



SAHYADRI INDUSTRIES LIMITED

Registered Office :

Swastik House, 39/D, Gultekdi, J. N. Marg, Pune - 411 037, Maharashtra, INDIA
T: +91 20 2644 4625 / 26 / 27 E: cs@silworld.in W: www.silworld.in
CIN No :- L26956PN1994PLC078941

Date: 17th July 2023

To,
The Listing Manager
Department of Corporate Services
Bombay Stock Exchange
P. J. Towers, Dalal Street,
Mumbai – 400001

To,
The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza"-C1,Block G
Bandra-Kurla Complex , Bandra (E)
Mumbai 400 051

Scrip Code:532841

SYMBOL:SAHYADRI

Subject: Submission of Annual Report 2022-23 and Notice of the 29th Annual General Meeting of the Company.

Dear Sir/Madam,

In terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report 2022-23 and Notice of the 29th Annual General Meeting (AGM) of the Company. The Annual Report along with the Notice of AGM is available on the Company's website at www.silworld.in and can also be downloaded from the Link at [ANNUAL REPORT 2022-23](#).

We request you to take the same on your record.

Please acknowledge the receipt

Thanking You,

Yours faithfully,

FOR SAHYADRI INDUSTRIES LIMITED

RAJIB KUMAR GOPE
Company Secretary and Compliance Officer
M.NO:F8417

CIRCULAR ECONOMY

Unleashing Potential

Building a circle of Growth, Progress, Development, Trust, Sustainability and Hope. Circular economy promises to provide solutions for reducing global consumption and building a sustainable future.





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VALUES. EVERY STEP, EVERY INITIATIVE CONTRIBUTES
TO A GREATER CAUSE FOR THE FUTURE.**

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CORPORATE INFORMATION

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Jayesh Patel	Chairman and Whole time Director
Mr. Satyen Patel	Managing Director
Mr. Tuljaram R. Maheshwari	CEO, CFO and Whole Time Director
Mr. Suresh U. Joshi	Whole Time Director
Mr. Ankem Sri Prasad Mohan	Independent Director
Mrs. Moushmi Shaha	Independent Woman Director
Adv. Shrikant B. Malegaonkar	Independent Director
Mr. Ved Prakash Saxena	Independent Director
Mr. Rajib Kumar Gope	Company Secretary and Compliance Officer

AUDITORS OF THE COMPANY

STATUTORY AUDITOR

M/s. Joshi Apte & Co.
Chartered Accountants
Pune

SECRETARIAL AUDITOR

M/s. Mehta & Mehta
Company Secretaries
Pune

ADDRESSES

COMPANY

Sahyadri Industries Limited
CIN: L26956PN1994PLC078941
39/D, Gultekdi, J. N. Marg, Pune-411037
Email ID: info@silworld.in
Tel No.020-26444625/26/27
Website: www.silworld.in

REGISTRAR AND TRANSFER AGENT

Link Intime India Private Limited
C 101,247 Park, L B S Marg, Vikhroli
West, Mumbai 400083
Phone: 022-49186270, Fax: 022-49186060
Email: rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in

BANKERS OF THE COMPANY

- ❖ HDFC Bank Limited
- ❖ ICICI Bank Limited.
- ❖ The Cosmos Co-operative Bank Limited.

GENERAL INFORMATION AND THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT 2013.

General Information	
a) Nature of Industry	The Company is mainly engaged in the business of manufacture and sale of fibre cement corrugated sheets and also boards. The Company is also manufacturing non asbestos Cement Boards and products for different applications of non-asbestos boards. The Company is operating windmills in Maharashtra and Rajasthan.
b) Date or Expected date of commencement of commercial production	The Company is an existing company and is in operation since 1994.
c) In case of new company, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus	Not applicable as the Company is an existing company.

FINANCIALS AT A GLANCE

(INR in Crores)

PARTICULARS	MARCH 31, 2023	MARCH 31, 2022	MARCH 31, 2021	MARCH 31, 2020	MARCH 31, 2019
Sales & Other Income	597.22	546.34	477.62	285.77	297.62
Profit Before Tax	51.59	84.64	80.38	28.28	44.89
Provision for Tax	14.48	22.82	17.35	1.71	12.99
Profit After Tax	37.11	61.82	63.03	26.57	31.90
Balance of Profit brought forward from previous Year	273.20	217.40	156.00	133.64	101.73
Remeasurement gain/(loss) of net defined benefit plans (net of tax effect)	0.15	0.20	(0.19)	(0.18)	0.01
Profit Available for Appropriation	310.46	279.41	218.83	160.03	133.64
Dividend Paid (Including Dividend Distribution Tax)	6.02	6.21	1.43	4.03	-
Transfer to General Reserve	-	-	-	-	-
Profit Carried to Balance-Sheet	304.44	273.20	217.40	156.00	133.64

GREEN ENVIRONMENT !!! - PAPERLESS ENVIRONMENT !!! - CLEAN ENVIRONMENT !!!

Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, September 28, 2020 and December 31 2020, 05th May 2022 and 28th December 2022 ("MCA Circulars") including any statutory modification or re-enactment thereof for the time being in force and Circulars issued by the Securities and Exchange Board of India ('SEBI Circular') for the time being in force, permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and the relevant provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the AGM of the Company will be held through VC / OAVM. Further the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI) has permitted the Companies to serve the documents viz. Annual Reports, Notice of General Meetings / postal ballot, any other shareholders communication etc. to the members through the electronic mode.

