Directors:
No variable components has been paid to the Directors.

- (viii) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:

The parameters of this point are not applicable to the Company.

- (v) Affirmation that the remuneration is as per the remuneration policy of the Company:

The remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees as recommended by the Nominations Committee and approved by the Board from time to time.

LIPPI SYSTEMS LIMITED

Statement of particulars of employees pursuant to provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of top ten employees in terms of remuneration drawn per annum #

Sl. No.	Name of Employees
1	NANDLAL J. AGRAWAL
2	NEVIL P. GOPAL
3	DARSHAN B. SHAH
4	KUNAL N. AGRAWAL
5	GOPAL KRISHNA D. SHARMA
6	KARANBHAI B. SOLANKI

#The details required under sub-rule 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided on specific request made by any shareholder, which is forming part of this report. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

Details of Employees who were:

- i. employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than 1,02,00,000 per annum: None
- ii. Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than 8,50,000 per month: None
- iii. employee who employed throughout the financial year or part thereof, was in receipt of remuneration during the year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: None

Place: - Ahmedabad
Date: - 14th August, 2023.

By order of the Board of Directors
For Lippi Systems Limited

Nandlal J. Agrawal
Chairman & Managing Director
(DIN: 00336556)

LIPPI SYSTEMS LIMITED

MANAGEMENT DISCUSSIONS AND ANALYSIS

INDUSTRY STRUCTURE AND OUTLOOK:

The company is basically engaged in the manufacture of Rotogravure Cylinders by Digital Engraving Process for Packaging, Decorative i.e. laminates & other gravure printing industries. Rotogravure printing process is widely employed by converters in India off course abroad for Decorative & Packaging Laminates. There is a tremendous opportunity available to the company for its development. The company is also engaged in trading business of goods.

SEGMENT-WISE OR PRODUCT WISE OR PRODUCT-WISE PERFORMANCE

The overall performance of our Company is not improved during the current year in comparison with the earlier performance, but Profit of Company is remain same compared to last year due to reduction in cost of raw materials.

There is one product segment viz, manufacturing of engravioures & Coating of Metals. The turnover of the company for the Financial Year ended 31st March, 2023 and its segment wise comparison with previous Financial Year is given below:

(Rupees in Crore)

Type of Segment	2022-2023	2021-2022
Manufacturing of engravioures & Coating of Metal	N.A.	10.59
Power Generation Windfarm	0.17	0.45
Total Turnover	0.17	11.04

RISK AND CONCERN:

The development of the company would depend on overall macro and micro economic policy of the Government. The rapid changes in technological advancement requiring huge investment in an area of concern for the company. Company at both domestic and at international level is increasing gradually.

OPPORTUNITIES AND THREATS:

The demand for Electronically Engraved Cylinders is increasing day by day. Up gradation of technology is done by the company in order to become more competitive. Increase in capacity of engraving and manufacturing cylinders for laminates. Marketing and Pre-press division at various places to cater to the needs of the customer. Continuous improvement in quality of our cylinders.

FINANCIAL PERFORMANCE:

The turnover of the company for the year ended 31st March, 2023 was Nil as against the previous year's sales of Rs. 10.59 Crores. Loss for the year under review was Rs.161.17 Lacs as compared to Profit of Rs. 68.16 Lacs for the preceding year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

LIPPI SYSTEMS LIMITED

The Company has an Internal Control System, commensurate with the size, scale and the nature of its operations. The scope and authority of the Internal Audit function is well defined. To maintain objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CAUTIONARY STATEMENT:

Statements in the Management Discussions and Analysis Report in regard to projections, estimates and expectations may be “forward looking statement” within meaning of applicable securities laws and regulations. Many unforeseen factors may come into play and affect the actual results, which would be different from what directors envisage in terms of future performance and outlook. Market data and product information contained in this report have been based on information gathered from various sources published and un-published reports, and their accuracy, reliability and completeness cannot be assured.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT – EMPLOYEE DATA

The total employee strength of the Company as of 31.03.2023 was 6. Given the nature of the operations, a significant portion of the said employee strength comprises of drivers, cleaners and other unskilled employees.

Your management feels proud to state that there were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union within the organization.

Place: - Ahmedabad
Date: - 14th August, 2023.

By order of the Board of Directors
For Lippi Systems Limited

Nandlal J. Agrawal
Chairman & Managing Director
(DIN: 00336556)

DECLARATION REGARDING CODE OF CONDUCT

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.

Place: - Ahmedabad
Date: - 14th August, 2023.

By order of the Board of Directors
For Lippi Systems Limited

Nandlal J. Agrawal
Chairman & Managing Director
(DIN: 00336556)

LIPPI SYSTEMS LIMITED

**ASHOK DHARIWAL & CO.
CHARTERED ACCOUNTANTS**

A-611 Ratnaakar Nine Square,
Opp. Keshavbaug Party Plot,
Vastrapur, Ahmedabad - 380015

Independent Auditor's Report

To the Members of

Lippi Systems Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Lippi Systems Limited ("the company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in equity and Statement of cash flows for the year 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 as 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") & other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, its loss (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 in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs 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 obtained by us, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. As the entity had very limited operations during the financial year, in our opinion, there are no key audit matters that require significant auditor's attention.

LIPPI SYSTEMS LIMITED

Other Matters

The financial statements of the company for the year ended March 31, 2022, were audited by M/s. Vijay Moondra & Co., who expressed an unmodified opinion on those statements.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The above-mentioned reports comprising of other information are expected to be made available to us after the date of this auditor's report.

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

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

When we read the above-mentioned reports comprising other information and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

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

The Company's Management is responsible for the matters stated in section 134(5) the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity statement of the Company in accordance with the Accounting principles generally accepted in India, including the Accountant Standards (Ind AS) referred to in section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 (as amended). This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial control that we are operating effectively for ensuring the accuracy and completeness of accounting records relevant to the preparation and

LIPPI SYSTEMS LIMITED

presentation of the Ind AS 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.

The Board of Directors are 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)(l) 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

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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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

Report on other Legal and regulatory requirements

1. As required by the Companies (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-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 purpose 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, Statement of Profit and Loss (including other comprehensive

LIPPI SYSTEMS LIMITED

income), Cash Flow Statement and Statement of Change in Equity dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the Ind AS financial statements comply with the Accounting Standards (Ind AS) referred to in section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e. On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
- f. With respect to the adequacy of the internal finance controls with reference to financial statements of the Company and the operating effectiveness of such control, refer to our separate Report in "Annexure-B". Our report does not express modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules 2014, in our opinion and to the best of our information and according to explanations given to us by the management, the requirements of the same are duly complied with as under:
 - i. As informed to us, the Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivatives 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, as disclosed in Note 32 to the financial statements 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(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or

LIPPI SYSTEMS LIMITED

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, as disclosed in Note 32 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c) Based on the 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and according to the information and explanations given to us, the remuneration paid to any director by the company is not in excess of the limits laid down under section 197 of the Act.

For Ashok Dhariwal & Co.
Chartered Accountants
(Registration No. 100648W)

(CA Ashok Dhariwal)
Partner
Membership No. 036452
UDIN: 23036452BGUSAK7938

Place: Ahmedabad
Date: 30/05/2023

LIPPI SYSTEMS LIMITED

Annexure “A” to Independent Auditors' Report

Referred to in Paragraph 1 under the heading of “report on other legal and regulatory requirements” of our report of even date

- (i) In respect of its Property, Plant & Equipment & Intangible Assets:
 - a. (A) The Company has maintained proper records showing full particulars including, quantitative details and situation of the Property, Plant & Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - b. The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - c. The title deeds of immovable properties (other than those that have been taken on lease and the lease agreements are duly executed in favour of the Company) are held in the name of the company as at the balance sheet date.
 - d. The Company has not revalued any of its Property, Plant & Equipment (including right of use of assets) and Intangible Assets during the year.
 - e. No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) In respect of its inventories:
 - a) The company has no operations on-going during the year therefore there are no inventories and hence the clause (ii) (a) of the Companies (Auditor's Report) Order, 2020 is not applicable.
 - b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets, hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (ii)
 - a) According to the information and explanations given to us, during the year company has advanced loans to parties other than subsidiaries, joint ventures and associated. The details of the said loans are given below:

LIPPI SYSTEMS LIMITED

Particulars	Aggregate amount granted / provided during the year (Amt. in Rs.)		
	Investments	Loans	Guarantees
Aggregate amount granted during the year			
- Others	-	2.45 Crs.	-
Balance Outstanding as at the Balance Sheet date			
- Others	-	2.45 Crs.	-

- b) According to the information and explanation given to us and based on the audit procedures conducted by us, in our opinion, the terms and conditions of the grant of all the above-mentioned loans, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- c) According to the information and explanation given to us and based on the audit procedures conducted by us, in our opinion, the schedule of repayment of principal & receipt of interest has not been stipulated. However, the payment of interest is regular.
- d) According to the information and explanation given to us and based on the audit procedures conducted by us, in our opinion, there are no amounts of loans granted to companies which are overdue for more than ninety days.
- e) According to the information and explanation given to us and based on the audit procedures conducted by us, in our opinion, no loans which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- f) The Company has granted loans aggregating ₹ 2.45 crore during the year without specifying any terms or period of repayment. These loans account for 100% of the loans granted during the year.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not advanced loans to persons covered under the provisions of section 185 or granted securities under section 186 of the Act. Hence reporting under clause (iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- (vi) According to the information and explanations given to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of the section 148 of the Act for any of the products of the Company.
- vii) According to the information and explanations given to us in respect of statutory dues:

LIPPI SYSTEMS LIMITED

- a) The Company has generally been regular in depositing undisputed statutory dues including goods and services tax (GST), provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues with the appropriate authorities. There were no undisputed statutory dues in arrears as on 31st March, 2023 for a period of more than six months from the date they became payable.
- b) There are no amounts payable in respect statutory dues referred to in sub clause (a) which have not been deposited on account of disputes.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix)

- a) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has no outstanding borrowings hence, the clause (ix)(a) of the said order, stating that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender, is not applicable.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) To the best of our knowledge and belief, in our opinion, no term loans have been availed by the company as a consequence, application of term loan for business purpose as per clause (ix) (c) of the order is not applicable to the company.
- d) On an overall examination of the financial statements of the company, no funds have been raised on short-term basis.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, an associate or a joint venture.
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies.

(x)

- a) During the year, the company has not raised money by way of initial public offer or further public offer (including debt instrument). Hence reporting under clause (x)(a) of the Order is not applicable.
- b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi)

LIPPI SYSTEMS LIMITED

- a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
 - b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - c) As represented by the Management, there was no whistle blower complaints received by the Company during the year (and up to the date of this audit report).
- (xii) The company is not a Nidhi Company hence the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) Based upon the audit procedures performed and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable Indian Accounting Standards (Ind AS) 24, Related Party Disclosures specified under section 133 of the Act.
- (xiv)
- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of the entity.
 - b) We have considered the internal audit reports of the Company issued till date, for the year under audit, in determining the nature, timing and extent of our audit procedures.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him. Hence, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b), (c) and (d) of the order is not applicable.
- (xvii) The Company has incurred cash losses of Rs. 248.57 Lakhs during the financial year covered by our audit and not in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities (Asset Liability Maturity (ALM) pattern), other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, we are of the opinion that no material uncertainty exists as on the date of

LIPPI SYSTEMS LIMITED

the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

- (xx) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For Ashok Dhariwal & Co.
Chartered Accountants
(Registration No. 100648W)

(CA Ashok Dhariwal)
Partner
Membership No. 036452
UDIN: 23036452BGUSAK7938

Place: Ahmedabad
Date: 30/05/2023

Annexure “B” to Independent Auditors’ Report

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

Report on the Internal Financial Controls with reference to financial statements under section 143(3)(i) of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of Lippi Systems Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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. 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

LIPPI SYSTEMS LIMITED

under the Act.

Auditors Responsibility

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

Our audit involves performing procedures to obtain evidence about the adequacy of the internal financial controls system with reference to financial statement and their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining and understanding of internal 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 Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial controls with reference to Financial Statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that:-

- (1) Pertain to the maintenance of records that, in reasonable details, 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 authorization of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

LIPPI SYSTEMS LIMITED

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

For Ashok Dhariwal & Co.
Chartered Accountants
(Registration No. 100648W)

(CA Ashok Dhariwal)
Partner
Membership No. 036452
UDIN: 23036452BGUSAK7938

Place: Ahmedabad
Date: 30/05/2023

LIPPI SYSTEMS LIMITED

Accompanying notes to the financial statements

Significant Accounting Policies and notes to the financial statements

1. Corporate Information

During the year, Lippi systems Ltd. ("the company") was engaged in gravure cylinders which are widely used in Rotogravure Printing, Anilox Rollers for flexo, Adhesive Coating, Decorative printing since 1993. In the previous F.Y. 2021-22, the company had sold its Plant and machineries and inventories on "as is where is basis". Therefore, the company has no revenue recognition from manufacturing activities in the F.Y. 2022-23. The company has its registered office and corporate office in Ahmedabad with manufacturing facilities at Rakanpur (Kalol) – Gandhinagar. The company is a public limited company with its shares listed on BSE Limited (BSE).

2. Basis for Preparation of Financial statements, Significant Accounting Policies and critical estimates & judgments

A. Basis for Preparation of Accounts

The financial statements have been prepared under the historical cost convention, except Investments which are measured at fair value. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis. The preparation of financial statements requires estimates and assumption to be made that affect the reported amount of assets and liabilities and revenue and expenditures during the reporting periods. Difference between actual results and estimates are recognized in the period in which they are known/ materialized.

B. Compliance with Ind AS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as issued under the Companies (Indian Accounting Standards) Rule, 2015.

C. Summary of Significant Accounting Policies

The following are the significant accounting policies applied by the Company in preparing its financial statements consistently to all the periods presented

I. Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realised or intends to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;

LIPPI SYSTEMS LIMITED

- Expected to be realised within twelve months after the reporting period; or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is 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.

The Company classifies all other liabilities as non-current.

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

Operating cycle

Operating cycle of the Company is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

II. Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumption and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Difference between actual results estimates are recognized in the period in which the result is known/materialized.

The said estimates are based on the facts and events, that existed as at reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

III. Financial instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial asset

- i. Classification and measurement

Classification

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The Company classifies its financial assets, other than investments in subsidiaries and joint venture in the following measurement categories:

- a. those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- b. those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, all financial assets are measured initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There is only one measurement category into which the Company classifies its debt instruments as follows:

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at

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amortised cost using the effective interest method, less provision for impairment.

Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts which are repayable on demand and form an integral part of an entity's cash management system.

Other bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

ii. Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 33.2 details how the Company determines whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

iii. Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the financial asset have been transferred, or
- The Company retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. When the Company has not transferred substantially all the risks and rewards of ownership of a financial asset, the financial asset is not derecognised.

When the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. When the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement of the asset.

iv. Income recognition

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Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

B. Financial liabilities

i. Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of Profit and Loss, loans and borrowing, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized 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 cash credit facilities from banks and derivative financial instruments.

ii. Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through Statement of Profit and loss. Financial liabilities at fair value through profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through Profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivatives financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognized in the Statement of Profit and loss.

Financial liabilities designated upon initial recognition at fair value through statement of profit and 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 risks are recognized in OCI. These gains/losses are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of

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such liability are recognized in the statement of profit and loss.

Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognized in the statement of profit and 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.

Financial guarantee contracts:

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognized initially as a liability at fair value through statement of profit and loss (FVTPL), adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortisation.

iii. 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 recognized in the statement of Profit and loss.

C. Derivative financial instrument:

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instrument is initially recognized at fair value through consolidated statement of Profit and loss (FVTPL) on the date on which a derivative contract is entered into and is subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivative financial

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instrument are classified in the consolidated statement of Profit and loss and reported with foreign exchange gains/(loss) not within results from operating activities. Changes in fair value and gains/(losses) on settlement of foreign currency derivative financial instruments relating to borrowings, which have not been designed as hedge are recorded as finance cost.

D. 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 recognized amounts and there is an intention to settle on a net basis, to relate the assets and settle the liabilities simultaneously.