Your Company, also prefers to preserve and protect the environment and take every opportunity to reduce and conserve resources and minimize waste. To support this green initiative, you are requested to:

- Register your email address to attend the Annual General Meeting and ensure prompt receipt of communication and avoid any loss during postal transit.
- Convert your shares held in physical mode into dematerialized mode to ensure safe and speedy transaction in securities.
- Register your NECS facility (National Electronic Clearing System) for crediting your Dividend directly to your Bank Account.
- Register / update your email address with the Company / RTA by writing to the Company at cs@silworld.in or rnt.helpdesk@linkintime.co.in, in case of Members holding shares in physical mode.

**REPORT
OF
BOARD OF DIRECTORS**

BOARD'S REPORT

Dear Shareholders,

The Directors of your Company take pleasure in presenting the **Twenty Ninth Annual Report** on the business and operations of the Company together with financial statements for the financial year ended March 31, 2023.

1. Financial results & appropriations:

a) Financial results

(INR in Crores)

Particulars	March 31, 2023	March 31, 2022
Revenue from operations	593.81	542.48
Other Income	3.41	3.86
Total Income	597.22	546.34
Profit before finance cost, depreciation, exceptional items and extraordinary expenses (EBITDA)	84.44	104.01
Depreciation and amortization	(23.82)	(14.76)
Finance cost	(9.03)	(4.61)
Exceptional Items- Income / (Expenses)	-	-
PROFIT BEFORE TAX	51.59	84.64
Current tax expense	(14.91)	(23.21)
Deferred tax	0.43	0.39
NET PROFIT FOR THE YEAR	37.11	61.82
Profit attributable to Non-controlling interest	-	-
Profit attributable to owners of the Company		
Profit brought forward from last year	-	-
Re-measurements of defined benefit plans, net of tax	0.15	0.20
Transfer to Debenture Redemption Reserve (DRR)	-	-
On Account of Capital Reduction	-	-
Balance carried forward in Balance Sheet	37.26	62.02

b) Company's Performance

During the financial year 2022-23, Sahyadri Industries Limited achieved Revenue from Operations of INR. 593.81 Crores as compared to INR 542.48 Crores in the previous year. Profit After Tax of the Company for the year stood at INR 37.11 Crores as against INR 61.82 Crores in the previous year.

c) Disclosures under Section 134(3) (1) of the Companies Act, 2013 – Material Changes and Commitment

- There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which these financial statements relate and the date of this Report.
- The Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT'), has approved the Scheme of Arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited and their respective shareholders vide order dated 28th April 2022. The Company has complied with the relevant regulatory requirements of the scheme.
- Sahyadri Industries Limited has been listed and admitted to dealings on National Stock Exchange of India Limited w.e.f. 06th April, 2023.

d) Dividend

The Board has declared and paid Interim Dividend of 25% of Face Value i.e. INR 2.5/- per share during the year. The Board has proposed Final Dividend of 15% of Face Value i.e. INR. 1.5 per share which shall be paid subject to the approval of shareholders in the ensuing Annual General Meeting. Total Dividend for the FY 2022-23 is 40% of Face Value i.e INR 4/- per share.

e) Transfer of unclaimed dividend to Investor Education and Protection Fund

During the year under review, Company has transferred following unclaimed dividend amount to IEPF account.

Sr No	Category	Amount (INR)
1.	Final Dividend for FY 2021-22	2,15,004
2.	Interim Dividend for FY 2022-23.	1,87,255
3.	Unclaimed dividend for FY 2014-15	182,620

f) Reserves

The Board of Directors does not propose to transfer any amount to the reserves.

g) Credit Rating : Summary of rating action obtained from ICRA

Instrument	Rating Action
Long-term, fund based – Cash Credit	[ICRA]A-(Stable);
Short term, Non Fund Based Limits	[ICRA]A2+;

h) Details of Internal Financial Controls with reference to the Financial Statements

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations have been developed with the help of independent expert agency and the same are operating satisfactorily. Internal control systems consisting of policies and procedures are designed to ensure accuracy and completeness of the accounting records and the timely preparation of reliable financial information, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

The internal financial controls with reference to the financial statements were adequate and operating effectively as endorsed by statutory auditors in their report.

i) Details in respect of frauds reported by Auditors

During the year under review, there have not been any instances of fraud and accordingly, the Statutory Auditors have not reported any frauds either to the Audit Committee or to the Board under Section 143(12) of the Act.

2. Industry Outlook and Business Overview

Details on economic outlook, industrial outlook, business overview and SWOT analysis of the company is covered in the Management Discussion and Analysis report.

3. Financial Information and Disclosures

a) Report on Performance of Subsidiaries, Associates and Joint Venture Companies

Since Company does not have any Subsidiary, Joint Venture or Associate Company, therefore this clause is not applicable to the Company.

b) Conversion of Company or Change in nature of business.

During the year under review, there was no instance of conversion of company or there was no change in the nature of the business; therefore, disclosure under this clause is not required.

c) Share Capital

During the year under review, 13,84,800 equity shares were allotted to shareholders of Poonam Roofing Products Private Limited pursuant to the Scheme of Arrangement between Sahyadri Industries Limited and Poonam Roofing Products Private Limited, as approved by NCLT ('NCLT'), Mumbai Bench vide order dated 28th April, 2022. As a result, Paid Up Share Capital of the Company has increased from 95,16,500 equity shares to 1,09,46,300 equity shares of Rs.10/- each.

d) Deposits

During the year under review, the Company has not accepted any deposits from the public.

e) Disclosure regarding significant and material orders passed by Regulators or Courts or Tribunal.

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

f) Particulars of contracts or arrangements made with Related Parties.

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

However, Form AOC-2 is attached herewith as Annexure VII

g) Particulars of Loans, Guarantees or Investments under Section 186 of The Companies Act, 2013.

During the year under review, Company has not extended any Loans, Guarantees, Investments and Securities to any other individual or entity under Section 186 of the said Act.

h) Disclosure under Section 43(a) (ii) of Companies Act, 2013

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

i) Disclosure under Section 54(1) (d) of Companies Act, 2013

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

j) Disclosure under Section 62(1)(b) of Companies Act, 2013

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

4. Disclosures related to Board, Committees, Remuneration and Policies:

a) Directors and Key Managerial Personnel

Sr. No.	Name of the Person	Designation	Category
1.	Mr. Jayesh Purushottam Patel	Chairman & Whole time Director	Executive Director
2.	Mr. Satyen Vallabhbhai Patel	Managing Director	Executive Director
3.	Mr. Tuljaram Maheshwari	CEO, CFO and Whole time Director	Executive Director
4.	Mr. Suresh Joshi	Whole time Director	Executive Director
5.	Mr. Ankem Sri Prasad Mohan	Director	Independent Director
6.	Mrs. Moushmi Shaha	Director	Independent Woman Director
7.	Adv. Shrikant B Malegaonkar	Director	Independent Director
8.	Mr. Ved Prakash Saxena	Director	Independent Director
9.	Mr. Rajib Kumar Gope [#]	Company Secretary and Compliance Officer	Key Managerial Personnel

#Mr. Rajib Kumar Gope has been appointed as the Company Secretary and Compliance Officer w.e.f 02nd August 2022 in place of Mr. Shrikant Joshi who resigned as Company Secretary and Compliance Officers w. e. f. 27th June, 2022.

Details regarding appointment of Directors, composition of Board of Directors and Committees, meetings held during the year under review and terms of reference of committees are provided in Corporate Governance Report.

b) Declaration by Independent Directors and Compliance with Code of Conduct.

In terms of Section 149(7) of the Act, and Regulations 16(i)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") the Independent Directors have submitted their declaration confirming compliance with the criteria of independence as stipulated under Section 149(6) of the Act and Regulations 16(i)(b) of SEBI (LODR.)

All the Directors and Senior Management Personnel have also complied with the Code of Conduct of the Company as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for its Directors and Senior Management.

The Managing Director and Chief Executive officer, Chief Financial Officer have given Declaration regarding compliance with the company's code of conduct for Directors and Employees under Regulation 34(3) read with part D of schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is annexed herewith as Annexure I.

c) Information on Board Meeting procedure during the Financial Year 2022-23.

The Board meetings of the Company are conducted as per the provisions of the Companies Act, 2013 and applicable Secretarial Standards. Information as mentioned in the Act and all other material information, as may be decided by the management, were placed before board for their consideration. Details on the matters to be discussed along with relevant supporting documents, data and other information is also furnished in the form of detailed agenda to the Board and the Committees concerned, to enable directors take critical decisions and accordingly advise the management.

d) Director's Remuneration Policy and Criteria for Matters under Section 178 and Payment of Commission.

As stipulated under Section 178 of the Act, the Board has approved a Nomination and Remuneration Policy of the Company. The Policy documents mention in detail the mechanism for appointment, cessation, evaluation and remuneration of the Directors, Key Managerial Personnel and Senior Management of the Company. Information on the Policy and details of the criteria for determining qualifications, positive attributes and other matters in terms of Section 178 of the Act is provided in the Corporate Governance Report.

- A Commission of INR 0.85 Crores is payable to Chairman and Whole Time Director Mr. Jayesh Patel, Managing Director Mr. Satyen Patel and CEO, CFO and Whole Time Director Mr. T. R. Maheshwari during the financial year under review, which is within 10% of profit and details of the same are provided in Corporate Governance Report
- The Company has paid Performance Bonus of INR 0.20 Crores to CEO, CFO and Whole Time Director Mr. T. R. Maheshwari during the financial year under review.

e) Annual evaluation of the performance of the Board and its Committees.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, the Board of Directors have carried out an annual performance evaluation of its own performance and that of the Directors and Committees, internally.

It included the Evaluation of the Board as a whole and its Committees. The exercise was led by the Chairman of Nomination and Remuneration Committee along with an Independent Director. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience, performance of duties and governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution, independent judgment and guidance and support provided to the management.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors.

f) Directors Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors, based on the representation received from the management, confirm that:

- i. in the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2022-23 and the profit of the Company for that period;
- iii. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the directors have prepared the annual accounts on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

g) Corporate Governance

Corporate Governance Report along with General Shareholder's Information and Management Discussion and Analysis is included in this Annual Report.