IV. Property, plant and equipment

Property, plant and equipment are stated at cost, net of recoverable taxes less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price and borrowing costs if capitalisation criteria are met, the cost of replacing part of the fixed assets and directly attributable cost of bringing the asset to its working condition for the intended use. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significantly parts of fixed assets are required to be replaced at intervals, the company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major overhauling is performed, its cost is recognized in the carrying amount of the Property, plant and equipment as a replacement if the recognition criteria are satisfied. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of Property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of parts replaced, are charged to the statement of Profit and Loss for the period during which such expenses are incurred.

Capital work in progress comprised of cost of Property, plant and equipment that are yet not installed and not ready for their intended use at the balance sheet date.

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

The Company calculates depreciation on items of property, plant and equipment on a straight-line method (SLM) basis as per the Companies Act 2013.

Derecognition

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An item of property, plant and equipment 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.

V. Intangible Assets

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

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the assets are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognized in the Statement of Profit and Loss. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognised.

Amortisation

Software is amortized over management estimate of its useful life of 5 years.

VI. Impairment of 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, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's (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 groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is to its recoverable amount.

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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.

VII. Inventories

Inventories of Raw material, Work-in-progress, Finished goods and Stock-in-trade are valued at the lower of cost and net realisable value. However, Raw material 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.

Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

Cost of Raw Material, Packing material, Chemicals, Stores and Consumables, Finished goods, trading and other products are ascertained on FIFO basis.

All other inventories of stores, consumables, project material at site are valued at cost. The stock of waste is valued at net realisable value.

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

VIII. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of Goods & Services Tax net of returns, trade discounts, rebates and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

The specific recognition criteria described below must also be met before revenue is recognized.

- a. **Sale of Goods:** Revenue from the sale of goods is recognised when all the following conditions are satisfied:
 - the Company has transferred to the buyer the significant risks and rewards of

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ownership of the goods;

- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

b. Sale of Services

Sales are recognised upon the rendering of services and are recognised net of Goods & Services Tax (GST).

c. Interest income

Interest is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

d. Dividend

Dividend Income is recognised when the Company's right to receive is established which is generally occurred when the shareholders approve the dividend.

e. All other items are recognised on accrual basis.

IX. Taxes on Income

Tax expense comprises of current income tax and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside the statement of Profit and Loss is recognised outside the statement of Profit and Loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for

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financial reporting purpose at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except.

- When the Deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent it is probable that future taxable amounts will be available against the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised except:

- When the deferred tax asset arises relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets is to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of Profit and Loss is recognised outside the statement of Profit and Loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes

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relate to the same taxable entity and the same taxation authority.

X. Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet

Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period on government bonds using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Post-employment obligations

The Company operates the following post-employment schemes:

- a) defined benefit plans such as gratuity and
- b) defined contribution plans such as provident fund.

Defined benefit plan

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 defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan

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assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

XI. Foreign Currency Transactions

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

Transactions in Foreign currency are recorded at the rate of exchange in force at the time transactions are affected and exchange difference, if any, on settlement of transaction is recognized in the Statement of Profit & Loss. Monetary transaction balance other than FCDL as on date of Balance Sheet have been reported at exchange rate on Balance Sheet date and difference charged to the Statement of Profit & Loss. Forward contract premium paid on forward contracts are amortized to Statement of Profit & Loss over life of such contract.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

XII. Fair value measurement

The Company measures financial instruments such as Investments at fair value at the

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end of each reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
- Or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) 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 reassessing 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 derivative instruments and for non-

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recurring measurement, such as asset held for sale.

External valuers are involved for valuation of significant assets, such as properties. Involvement of external valuers is decided upon annually by the management after discussion with and approval by the Company's Audit Committee.

Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, 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, management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

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 on yearly basis.

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.

XIII. Investment and other Financial Assets

Financial assets are recognized and measured in accordance with Ind AS 109 – Financial Instruments. Accordingly, the company recognizes financial asset only when it has contractual right to receive cash or other financial assets from another Company.

a. Initial recognition and measurement

All financial assets, except investment in subsidiary are measured initially at fair value plus, transaction costs that are attributable to the acquisition of the financial asset. The transaction cost incurred for the purchase of financial assets held at fair value through profit or loss is expensed in the statement of Profit and Loss immediately.

b. Subsequent measurement

For the purpose of Subsequent measurement financial assets are classified in three categories:

- Measured at amortised cost
- Measured at fair value through other comprehensive income (FVOCI)
- Measured at fair value through Profit and Loss (FVTPL)

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XIV. Debt instruments at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are accounted for at amortized cost using the effective interest method. This category comprises trade accounts receivable, loans, cash and cash equivalents, bank balances and other financial assets. A gain or loss on a debt instrument that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in the Statement of Profit and Loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Debt instruments at fair value through other comprehensive income (FVOCI)

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through Other Comprehensive Income (FVOCI).

The movement in carrying amount are taken through Other Comprehensive Income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in Other Comprehensive Income is reclassified from equity to the Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in finance income using the effective interest rate method.

Debt instruments at fair value through Profit and Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation at amortized cost or s FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

XV. Equity investments

All equity investments, except in subsidiary are measured at cost in scope of Ind AS 109 are measured at fair value. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instruments as a FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of Investment. However, the company may transfer the cumulative gain or loss within equity.

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Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of financial asset or part of a group 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 substantially all the risks and rewards of the asset

XVI. Borrowing cost

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 respective asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

XVII. Provisions, contingent liabilities and contingent assets

Provisions are recognized 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 benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements

XVIII. Earnings per share

Basic Earnings per Share is calculated by dividing the net profit/ loss for the year attributable to ordinary equity holders by the weighted average number of equity shares outstanding during the year.

Diluted Earnings Per Share is calculated by dividing the profit attributable to equity holders (or owners) of the Company 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

XIX. Segment Reporting

The segments have been identified taking into account the nature of the products / services, geographical locations, nature of risks and returns, internal organization structure and internal financial reporting system. The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

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BALANCE SHEET AS AT MARCH 31, 2023			
			(Amounts in Rs. '000)
Particulars	Notes	As at 31st March, 2023	As at 31st March, 2022
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	74,341	82,030
(b) Other non-current assets	4	1,38,795	1,40,315
Total Non-current assets		2,13,136	2,22,346
		-	-
Current assets			
(a) Financial Assets		-	-
(i) Trade receivables	5	4,658	13,951
(ii) Cash and cash equivalents	6	378	2,072
(iii) Bank balances other than (ii) above	7	610	581
(b) Other current assets	8	27,147	34,684
Total Current assets		32,793	51,287
		-	-
TOTAL ASSETS		2,45,929	2,73,633
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	9	70,000	70,000
(b) Other Equity	10	1,57,298	1,73,416
		-	-
LIABILITIES			
Non-current liabilities			
(a) Long term provisions	11	453	398
(b) Deferred tax liabilities (Net)	12	12,697	18,311
Total Non-current liabilities		13,150	18,709
		-	-
Current liabilities			
(a) Financial Liabilities		-	-
(i) Current Borrowings	13	1,678	4,452
(ii) Trade payables	14	-	-
- Due to Micro & Small Enterprises		-	176
- Due to Others		762	2,858
(b) Other current liabilities	15	1,219	2,474

LIPPI SYSTEMS LIMITED

BALANCE SHEET AS AT MARCH 31, 2023 (Amounts in Rs. '000)

Particulars	Notes	As at 31st March, 2023	As at 31st March, 2022
(c) Short term provisions	16	1,822	1,548
Total Current liabilities		5,481	11,507
TOTAL EQUITY AND LIABILITIES		2,45,929	2,73,633

Significant Accounting Policies
Notes on Financial Statements 1 to 36

As per our Report of even date

For and on behalf of the Board

For Ashok Dhariwal & Co.
Chartered Accountants
Registration No.: 100648W

(CA Ashok Dhariwal)
Partner
Membership No.: 036452

Nandlal J. Agarwal
(Chairman & M.D.)
(DIN : 00336556)

Kunal Nandlal Agrawal
(Director)
(DIN:00169324)

Place : Ahmedabad
Date : 30.05.2023

Gopal D. Sharma
(CFO)

Darshan B. Shah
(Company Secretary)

LIPPI SYSTEMS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2023

(Amounts in Rs. '000)