The Managing Director and Chief Executive officer/Chief Financial Officer have certified to the Board with regard to financial statements and other matters as required under Regulation 17(8) read with Schedule II to the Listing Regulations is annexed herewith as an Annexure II.

h) Corporate Social Responsibility and its Policy

Corporate Social Responsibility is an integral part of the Company's ethos and policy and it has been pursuing this on a sustained basis. In this endeavor, the Company has contributed funds for the CSR activities/project related to promoting rural and nationally recognized sports, promotion of education and employment, improving health, enhancing vocational skills, environment sustainability and promoting art and culture etc.

During the year under review the Company was required to spent INR 1,27,88,156 towards CSR activities against which, the Company has spent INR 1,31,94,098. The Annual Report on CSR activities as required to be given under Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been provided in an Annexure - III to this Report. CSR Policy is available on the website of the company at www.silworld.in/investors

The composition of the CSR Committee is provided in the Corporate Governance Report.

As per Rule 4(5) of CSR Rules, the Company has received the certificate from Managing Director and Chief Executive officer and Chief Financial Officer (CFO) or the person responsible for financial management to the effect that the funds disbursed by the Board for CSR implementation have been utilised for the purposes and in the manner as approved by the Board.

i) Risk Management Policy

The Board of Directors have approved and adopted comprehensive Risk Management Policy for the Company. The Risk Management Policy is designed to manage risk within the risk threshold established by the Board and provide reasonable assurance over the achievement of strategic and operational objectives. The Policy will help in risk identification, risk measurement, define risk appetite and threshold limits and suggesting risk mitigation measures. The process is ongoing

and requires continuous exercise across all locations and functions of the Company. The Audit Committee will do the periodic review of implementation, assessment and mitigation measures under Risk Management Policy. Web link for Risk Management Policy is www.silworld.in/investors

5. Auditors:

a) Statutory Auditor

Members of the Company in its 27th Annual General Meeting have appointed M/s Joshi Apte & Company (Firm Registration No.: 104370W) as Statutory Auditors of the Company for a term of 5 (five) years till the conclusion of 32nd Annual General Meeting.

Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the SEBI(LODR) Regulations, 2015 and other applicable Rules framed thereunder, for FY 2023-24.

Details of remuneration paid to Auditors for FY 2022-23, please refer note No 33.1 of Notes to accounts.

b) Cost Auditor

As per the provisions of Section 148 of the Act and Rule 3 of the Companies (Cost Records and Audit) Rules, 2014 (“the Rules”), the Company is required to maintain cost records with respect to certain products of the Company and get the same audited.

Accordingly ,the Board of Directors of the Company on the recommendation of Audit Committee has appointed Mr. N.K. Nimkar (M No : F 6493) to audit the cost records of the Company for the financial year 2023-24 on a remuneration of INR 50,000/- plus Goods and services Tax as applicable. Accordingly, a resolution seeking Member’s ratification for the remuneration payable to Cost Auditors is included in the notice convening the Annual General Meeting. The Cost Audit Report for the financial year 2022-23 will be filed within the stipulated period of 30 days after it is submitted by the Cost Auditors.

c) Secretarial Audit and Secretarial Audit Report

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 had appointed M/s. Mehta & Mehta, Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2022-23.

The Secretarial Audit Report is included as Annexure IV and forms an integral part of this Report.

d) Explanation on Comments on Statutory Auditors Reports and Secretarial Auditors Reports :

There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors in their Audit Report and by Secretarial Auditors in their Secretarial Audit Report. Observations of the Auditors are self-explanatory.

6. Maintenance of Cost Records

Your Company confirms that the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, are maintained by the Company.

7. Secretarial Standards

The Company has complied with all the applicable Secretarial Standards.

8. Other Disclosures

a) Particulars of employees and related disclosures

Disclosure of remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as Annexure-V.

A statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as separate annexure forming part of this Report. In terms of Section 136 of the Act, the Annual Report and financial statements are being sent to the Members excluding the aforesaid annexure. The said annexure is available for inspection at the registered and corporate office of the Company during business hours and will be made available to any shareholder, on request.

b) Conservation of Energy, Technology absorption, Foreign Exchange Earnings and Outgo

The information pertaining to conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules,

2014 are provided in Annexure - VI to this report.

c) Extract of Annual Return

As provided under Section 92(3) & 134(3)(a) of the Act, Annual Return for FY 2022-23 is uploaded on the website of the Company and can be accessed at www.silworld.in/investors.

d) Occupational Health & Safety

The organization believes in 'Zero Harm'. The aim is to improve health and safety standards of people who are working with the organization in their capacity as employees, contractors or in any other role. Efforts are taken to minimize activities which may affect the health and safety in working place. Steps are taken for optimum utilization of plants, with least disposal of harmful gases in environment.

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

Your Company is committed towards providing a healthy environment and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place an Internal Complaints Committee to inter-alia prevent sexual harassment at the workplace and redress the complaints in this regard. Disclosures under the section related to complaints is provided in the Corporate Governance Report.

f) Disclosure under Vigil Mechanism

Disclosures under Vigil Mechanism are provided in the Corporate Governance Report

9. Acknowledgements

Your Directors place on record their acknowledgement for the co-operation received from the Local, State and Central Government, Shareholders, Customers, Vendors, Bankers, Associates, Collaborators, Employees of the Company and all other stakeholders without which it would not have been possible for the Company to achieve such performance and growth.