Particulars	Notes	2022-23	2021-22
I. INCOME			
Revenue from operations	17	-	1,05,855
Other income	18	6,436	39,714
Total Income	(I)	6,436	1,45,568
II. EXPENSES			
Cost of materials consumed	19	-	40,594
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	20	-	59
Employee benefits expense	21	5,339	25,177
Finance costs	22	34	4,146
Depreciation and amortization expense	23	8,706	13,032
Other expenses	24	14,123	50,624
Total Expenses (II)		28,202	1,33,633
III. Profit/(loss) before exceptional items and tax (I - II)		(21,765)	11,936
IV. Exceptional Items		-	-
V. Profit/(loss) before tax (V - VI)		(21,765)	11,936
VI. Tax Expenses			
Current Tax / MAT		-	2,014
MAT Credit Entitlement		-	(803)
Deferred Tax Provision / (Reversal)	12	(5,613)	2,348
Total Tax Expenses (VI)		(5,613)	3,558
VII. Profit (Loss) for the year (V - VI)		(16,152)	8,378
VIII. Other Comprehensive Income			
Items that will not be reclassified to profit or loss		34	(1,562)
Income tax relating to items that will not be reclassified to profit or loss		-	-
Items that will be reclassified to profit or loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
IX. Total Comprehensive Income for the year (VII + IX)		(16,118)	6,816
X. Earnings per Share	28		
Basic and Diluted (Face Value of Rs. 10 each fully paid up)		(2.31)	1.20

Statements 1 to 36

As per our Report of even date

For and on behalf of the Board

For Ashok Dhariwal & Co.
Chartered Accountants
Registration No.: 100648W

(CA Ashok Dhariwal)
Partner
Membership No.: 036452

Nandlal J. Agarwal
(Chairman & M.D.)
(DIN : 00336556)

Kunal Nandlal Agrawal
(Director)
(DIN:00169324)

Place : Ahmedabad
Date : 30.05.2023

Gopal D. Sharma
(CFO)

Darshan B. Shah
(Company Secretary)

LIPPI SYSTEMS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31st, 2023				
(Amounts in Rs. '000)				
Particulars	For the year ended		For the year ended	
	31.03.2023	31.03.2023	31.03.2022	31.03.2022
A. Cash flow from operating activities				
Net Profit / (Loss) before tax	-	(21,765)	-	11,936
Non-cash adjustment to reconcile profit before tax to net cash flows	-	-	-	-
Other Comprehensive Income	34	-	(1,562)	-
Depreciation/ amortisation on continuing operation	8,706	-	13,032	-
Windmill Income	(1,707)	-	(4,521)	-
Interest income	(2,141)	-	(568)	-
Finance Cost	34	-	4,146	-
Loss on sale of Fixed Assets	29	-	-	-
Profit on sale of Fixed Assets	-	-	(33,334)	-
Profit on sale of Investment	-	-	-	-
	-	4,955	-	(22,807)
Operating profit / (loss) before working capital changes	-	(16,810)	-	(10,872)
Movements in working capital:	-	-	-	-
Decrease/ (increase) in inventories -	-	-	17,379	-
Decrease/ (increase) in trade receivables	9,293	-	31,572	-
Decrease/ (increase) in other current assets	6,254	-	(28,620)	-
Increase/ (decrease) in other current liabilities	(1,254)	-	(6,828)	-
Increase/ (decrease) in trade payables	(2,272)	-	(4,150)	-
Increase/ (decrease) in long-term provisions	55	-	(7,853)	-
Increase/ (decrease) in short-term provisions	1,575	-	(1,429)	-
	-	13,650	-	72
Cash generated from / (used in) operations	-	(3,160)	-	(10,800)
Direct taxes paid (net of refunds)	-	(17)	-	290
Net cash flow from / (used in) operating activities (A)	-	3,177	-	(10,510)
B. Cash flow from investing activities				
Interest received	2,141	-	568	-
Movement in Long-term loans & advances	1,520	-	(11,681)	-
Windmill Income	1,707	-	4,521	-
Decrease / (Increase) in Bank deposits	(29)	-	740	-
Purchase of Fixed Assets	(1,676)	-	(2,163)	-
Sale of Investment	-	-	-	-
Sale of Fixed Assets	630	-	77,770	-
Net cash flow from / (used in) investing activities (B)	-	4,293	-	69,755

LIPPI SYSTEMS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31st, 2023

(Amounts in Rs. '000)

Particulars	For the year ended		For the year ended	
	31.03.2023	31.03.2023	31.03.2022	31.03.2022
C. Cash flow from financing activities	-	-	-	-
Fianance cost	(34)	-	(4,146)	-
Proceeds / (Repayment) of Long Term Borrowings	-	-	(14,967)	-
Proceeds from Short Term Borrowings	(2,775)	-	(38,232)	-
Net cash flow from / (used in) financing activities (C)	-	(2,809)	-	(57,344)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	-	(1,693)	-	1,901
Cash and cash equivalents at the beginning of the year	-	2,072	-	170
Cash and cash equivalents at the end of the year	-	378	-	2,072
Reconciliation of Cash and Bank Balances with the Balance Sheet	-	-	-	-
Cash and Bank Balances as per Balance Sheet (refer note 9 & 10)	-	988	-	2,652
Less: Bank Balances not considered as Cash and Cash Equivalents	-	(610)	-	(581)
Cash and Cash Equivalents as at the end of the year	-	378	-	2,072
Components of cash and cash equivalents	-	-	-	-
Cash on Hand	-	25	-	79
Balance with banks in current accounts	-	354	-	1,992
Total Cash and cash equivalents	-	378	-	2,072

As per our Report of even date

For and on behalf of the Board

For Ashok Dhariwal & Co.
Chartered Accountants
Registration No.: 100648W

(CA Ashok Dhariwal)
Partner
Membership No.: 036452

Nandlal J. Agarwal
(Chairman & M.D.)
(DIN : 00336556)

Kunal Nandlal Agrawal
(Director)
(DIN:00169324)

Place : Ahmedabad
Date : 30.05.2023

Gopal D. Sharma
(CFO)

Darshan B. Shah
(Company Secretary)

LIPPI SYSTEMS LIMITED

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

a. Equity Share Capital

(Amounts in Rs. '000)

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Nos.	Rs.	Nos.	Rs.
Equity shares of Rs. 10 each				
Fully paid up	7,000.00	70,000.00	7,000.00	70,000.00
Add : amount received on forfeited	-	-	-	-
	7,000.00	70,000.00	7,000.00	70,000.00

b. Other Equity

(Amounts in Rs. '000)

Particulars	Reserves and Surplus				Total
	Securities Premium Reserve	Capital Reserve	General Reserve	Retained Earnings	
Balance at 1st April, 2021	64,000	1,500	-	1,01,101	1,66,601
Profit for the year	-	-	-	8,378	8,378
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	(1,562)	(1,562)
Balance at 31st March, 2022	64,000	1,500	-	1,07,916	1,73,416
Balance at 1st April, 2022	64,000	1,500	-	1,07,916	1,73,416
Profit for the year	-	-	-	(16,152)	(16,152)
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	34	34
Balance at 31st March, 2023	64000	1,500	-	91,798	1,57,298

As per our Report of even date

For and on behalf of the Board

For Ashok Dhariwal & Co.
Chartered Accountants
Registration No.: 100648W

(CA Ashok Dhariwal)
Partner
Membership No.: 036452

Place : Ahmedabad
Date : 30.05.2023

Nandlal J. Agarwal
(Chairman & M.D.)
(DIN : 00336556)

Gopal D. Sharma
(CFO)

Kunal Nandlal Agrawal
(Director)
(DIN:00169324)

Darshan B. Shah
(Company Secretary)

LIPPI SYSTEMS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

3. Property, Plant And Equipment

Particular	Land	Building	Plant and Equipment	Solar Plant	Furniture and fixtures	Vehicles	Office equipment	Computers	Windmill	Total
Gross Block										
Balance as at 1st April, 2022	2,533	41,379	776	9,034	6,852	8,252	5,326	1,564	97,974	1,73,690
Additions	-	-	-	-	-	1648	28	-	-	1,676
Disposals	-	-	-	-	-	(1,958)	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2023	2,533	41,379	776	9,034	6,852	7,942	5,354	1,564	97,974	1,73,408
Accumulated Depreciation										
Balance as at 1st April, 2022	-	20,947	153	2,295	6,004	4,395	4,397	1181	52,289	91,660
Deduction & Adjustment	-	-	-	-	-	(1,299)	-	-	-	(1299)
Depreciation for the period	-	1,542	49	572	136	808	223	137	5,240	8,706
Reclassification as held for sale	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2023	-	22,489	202	2,867	6,140	3,903	4,619	1,317	57,529	99,067
Net Carrying Amount										
Balance as at 31st March, 2022	2,533	20,432	623	6,739	848	3,858	929	383	45,685	82,030
Balance as at 31st March, 2023	2,533	18,890	574	6,167	712	4,039	735	246	40,445	74,341

LIPPI SYSTEMS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

4. Other Non current Assets

(Amounts in Rs. '000)

Particulars	Balance as at 31.03.2023	Balance as at 31.03.2022
Advance Against Capital Goods (unsecured, considered good)	-	1,500
Capital Advances	1,26,400	1,26,400
Security Deposit	1,860	1,880
MAT Credit Entitlement (refer note 4.1)	10,536	10,536
Total	1,38,795	1,40,316

4.1 MAT credit entitlement :

Based on the assessment of the future taxable income, the Management is of the opinion that there is convincing evidence that the company will pay normal income tax within the specified period during which MAT credit is available for set off.