**On behalf of Board of Directors
SAHYADRI INDUSTRIES LIMITED**

Sd/-

Jayesh Patel
Chairman and
Whole Time Director
(DIN: 00131517)

Sd/-

Satyen Patel
Managing Director
(DIN: 00131344)

**Date : May 23, 2023
Place : Pune**

ANNEXURE I

DECLARATION BY MANAGING DIRECTOR AND CEO, CFO AND WHOLE TIME DIRECTOR UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT FOR DIRECTORS AND EMPLOYEES:

We, Satyen V Patel, Managing Director and Tuljaram R. Maheshwari, CEO, CFO and Whole Time Director of Sahyadri Industries Limited, hereby declare that all the members of the Board of Directors and Senior Management have affirmed compliance with the Code of Conduct for Directors and Employees of the Company.

**On behalf of Board of Directors
SAHYADRI INDUSTRIES LIMITED**

Sd/-

Satyen Patel

Managing Director

(DIN: 00131344)

Sd/-

Tuljaram R. Maheshwari

CEO, CFO and Whole

Time Director

(DIN:00063688)

Date : May 23, 2023

Place : Pune

ANNEXURE II**COMPLIANCE CERTIFICATE BY MANAGING DIRECTOR (M.D.) & CHIEF EXECUTIVE OFFICER (C.E.O.)/
CHIEF FINANCIAL OFFICER (C.F.O.) FOR THE YEAR ENDED ON 31ST MARCH 2023**

- A. We have reviewed Audited Financial Statements for the year ended on 31st March 2023 and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee;
1. Significant changes in internal control over financial reporting during the year, if any;
 2. Significant changes in accounting policies during the year and
 3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**On behalf of Board of Directors
SAHYADRI INDUSTRIES LIMITED**

**Sd/-
Satyen Patel**
Managing Director
(DIN: 00131344)

**Sd/-
Tuljaram R. Maheshwari**
CEO, CFO and Whole
Time Director
(DIN:00063688)

**Date : May 23, 2023
Place : Pune**

ANNEXURE III
THE ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company: The Board of Directors at their meeting held on May 10, 2014 has approved policy for Corporate Social Responsibility (CSR) and subsequently amended from time to time as per requirement with a vision to actively contribute to the social and economic development of the communities in which Company operates.

The Policy is aimed at socio-economic welfare, uplifting quality of life of the people, maintain environment, promoting youth and young talents, providing opportunities to underprivileged and bright students, imparting vocational education etc. in line with the broad framework of Schedule VII of the Companies Act, 2013. The Policy can be referred in detail on the Company's website www.silworld.in.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Satyen .V. Patel	Chairman - Executive Director	1	1
2	Mr. Jayesh. P. Patel	Member - Executive Director	1	1
3	Adv S. B. Malegaonkar	Member - Independent Director	1	1

3. Details regarding Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company at <https://www.silworld.in/investors>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable**
5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any :

Sl. No.	Financial Year	Amount available for set off from preceding financial years.	Amount required to be set-off for the financial year, if any
1.	2021-2022	35,720	35,720

6. Average net profit of the Company as per section 135(5): INR 63,94,07,796/-
7. (a) Two percent of average net profit of the Company as per section 135(5): INR 1,27,88,156/-
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: -
(c) Amount required to be set off for the financial year, if any : INR 35,720/-
(d) Total CSR obligation for the financial year (7a+7b-7c): INR 1,27,52,436/-
8. (a) CSR amount spent or unspent for the financial year: Not Applicable

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

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation - Direct (Yes/ No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

Sr. No.	Items from the List of Activities in Schedule VII to the Act	Local Area	Location of the Project		Amount Spent for the project (in INR)	Mode of Implementation (Direct/Indirect)	Mode of Implementation (Through Implementing Agency)	
			State	District			Name	CSR Registration No
1	Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports.	YES	Maharashtra	Pune	15,20,000	Indirect	Lakshya Institute	CSR00002633
2	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and differently abled and livelihood enhancement projects.	YES	Maharashtra	Pune	2,78,000	Indirect	Lila Poonawala Foundation	CSR00000090
3	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care	YES	Maharashtra	Pune	3,25,000	Indirect	Shree Narayan Dham Yog Nisargaupchar And Ayurved Sanshodhan Kendra	CSR00008750
4	Covid 19 Relief Work	YES	Maharashtra	Pune	16,00,000	Indirect	Rotary Foundation(India)	CSR00008486
5	Promoting Gender Equality, empowerig women, setting up homes and hostels for women and orphans: setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.	YES	Telangana	Nalgonda	18,17,000	Indirect	Voice 4 Girls	CSR00012143

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6	ensuring environmental sustainability	YES	Maharashtra	Pune	5,00,000	Indirect	Art Foundation Pune	CSR00035762
7	Har Ghar Tiranga	YES	Maharashtra	Pune	2,52,898	Direct	NA	NA
8	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and differently abled and livelihood enhancement projects.	YES	Maharashtra	Pune	30,00,000	Indirect	Double Maharashtra Kesari Pai. Chand	CSR00019700
9	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and differently abled and livelihood enhancement projects.	YES	Maharashtra	Pune	1,25,000	Indirect	Apang Rojgar Udyog Va Tantrik Prashikshan Kendra	CSR00015763
10	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and differently abled and livelihood enhancement projects.	YES	Maharashtra	Pune	30,00,000	Indirect	Rotary Foundation (India)	CSR00008486
11	Education, Health and Medical, Women Empowerment, Youth Empowerment.	YES	Maharashtra	Pune	5,56,200	Indirect	The Mother Global Foundation	CSR00007327
12	promotion of sanitation and making available safe drinking water.	YES	Maharashtra	Pune	1,00,000	Indirect	Deepastambha Charitable Trust	CSR00000755
13	setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens	YES	Maharashtra	Pune	1,20,000	Indirect	Oasis Foundation	CSR00048532
	Total				1,31,94,098			

- (d) Amount spent in Administrative Overheads: NIL
- (e) Amount spent on Impact Assessment, if applicable: NA
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): INR 1,31,94,098
- (g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in INR)
(i)	Two percent of average net profit of the Company as per section 135(5)	1,27,88,156
(ii)	Total amount spent for the Financial Year [#]	1,32,29,818
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4,41,662
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	4,41,662

The amount includes Rs. 35,720/- excess spent available from F.Y. 2021-22 for set-off in pursuance of Sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years.
				Name of the Fund	Amount	Date of transfer.	
1.	NA	NA	NA	NA			NA

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project	Amount spent on the project in the reporting Financial Year	Cumulative amount spent at the end of reporting Financial Year.	Status of the project - Completed /Ongoing.
1	NA	NA	NA	NA	NA	NA	NA	NA

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): **Not Applicable**
- (a) Date of creation or acquisition of the capital asset(s). **Not Applicable**
- (b) Amount of CSR spent for creation or acquisition of capital asset. **Not Applicable**
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.:
Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):
Not Applicable
11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5):
Not Applicable

**On behalf of Board of Directors
SAHYADRI INDUSTRIES LIMITED**

Sd/- Mr. Satyen Patel Managing Director and Chairman of CSR Committee (DIN: 00131344)	Sd/- Mr. Jayesh Patel Chairman and Whole Time Director (DIN: 00131517)
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Place: Pune
Date: May 23, 2023

ANNEXURE IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2023

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

To,
The Members,
Sahyadri Industries Limited
39/D, Gultekdi, JN Marg,
Pune - 411037

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 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 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;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (during the period under review not applicable to the Company)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (during the period under review not applicable to the Company);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (during the period under review not applicable to the Company)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (during the period under review not applicable to the Company)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (during the period under review not applicable to the Company);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (during the period under review not applicable to the Company); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (during the period under review not applicable to the Company);

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India;
- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

We further report that:

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

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

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

We further report that during the audit period the Company had the following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- 1) The Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT'), had approved the Scheme of Arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited and their respective shareholders vide order dated 28th April 2022. The company has filed certified copy of the order with the Registrar of Companies.
- 2) During the year under review, the Board of Directors in their meeting held on 27th June, 2022 considered and approved the allotment of Equity Shares for scheme of arrangement between the Company and Poonam Roofing Products Private Limited and their respective Shareholders. Effective date of scheme was 01st June, 2022 and the record date for allotment of equity shares in DEMAT form of Sahyadri Industries Limited was 20th June, 2022. The Company has issued 577 equity shares of face value of Rs. 10/- each for every 10 equity shares of face value of Rs. 100/- each held by the shareholders of the Demerged Company. 13,84,800 equity shares were allotted ranking pari passu with the existing shares.
- 3) During the year under review, on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 18th May, 2022, re-appointed Mr. Shrikant Malegaonkar as Independent Director for second term with effect from 7th August, 2022 upto 6th August, 2027.
- 4) Mr. Shrikant Joshi, Nodal Officer, Company Secretary and Compliance Officer resigned from the Company with effect from 27th June, 2022. On recommendation of Nomination and Remuneration committee, the Board of Directors in their meeting held on 02nd August, 2022 approved the appointment of Mr. Rajib Kumar Gope as the Company Secretary and Compliance Officer and Nodal Officer of the Company with effect from 02nd August, 2022.

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)

Sd/-

Ashwini Inamdar
Partner
PCS No: F 9409
CP No: 11226
UDIN: F009409E000362113

Place: Pune
Date: May 23, 2023

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

‘ANNEXURE A’

**To,
The Members,
Sahyadri Industries Limited
39/D, Gultekdi, JN Marg,
Pune – 411037**

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

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form No. MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 7) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)

Sd/-

Ashwini Inamdar
Partner
PCS No: F 9409
CP No: 11226
UDIN: F009409E000362113

Place: Pune

Date: May 23, 2023

ANNEXURE V

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

- A. Ratio to Median Remuneration of each Director and Key Managerial person to the median remuneration of the employees of the Company for the FY 2022-23 as well as the percentage increase in remuneration of each Director, Chief Financial officer, Company Secretary is as under:

Name of the Director/ KMP	Designation	Ratio to Median Remuneration	% change in Remuneration over previous year	Joining Date
Mr. Jayesh P. Patel	Chairman and Whole Time Director	70.74	(30.0%)	15/01/1999
Mr. Satyen V. Patel	MD	70.74	(35.2%)	01/08/1998
Mr. Tuljaram R. Maheshwari	CEO , CFO and Whole Time Director	51.21	30.7%	08/10/2020
Mr. Suresh U.Joshi	Whole Time Director	6.01	(0.0%)	08/10/2020
Mr. Ankem Sri Prasad Mohan	Independent Director	0.30	183.3%*	21/12/2021
Mrs. Moushmi Shaha	Independent Director	0.32	111.8%*	22/07/2021
Mr. Shrikant B. Malegaonkar	Independent Director	0.14	(23.8%)	07/08/2017
Mr. Ved Prakash Saxena	Independent Director	0.21	14.3%	31/08/2020
Mr. Rajib Kumar Gope	Company Secretary and Compliance Officer	4.82	NA*	02/08/2022

* Persons are appointed for the part of year under review or previous years, therefore figures are not comparable. For details of appointment kindly refer Note No. 2 of Corporate Governance Report.

- B. The percentage increase in the median remuneration of employees in the financial year was 9.29%.
- C. The number of permanent employees on the rolls of company as on 31st March 2023 was 711.
- D. The average percentage increase in salaries of employees other than managerial personnel in 2022-23 was 7.54%. Percentage decrease in the managerial remuneration for the year 2022-23 was 22.02%. The Managerial Persons Remuneration includes variable portion linked to the performance of the Company.
- E. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ANNEXURE VI

INFORMATION AS PER SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2023

A. CONSERVATION OF ENERGY:

During the year under review, the Company earned an income of Rs. 8.90 Crore (including captive consumption Rs. 4.28 Crore) from generation of wind power.

The Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

i. THE STEPS TAKEN OR IMPACT ON CONSERVATION OF ENERGY:

- Use of energy efficient LED lights at office area, street light and shop floor and parking areas at all Plants and Head Office.
- The adoption of the above energy conservation measures has helped to curtail the power requirement. This has made it possible to maintain cost of production at optimum level. The impact of measures taken above for conservation and optimum utilization of energy are not quantitative, its impact on cost is not ascertained accurately.

ii. STEPS TAKEN BY THE COMPANY FOR UTILIZING ALTERNATE SOURCE OF ENERGY

Out of total energy Consumption of power worth of Rs. 33.39 Crores Company has used non- conventional source of energy generated by own windmills of worth of Rs. 4.28 Crores (12.83 %).

iii. THE CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS

- Company is exploring to install solar plants at few of its manufacturing units.

B. TECHNOLOGY ABSORPTION:

i. THE EFFORTS MADE TOWARDS TECHNOLOGY ABSORPTION

An in-house technology is continuously upgraded to improve overall performance of the Company.

ii. THE BENEFITS DERIVED LIKE PRODUCT IMPROVEMENT, COST REDUCTION, PRODUCT DEVELOPMENT OR IMPORT SUBSTITUTION

In respect of Building Material, the company has explored the possibilities to increase in productivity and reduction in cost.

iii. IN CASE OF IMPORTED TECHNOLOGY (IMPORTED DURING THE LAST THREE YEARS RECKONED FROM THE BEGINNING OF THE FINANCIAL YEAR)

No technology has been imported during previous three financial years.

iv. THE EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT

Company is regularly incurring expenditure on Research and Development activities. It is in a process of building a well equipped Research and Development center.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Earning in Foreign Currency	2023	Rs 64.94 Crores
	2022	Rs 47.06 Crores
Foreign Currency Outgo	2023	Rs 194.32 Crores
	2022	Rs 171.46 Crores

ANNEXURE VII

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

FORM NO. AOC -2								
(Pursuant to clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.								
Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Sub Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.								
1	Details of contracts or arrangements or transactions not at arm's length basis.							
	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
	During the year under review company did not enter into any contracts or arrangements or transactions which were not at arm's length with related parties.							
2	Details of material contracts or arrangements or transactions at arm's length basis.							
	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any		
	During the year under review company did not enter into any material contracts or arrangements or transactions with related parties.							

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

WORLD ECONOMIC OVERVIEW:

After two years of disruptions, uncertainty and volatility, FY23 appeared a rather normal year. Both the markets and the economy regained a semblance of normalcy in terms of the level of activity, trajectory of growth, direction, and future outlook. Central bankers began the process of normalizing monetary policies by withdrawing liquidity and hiking rates. The broken supply chains have started showing some amount of relief. Inflated asset and commodity prices are returning to more reasonable levels.

There are signs of nascent optimism, and the growth outlook has picked up across all regions. However, policy-makers, businesses and households continue to face headwinds, including persistent inflationary pressures and tighter financial conditions. According to a significant majority of the chief economists surveyed, recent turbulence in the financial sector is not a sign of systemic vulnerability, but further disruption is considered likely this year. Growth over the rest of 2023 is set to slow substantially as it is weighed down by the lagged and ongoing effects of monetary tightening, and more restrictive credit conditions. These factors are envisaged to continue to affect activity heading into next year.