5. Trade receivables (current)

(Amounts in Rs. '000)

Particulars	Balance as at 31.03.2023	Balance as at 31.03.2022
Unsecured, considered good	4,658	13,951
Less : Doubtful	-	-
Total	4,658	13,951

5.1 Ageing of Trade Receivables

a. Undisputed Trade receivables :

(Amounts in Rs. '000)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months – 1 year	1 - 2 year	2 - 3 year	More than 3 years	
- Considered Good	-	3,146	1,512	-	-	4,658
- which have significant increase in credit risk	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-

LIPPI SYSTEMS LIMITED

b. Disputed Trade Receivables : (Amounts in Rs. '000)						
Outstanding for following periods from due date of payment						
Particulars	Less than 6 months	6 months – 1 year	1 - 2 year	2 - 3 year	More than 3 years	Total
Considered Good	-	-	-	-	-	-
6. Cash and cash equivalents (Amounts in Rs. '000)						
Particulars	Balance as at 31.03.2023		Balance as at 31.03.2022			
Balances with banks	354		1,992			
Cash on hand	25		79			
Total	378		2,072			
7. Bank balances other than mentioned in cash and cash equivalents (Amounts in Rs. '000)						
Particulars	Balance as at 31.03.2023		Balance as at 31.03.2022			
Fixed Deposits with Banks (lodged against buyers credit and letter of credit)	610		581			
Total	6101		581			
8. Other Current Assets (Amounts in Rs. '000)						
Particulars	Balance as at 31.03.2023		Balance as at 31.03.2022			
Staff advance	258		1,798			
Prepaid expenses	103		136			
Loans & Advances to Others	24,500		30,035			
Advances recoverable in cash or in kind	167		700			
Balance with revenue authorities	1,386		-			
Balance with Income Tax Authorities	733		2,017			
Total	27,147		34,684			
9. Share capital (Amounts in Rs. '000)						
Particulars	As at 31st March, 2023		As at 31st March, 2022			
	Units	Rs.	Units	Rs.		
Authorised Share Capital : Equity Shares of Rs. 10 each	10,000	1,00,000	10,000	1,00,000		

LIPPI SYSTEMS LIMITED

9. Share capital					(Amounts in Rs. '000)
Particulars	As at 31st March, 2023		As at 31st March, 2022		
	Units	Rs.	Units	Rs.	
Issued & Subscribed :					
Equity Shares of Rs. 10 each	7,000	70,000	7,000	70,000	
Paid Up :					
Fully paid up	7,000	70,000	7,000	70,000	
Add : amount received on forfeited shares	-	-	-	-	
	7,000	70,000	7,000	70,000	
9.1 The reconciliation of the no. of shares outstanding is set out below :					
(Amounts in Rs. '000)					
Particulars	Balance as at 31.03.2023		Balance as at 31.03.2022		
Equity shares					
At Beginning of the period		7,000		7,000	
Add : Issued during the year		-		-	
Less : Bought back during the year		-		-	
At End of the period		7,000		7,000	
9.2 Details of shareholders holding more than 5% shares					
(Amounts in Rs. '000)					
Name of the shareholder	As at 31st March, 2023		As at 31st March, 2022		
	Units	Rs.	Units	Rs.	
Mr. Kunal N. Agrawal	1,026	14.66%	1,026	14.66%	
Mr. Nandlal J. Agrawal	1,475	21.07%	1,475	21.07%	
Ms. Neha Nandlal Agarwal	427	6.09%	427	6.09%	
Mrs. Shashiben G. Gupta	647	9.24%	647	9.24%	
Mr. Dhwarka Vithal Naik	425	6.07%	449	6.41%	
Ms. Sangeetha S	352	5.03%	363	5.19%	

LIPPI SYSTEMS LIMITED

9.3 Shares held by Promoter & Promoter Group			
Promoters' name	No. of Shares	% of total shares	% Change during the year
Mr. Kunal N. Agrawal	1,026	14.66%	0%
Mr. Nandlal J. Agrawal	1,475	21.07%	0%
Ms. Neha Nandlal Agarwal	427	6.09%	0%
Mrs. Shashikalaben N. Agrawal	647	9.24%	0%
Mr. Chimanlal J Agrawal	11	0.16%	0%
Mr. Sanjay C Agrawal	9	0.13%	0%
Mrs. Shilpa C Agrawal	3	0.05%	0%
Mrs. Payal C Agrawal	2	0.03%	0%
Mrs. Satyawati Agrawal	2	0.03%	0%
Suryanagri Fin Lease Limited	16	0.22%	0%
Total	3,618	51.86%	-
<p>9.4 The Company has only one class of shares i.e. equity shares. All equity shares carry equal rights with respect to voting and dividend.</p> <p>9.5 In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remaining after distribution of all preferential amounts.</p>			
10. Other Equity		(Amounts in Rs. '000)	
Particulars	Balance as at 31.03.2023	Balance as at 31.03.2022	
SECURITIES PREMIUM	64,000	64,000	
CAPITAL RESERVE:			
State Subsidy	1,500	1,500	
SURPLUS IN STATEMENT OF PROFIT AND LOSS:			
Balance at the beginning of the Year	1,07,916	1,01,101	
Add: Profit after tax for the Year	(16,118)	6,816	
Restatement effect due to Ind AS	-	-	
Amount available for Appropriation	91,798	1,07,916	
Less: Appropriations	-	-	
Balance at the end of the Year	91,798	1,07,916	
Total	1,57,298	1,73,416	

LIPPI SYSTEMS LIMITED

11.Provisions (Non Current)			(Amounts in Rs. '000)
Particulars	Balance as at 31.03.2023	Balance as at 31.03.2022	
Provision for Gratuity	453	398	
Total	453	398	
12.Deferred Tax Liabilities (Net)			(Amounts in Rs. '000)
Particulars	Balance as at 31.03.2023	Balance as at 31.03.2022	
Liability Relating to earlier years	18,311	15,963	
Add/(Less): Charge/(Credit) to Statement of Profit & Loss	(5,613)	2,348	
Net Total	12,697	18,311	
12.1 Component of Deferred Tax Liabilities (Net)			(Amounts in Rs. '000)
Particulars	Balance as at 31.03.2023	Balance as at 31.03.2022	
Deferred Tax Liabilities			
On Account of Depreciation	16,478	18,539	
On Account of MTM	-	-	
Total (A)	16,478	18,539	
Deferred Tax Assets	-	-	
Disallowance U/S.43B (Gratuity Provision)	121	2,576	
Total (B)	121	2,576	
Deferred Tax Liabilities (Net) (A-B)	16,357	15,963	
13.Borrowings (Current)			(Amounts in Rs. '000)
Current interest-bearing loans and borrowings	Balance as at 31.03.2023	Balance as at 31.03.2022	
Loan & Deposit from Directors - Unsecured	1,678	4,452	
Total	1,678	4,452	
There is no default in repayment of loan and interest as on March 31, 2023 for any borrowings under this head.			
14. Trade Payables (Current)			(Amounts in Rs. '000)
Particulars	Balance as at 31.03.2023	Balance as at 31.03.2022	
Unsecured			
Total outstanding dues of micro enterprises and small enterprises	-	176	
Total outstanding dues of creditors other than micro enterprises and small enterprises	762	2,858	
Total	762	3,034	

LIPPI SYSTEMS LIMITED

14.2 Disclosures u/s 22 of Micro, Small and Medium Enterprises development Act, 2006 (MSMED ACT)

(Amounts in Rs. '000)

Particulars	Balance as at 31.03.2023	Balance as at 31.03.2022
Principal amount remaining unpaid to any supplier as at the end of accounting year	-	176
Interest due thereon	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the reporting period 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	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
Amount of further interest remaining due and payable even in succeeding years, untill such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductivble expenditure under Section 23 of MSMED Act.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of the information collected by the management. This has been relied upon by the auditors.

LIPPI SYSTEMS LIMITED

14.2 Ageing of Trade Payables

a. Undisputed :

(Amounts in Rs. '000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- MSME	-	-	-	-	-
- Others	389	373	-	-	762

b. Disputed :

(Amounts in Rs. '000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
- MSME	-	-	-	-	-
- Others	-	-	-	-	-

15. Other Current liabilities

(Amounts in Rs. '000)

Particulars	Balance as at 31.03.2023	Balance as at 31.03.2022
Creditors for capital expenditure	27	27
Statutory Dues	77	123
Other payables (refer note no. 15.1)	1,115	2,323
Total	1,219	2,474

15.1 Other Payables include advance received from customers.

16. Provisions (Current)

(Amounts in Rs. '000)

Particulars	Balance as at 31.03.2023	Balance as at 31.03.2022
Provision for salary & reimbursements	1,808	234
Provision for gratuity	14	13
Others:		
Provision for income tax	-	1,301
Total	1,822	1,548

17. Revenue from operations

(Amounts in Rs. '000)

Particulars	2022-23	2021-22
Sale of Products	-	1,05,855
TOTAL	-	1,05,855

LIPPI SYSTEMS LIMITED

17.1 Sale of Products		(Amounts in Rs. '000)		
Name of Products	2022-23	2021-22		
Sales	-	76,830		
Re Engraving Receipt	-	29,024		
TOTAL	-	1,05,855		
18. Other income		(Amounts in Rs. '000)		
Name of Products	2022-23	2021-22		
Interest Income	2,141	568		
Income from Windmill	1,707	4,521		
Profit on Sale of Assets	-	33,334		
Other Non-Operating Income	2,589	1,291		
Total	6,436	39,714		
19. Cost of materials consumed		(Amounts in Rs. '000)		
Name of Products	2022-23	2021-22		
Opening Stock	-	13,837		
Add : Purchases	-	26,757		
Sub Total	-	40,594		
Less : Closing Stock	-	-		
Total	-	40,594		
19.1 Analysis of Raw Materials Consumed		(Amounts in Rs. '000)		
Particulars	2022-23		2021-22	
	Amount Rs.	% of Total Consumption	Amount Rs.	% of Total Consumption
Imported	-	N.A.	338	0.75%
Indigeneous	-	N.A.	44,820	99.25%
Total	-	N.A.	45,158	100%

LIPPI SYSTEMS LIMITED

20. Changes in Inventories of Finished goods and Waste		
(Amounts in Rs. '000)		
Particulars	2022-23	2021-22
Closing Stock		
Finished goods / stock-in-trade	-	-
Total	-	-
Opening Stock		
Finished goods / stock-in-trade	-	59
Total	-	59
Total (Increase) / Decrease In Stock	-	59
21. Employee benefits expense		
(Amounts in Rs. '000)		
Particulars	2022-23	2021-22
Salaries and wages	4,985	23,888
Contribution to provident and other funds	6	152
Staff welfare expenses	258	503
Gratuity (refere note 21.1)	90	634
Total	5,339	25,177.35
<u>21.1 Additional disclosures relating to Employee Benefit Obligations/ Expenses</u>		
(i) Post Employment Defined Contribution Plan		
<p>The Company contributes to the Provident Fund (PF) maintained by the Regional Provident Fund Commissioner. Under the PF scheme contributions are made by both the Company and its eligible employees to the Fund, based on the current salaries. An amount of Rs. 5,925 (31st March 2022 : Rs. 1,52,327) has been charged to the Statement of Profit and Loss towards Company's contribution to the aforesaid PF scheme. Apart from making monthly contribution to the scheme, the Company has no other obligation.</p>		
(ii) Post Employment Defined Benefit Plan-Gratuity (Funded)		
<p>The Company provides for Gratuity, a defined benefit retirement plan covering eligible employees.</p>		
A. Defined Contribution Plans		
Contributions to defined contribution plans, recognised as expense for the year is as under :		
Particulars	2022-23	2021-22
Employer's contribution to provident fund and pension fund	6	152

LIPPI SYSTEMS LIMITED

B. Defined Benefit Plans

Contributions to defined benefit plan is as under :

Change in defined benefit obligation	2022-23	2021-22
Opening defined benefit obligation	411	9,909
Current Service cost	60	44
Interest cost	30	590
Actuarial losses (gains) due to change in financial assumption	(10)	(58)
Actuarial losses (gains) due to experience adjustments	(24)	1,620
Benefit paid	-	(11,694)
Closing defined benefit obligation	467	411
Change in plan assets	2022-23	2021-22
Opening fair value of plan assets	-	-
Expected return on plan assets	-	-
Contributions by employer	-	-
Actuarial losses / (gains)	-	-
Benefits paid	-	-
Closing fair value of plan assets	-	-
Reconciliation of fair value of assets and obligations	2022-23	2021-22
Fair value of plan assets	-	-
Present value of obligation	467	411
Amount recognised in Balance Sheet	467	411
The net amount recognised in the Statement of Profit & Loss for the year ended 31st March,2023	2022-23	2021-22
Current service cos	60	44
Interest on obligation	30	590
Expected return on plan assets -	-	-
Past service cost and loss/ (gain) on curtailments and settlement	-	-
Total recognised in the Statement of Profit & Loss	90	634

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The net amount recognised in Other Comprehensive Income (OCI) for the year ended 31st March, 2023	2022-23	2021-22
Components of actuarial (Gains)/Losses on Obligation		
- Due to change in financial assumptions	(10)	58)
- Due to experience adjustments	(24)	1,620
Net (income)/ expense for the period recognised in OCI	(34)	1,562
Principal actuarial assumptions at the balance sheet date (expressed as weighted averages)	2022-23	2021-22
Discount rate	7.50%	7.35%
Expected rate of return on plan assets	-	-
Annual increase in salary costs	6.00%	6.00%
Withdrawal rate	10% p.a at younger ages reducing to 2% at older ages	10% p.a at younger ages reducing to 2% at older ages
Mortality table	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
The expected maturity analysis of undiscounted gratuity benefit is as follows:		
Projected benefits Payable in Future Years from the date of Reporting:	2022-23	2021-22
1st Following Year	4	13
2nd Following Year	15	13
3rd Following Year	19	14
4th Following Year	19	16
5th Following Year	20	17
Sum of Year 6 to year 10	115	97
<p>Sensitivity Analysis</p> <p>The following table present a sensitivity analysis to one of the relevant actuarial assumption, holding other assumptions constant, showing how the defined benefit obligation would have been affected by changes in the relevant actuarial assumptions that were reasonably possible at the reporting date.</p>		

LIPPI SYSTEMS LIMITED

Particulars	2022-23	2021-22
Project Benefit Obligation on Current Assumption	467	411
Delta Effect of +0.5% Change in Rate of Discounting	434	382
Delta Effect of -0.5% Change in Rate of Discounting	503	444
Delta Effect of +0.5% Change in Rate of Salary Increase	492	431
Delta Effect of -0.5% Change in Rate of Salary Increase	443	389
Delta Effect of 10% Change in Withdrawal rate (W.R.)	475	417
Delta Effect of -10% Change in Withdrawal rate (W.R.)	459	405
<p>The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The above information is actuarially determined upon which reliance is placed by the auditors.</p> <p>Current and non current classification is done based on actuarial valuation certificate.</p>		
<p>22. Finance costs (Amounts in Rs. '000)</p>		
Particulars	2022-23	2021-22
Interest expense		
- Bank interest	-	3,494
- on Income Tax	33	-
- Others	1	96
Other Borrowing Costs	-	556
Total	34	4,146
<p>23. Depreciation and Amortisation expense (Amounts in Rs. '000)</p>		
Particulars	2022-23	2021-22
Depreciation	8706	12,858
Amortisation	-	175
Total	8706	13,032

LIPPI SYSTEMS LIMITED

24. Other expenses		(Amounts in Rs. '000)	
Particulars	2023-23	2021-22	
Manufacturing Expenses			
Stores, chemicals and packing materials	-	8,763	
Freight & Cartage	-	191	
Processing & other expenses	-	1,134	
Power & Fuel	-	8,841	
Repairs to machinery	-	1,136	
Selling and Distribution Expenses	-	-	
Advertisement	-	248	
Sales Promotion & Exhibition Expenses	-	1,361	
Others	-	-	
Commission	-	2,598	
Travelling & Conveyance	1,249	1,415	
Freight & Cartage	30	-	
Postage & Telephone	241	505	
Insurance	121	238	
Rent, Rates & Taxes	3,293	3,688	
Professional & Legal Expenses	603	4,855	
Repairs & Maintenance - Buildings	4	284	
Repairs & Maintenance - Others	1,950	2,783	
Factory General Expenses	2	536	
Printing & Stationery	727	905	
Electricity Charges	1,937	548	
Auditors' Remuneration (refer note 24.2)	50	50	
Office Expenses	329	540	
Security	296	597	
Web & Internet Expenses	43	288	
Bank Charges	3	243	
Bad debts	-	3,443	

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Claim & Vatav	-	1,054		
Sundry balance written off	248	1,125		
Donation	94	72		
Transmission & other charges	2,411	2,583		
Interest on TDS & TCS	6	37		
Interest on Indirect Tax	-	91		
Interest on Professional Tax	-	3		
GST Expense	182	49		
Housekeeping Expenses	243	202		
Misc. Expenses	20	33		
Sales Tax	-	164		
Penalty	8	23		
Membership Fees	3	1		
Loss on sale of Fixed Assets	29	-		
Total	14,123	50,624		
24.1 Break Up of Stores and Spares Consumed (Amounts in Rs. '000)				
Particulars	2022-23		2021-22	
	Amount Rs.	% of Total Consumption	Amount Rs.	% of Total Consumption
Imported	-	0.00%	-	0.00%
Indigenous	-	0.00%	7,855	100.00%
Total	-	0.00%	7,855	100.00%
24.2 Auditor Remuneration & others (Amounts in Rs. '000)				
Particulars	2022-23	2021-22		
Fees as Auditors	50	50		
For taxation matters	-	-		
Total	50	50		
24.3 Expenditure in Foreign Currency (Amounts in Rs. '000)				
Particulars	2022-23	2021-22		
Bank Interest	-	1,200		
Bank Loan Principle Repayment	-	10,706		
Total	-	11,906		

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25. Earnings In Foreign Currency		(Amounts in Rs. '000)	
Particulars	2022-23	2021-22	
Direct Exports (FOB Value)	-	1,155	
Total		1,155	
<p>26. During the previous financial year ended 31st March, 2022, the Company had disposed-off its Plant & Machineries and Inventories (“Assets”) on as is where is basis for an aggregate consideration of INR 945.00 Lakhs to M/s Image Gravures (“The Buyer”). The said transaction was completed on 5th January, 2022 and the Company had made all the necessary intimations & disclosures as applicable to the transaction from time to time.</p>			
<p>27. RELATED PARTY DISCLOSURES : As per the Indian Accounting Standard 24, disclosure of transactions with related parties (as identified by the management), as defined in the Indian Accounting Standard are given below:</p>			
27.1		(Amounts in Rs. '000)	
RELATIONSHIP	2022-23	2021-22	
1. Holding Company:	NIL	NIL	
2. Subsidiary Company:	NIL	NIL	
3. Key Managerial personnel & their relatives:	<p>Mr. Nandlal Agarwal, Managing Director Mr. Kunal Agarwal, Whole Time Director Mr. Govindbhai Thakkar, Independent Director Mr. Tirthraj pandya, Independent Director Mr. Kamlesh Sharma, Independent Director Ms. Swetal Sapra, Woman Independent Director Mrs. Shashi Nandlal Agarwal, Relative of Director Mr. Gopalkrishna Sharma, Chief Financial Officer Mr. Darshan Shah, Company Secretary</p>		

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27.2 Directors Remuneration			(Amounts in Rs. '000)
Particulars	2022-23	2021-22	
Mr. Nandlal Agarwal	1,425	1,800	
Mr. Kunal N. Agrawal	950	1,200	
Mr. Minesh C. Shah	-	914	
27.3 Details of loans			(Amounts in Rs. '000)
Particulars	Key Managerial Personnel (KMP) & Relatives		
Loan taken	10,995		
Loan repaid	13,770		
27.4 Rent			(Amounts in Rs. '000)
Particulars	2022-23	2021-22	
Rent paid to Mrs. Shashi Nandlal Agarwal	3,000.00	3,000.00	
28. Earning Per Share			
Earning Per share is calculated by dividing the Profit / (Loss) attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earning per Equity Share as stated below:			
Particulars	2022-23	2021-22	
Profit/(Loss) for the year	(16,152)	8,378	
Less: Dividend on Preference Shares	-	-	
Net Profit / (Loss) attributable to Equity Shareholders	(16,152)	8,378	
Add\Less: Extra Ordinary Items	-	-	
Profit / (Loss) after taxation before Extra Ordinary Items	(16,152)	8,378	
Number of shares outstanding during the Year	7,000	7,000	
Number of Equity Shares for Basic EPS	7,000	7,000	
Add : Diluted Potential Equity Shares	-	-	
Number of Equity Shares for Diluted EPS	7,000	7,000	
Basic Earning Per Share	(2.31)	1.20	
Diluted Earning Per Share	(2.31)	1.20	
Nominal Value Per Share	10	10	

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29. Segment Information

The company is organised into two main business segments, namely production of engraving cylinders and generation of power from wind turbine generator. The disclosures regarding the segment information is as follows :

(Amounts in Rs. '000)

Particulars	2022-23	2021-22
1. Segment Revenue (Net Revenue)		
a. Manufacturing of Engraved Cylinders	-	1,41,047.50
b. Power Generation through Windmill	1,706.91	4,520.80
TOTAL	1,706.91	1,45,568.30
2. Segment Result		
Profit before tax and interest		
a. Manufacturing of Engraved Cylinders	-	19,635.90
b. Power Generation through Windmill	(5,944.39)	(3,554.60)
	(5,944.39)	16,081.30
Less : Interest	33.90	4,145.70
Total Profit / (loss) before tax	(5,978.30)	11,935.60

30. Risk measurement, Objectives and Policies

30.1 Financial Risk Management

The Company's principal financial liabilities comprise loans and borrowings in domestic & foreign currency, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company's exposure to each of the above risks and how the Company is managing such risk.

The company's Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyse the risks faced by the

LIPPI SYSTEMS LIMITED

company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

30.2 Credit Risk Management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and others. In addition, credit risk arises from financial guarantees.

The Company implements a credit risk management policy under which the Company only transacts business with counterparties that have a certain level of credit worthiness based on internal assessment of the parties, financial condition, historical experience, and other factors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Company has established a credit policy under which each new customer is analyzed individually for creditworthiness.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component that are expected to occur. The collective loss allowance is determined based on historical data of payment statistics for similar financial assets. Debt securities are analyzed individually, and an expected loss shall be directly deducted from debt securities.

Credit risk also arises from transactions with financial institutions, and such transactions include transactions of cash and cash equivalents and various deposits. The Company manages its exposure to this credit risk by only entering into transactions with banks that have high ratings. The Company's treasury department authorizes, manages, and oversees new transactions with parties with whom the Company has no previous relationship.

The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable. Individual risk limits are set accordingly.

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(a) The ageing analysis trade receivables from the date the invoice falls due is given below :

(Amounts in Rs. '000)

Particulars	As at 31.03.2023	As at 31.03.2022
Up to 3 months		
3 to 6 months	-	9,943
6 to 12 months	3,146	1,860
Beyond 12 months	1,512	2,147
Gross Carrying Amount	-	13,951
Expected Credit Losses	-	-
Net Carrying Amount	4,658	13,951

(b) Details of single customer accounted for more than 10% of the accounts receivable as at 31st March 2023 and 31st March 2022

(Amounts in Rs. '000)

Name of Customer	As at 31.03.2023	As at 31.03.2022
Makers Polyfilms Pvt. Ltd.	-	-
Uma converter limited	-	-
Phoenix Flexibles Pvt Ltd	-	-

(c) Details of single customer accounted for more than 10% of revenue for the year ended at 31st March 2022 and 31st March 2021

(Amounts in Rs. '000)

Name of Customer	As at 31.03.2023	As at 31.03.2022
Makers Polyfilms Pvt. Ltd.	-	-
Uma converter limited	-	-

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30.3 Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual discounted payments.

(Amt in Rs. '000)

Particulars	As at 31.03.2023			As at 31.03.2022		
	Less than 1 year	1 to 5 yrs.	Total	Less than 1 yr.	1 to 5 yrs.	Total
Borrowings including interest obligations	-	-	-	-	-	-
Trade payables	389	373	762	2,854	180	3,034
Total	389	373	762	2,854	180	3,034

30.4 Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loan borrowings. The goal of market risk management is optimization of profit and controlling the exposure to market risk within acceptable limits.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies. The company does not have any

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exposure to rupee term loans from banks or any foreign currency borrowings and also there are no exports during the year. There are no foreign commercial transactions which are denominated in a currency that is not the company's functional currency (INR). Further there are no imports of raw materials during the year. Hence disclosures with regards to Interest rate risk, foreign currency risk, commodity price risk and sensitivity analysis are not applicable.

31. Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximize shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

(Amounts in Rs. '000)

Particulars	As at 31.03.2023	As at 31.03.2022
Borrowings	1,678	4,452
Less: Cash & Cash Equivalents	378	2,072
Net Debt (A)	1,300	2,381
Total Equity (B)	2,27,298	2,43,416
Equity and Net Debt [(C) : (A)+(B)]	2,28,598	2,45,797
Gearing Ratio [(A)/(C)]	0.01	0.01

35. ADDITIONAL REGULATORY INFORMATION

- (a) The title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Company as at the balance sheet date.
- (b) The Company has not advanced or loaned or invested funds to any promoter(s), Director(s), KMP(s) or Related Parties.
- (d) The requirement of filing quarterly returns or statements of current assets with banks or financial institutions is not applicable since the company does not having any borrowings with the banks / financial institutions.
- (e) The Company is not declared wilful defaulter by and bank or financials institution or lender during the year.
- (f) The Company does not have any transactions with companies which are struck off.
- (g) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (h) The company does not have any subsidiary and nor the company is the subsidiary of any other company. Thus, reporting under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

LIPPI SYSTEMS LIMITED

(I) Key Ratios						
Particulars	Numerator	Denominator	As at 31st March, 2023	As at 31st March, 2022	% Variance	Reason for Variance (if variance >= 25%)
Current Ratio (in times)	Total Current Assets	Total Current Liabilities	5.98	4.46	34.25%	Increase in the Current Ratio is due to relatively higher decrease in current liabilities as compared to changes in current assets during the year.
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.01	0.02	-59.65%	Decrease in Debt-Equity Ratio is due to repayment of unsecured loans during the year.
Return on Equity Ratio (%)	Net Profit after Taxes	Average Shareholder's Equity	-0.07	0.03	-296.61%	The company has no operating revenue during the year which resulted in significant losses. Hence there is significant decrease in the ROE as compared to last financial year.
Return on Capital employed (%)	Earning before interest and taxes	Capital Employed (Tangible Net Worth + Total Borrowings + Deferred Tax Liabilities (if any))	-0.09	-0.06	-253.83%	The company has no operating revenue during the year which resulted in significant losses. Hence there is significant decrease in the ROCE as compared to last financial year.
<p>Note :</p> <ol style="list-style-type: none"> 1. Ratio for Return on Investment is not covered because no investment is held by the company 2. Debt Service Ratio for the current year is not applicable since all the debts have been repaid during the previous financial year. 3. Since there are no purchase and sales during the year, following ratios for the current year are not applicable: <ul style="list-style-type: none"> - Inventory Turnover Ratio - Trade Receivables turnover ratio - Trade Payables turnover ratio - Net capital turnover ratio - Net profit ratio 						

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- (j) No scheme of arrangements have been approved by the competent authority. Hence, reporting under this point is not applicable.
 - (k) (I) 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:
 - (i) 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) (ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - (II) 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:
 - (i) 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) (ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - (l) There are no transactions 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
 - (m) The Company is not covered under section 135 hence reporting under this point is not applicable.
 - (n) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
33. In terms of Ind AS 36, the management has reviewed its fixed assets and arrived at the conclusion that impairment loss which is difference between the carrying amount and recoverable value of assets, was not material and hence no provision is required to be made.
34. The company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the

LIPPI SYSTEMS LIMITED

financial statements. As of May 30, 2023, there were no subsequent events to be recognized or reported that are not already previously disclosed.

35. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
36. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classifications/disclosures and to conform with the requirements of the amended Schedule III to the Companies Act, 2013.

As per our Report of even date

For and on behalf of the Board

For Ashok Dhariwal & Co.
Chartered Accountants
Registration No.: 100648W

(CA Ashok Dhariwal)
Partner
Membership No.: 036452

Nandlal J. Agarwal
(Chairman & M.D.)
(DIN : 00336556)

Kunal Nandlal Agrawal
(Director)
(DIN:00169324)

Place : Ahmedabad
Date : 30.05.2023

Gopal D. Sharma
(CFO)

Darshan B. Shah
(Company Secretary)

LIPPI SYSTEMS LIMITED

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :- L22100GJ1993PLC020382
Name of the company :- LIPPI SYSTEMS LIMITED
Registered office :- 3RD Floor, Satya Complex, Opp. IOC Petrol Pump,
Nr. Ashwamegh-IV Satellite, Ahmedabad -380 015

Name of the Member(s):
Registered Address :
Email Id:
Folio No / Client Id :
DP Id :

I / we, being the member(s) of Equity Shares of the above named company, hereby appoint

- Name :- Address :.....
Email id :..... Signature:..... or failing him ;
- Name :- Address :.....
Email id :..... Signature:..... or failing him ;
- Name :- Address :.....
Email id :..... Signature:.....

as my / our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 30th Annual General Meeting of the Company, to be held on the 30th day of September, 2023 at 11.30 A.M. at registered office of the company Ahmedabad and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional *	
		For	Against
1.	Adoption of financial statements for the year ended 31 st March, 2023		
2.	Re-appointment of Mr. Kunal N. Agrawal (DIN: 00169324), who retires by rotation.		

Signed this.....day of.....2023

Signature of Shareholder.....

Signature of Proxy Holder.....

Affix
Revenue
Stamp
Re.1

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less 48 hours before the commencement of the meeting.
- For the resolutions, Explanatory statement and Notes, please refer to the notice of the 30th Annual General Meeting
- It is optional to put a "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

LIPPI SYSTEMS LIMITED

Lippi systems Limited

CIN :- L22100GJ1993PLC020382

Registered office :- 3rd Floor, Satya Complex, Opp. IOC Petrol Pump, Nr. Ashvamegh –IV, 132ft
Ring Road, Satellite, Ahmedabad – 380 015

E-mail:- cs@lippisystems.com web site :- www.lippisystems.com

30th Annual General Meeting on Saturday, 30th September, 2023 at 11:30 A.M

ATTENDANCE SLIP

Folio / DP & Client ID No :
No. of Share held :
Name (s) and Registered Address of Member(s), including joint-holder, if any (in block letters) :

I/We, hereby record my/our presence at the 30th Annual General Meeting of the Company held on Saturday, 30th September, 2023 at 11:30 A.M at 3rd Floor, Satya Complex, Opp. IOC Petrol Pump, Nr. Ashvamegh –IV, 132 ft Ring Road, Satellite, Ahmedabad – 380 015

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

- Notes :
1. Please fill the name, sign this Attendance Slip and hand it over at the entrance of the Meeting Hall.
 2. Members holding shares in physical form are requested to notify the change in their address, if any, to the Company at its Registered Office, quoting their Folio Number(s). Members holding shares in electronic form may update such details with their respective Depository Participant(s).
 3. Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the Meeting.

LIPPI SYSTEMS LIMITED

THE ROUTE MAP FOR AGM VENUE :

Lippi Systems Limited
3rd floor, Satya Complex,
Opp. LOC Petrol Pump,
132ft. Ring Road, Satellite,
ahmedabad-380015.