[Source: IMF, World Bank,]

INDIAN ECONOMIC OVERVIEW AND OUTLOOK:

The Indian economy exhibited robust resilience in the previous fiscal, emerging among the fastest-growing economies among major nations. However, weakening consumption in the second half of FY23, subdued rural demand and sustained cost pressures remained a drag. The real GDP grew by 7.2% year on year for FY23, whereas on the supply side, annual Gross Value Added (GVA) growth was 7% in FY23. On the other hand, the industrial sector decelerated sharply as compared to the previous year, amidst intensification of input cost pressures, supply chain disruptions and moderating of global demand conditions. Nevertheless, the government's continued thrust on capital expenditure, gains in the services sector and the release of pent-up demand bolstered domestic activity through FY23.

In terms of macroeconomic indicators, Consumer Price Index (CPI) inflation recorded broad-based decline across from its peak in April 2022, because of softening in food, fuel and core inflation. Moderation in input prices resulted in a decrease in Wholesale Price Index (WPI) for the tenth consecutive month in April 2023. The continued cooling in inflation offers encouragement to the RBI, which decided to pause rate hikes.

The Index of Industrial Production (IIP) has grown by 5.1% in FY23. Healthy prospects for the kharif season, higher Minimum Support Prices (MSP) for crops and increased budgetary spending by the government will likely enhance the farmers income and boost the rural economy. Current indicators of demand for the rural economy are gaining momentum. Rural income and, thus, rural demand are also expected to increase from a likely uptick in construction activity.

GST collection is one of the barometers which measures economic buoyancy. The total gross collection for FY23 stood at Rs 18.10 lakh crore, 22 per cent higher than the previous year. As per RBI's latest consumer confidence survey, the Current Situation Index (CSI) remained on an upward trajectory on account of improved perception on general economic situation, employment and household income. Households overall outlook for the year ahead remained positive, despite marginally lower optimism.

[Source: Industry Reports]

ROOFING INDUSTRY AND OPPORTUNITIES

The India roofing market is anticipated to grow at a CAGR of 6 % in the forecast period of 2023-2028. India's roofing industry is gearing up for the next wave of big projects. Healthy prospects for the kharif season, increased budgetary spending by the government will likely enhance the farmers' income and boost the rural economy. The roofing business has benefited from growth in the infrastructure and industrial segments. The residential sector is expected to account for a large portion of the market based on end users. This can be attributed to India's rapidly urbanizing population, increased disposable income, and rapid urbanization activities. These factors are expected to boost residential complexes or apartment buildings, hence raising demand for roofs, which is an essential component of any residential project.

[Source: mordorintelligence]

THREATS, RISK AND CONCERN.

Dependence on government's rural spending, and exposure to intense competition from peers and substitute products:

Demand for asbestos cement sheets (AC) roofing is derived from rural spending on household construction, as well as investment in industrial construction. This exposes to fluctuations in rural purchasing power, and change in economic cycles. Moreover, the industry is intensely competitive, marked by presence of other strong players. AC roofing players also face stiff competition from manufacturers of galvanised iron (GI) roofing sheets. Any sharp decline in the price of GI sheets will significantly impact demand for AC sheets.

Environmental and social risks : While some forms of asbestos fibre pose health risks to individuals who are exposed, asbestos cement manufactured using white chrysotile asbestos is considered to be of relatively low risk. All the manufacturers are required to follow strict environmental norms to operate. Given the safety and environmental health-related concerns associated with asbestos, the industry may be exposed to the risk of tightening regulatory norms. Any ban on the mining of asbestos across countries may expose the company to risk of non-availability of raw material. However, with company's plans of increasing diversification towards non-asbestos products, the risk is expected to moderate over the medium to long term.

The major raw material is prone to seasonal variations: one of the raw materials is cement prone to seasonal price variations. However excess cement manufacturing capacity vis a vis demand partly protects from possible losses.

Demand for the Roofing industry: It mostly depends on monsoons in India, especially in rural areas. Better performance of monsoon boosts the demand and vice versa.

Raw Materials cost has gone up: Raw Materials are imported from Kazakhstan and Brazil. Kazakhstan ships through Russian ports but due to geopolitical issues the shipments have to come from other ports due to which raw materials cost has gone up. In addition to this Rupee/USD fluctuation impacted the overall impact cost.

APPROACH TO OVERCOME THE THREATS:

Increase in awareness, providing high quality right products, identify credit risk well in advance, study of competitors and pricing strategy based on what the target market is willing to pay for comparable quality provided over competitors, innovative alternate solution, gathering market intelligence, timely response to changes in policies.

EXPANSION PLAN:

Currently, the company has a strong market share in the Western side of India (Maharashtra, Gujarat,) and Southern side of India (Kerala, Karnataka, Tamilnadu, Andhra Pradesh, Telangana, partly Chattisgarh and partly Orissa). With that, the company is planning to expand its footprint by establishing new manufacturing facilities to cater mainly the Eastern states namely Orissa, West Bengal, Chattisgarh, Jharkhand. The Company is also expanding its existing market in Western India with a new manufacturing facility at Palghar, Dist. Maharashtra. The Company is also expanding its Exports and entering the other unrepresented markets.

OPERATIONAL PERFORMANCE

Operational performance of the Company for FY23 is explained in detail in Board's report of the Company.

FINANCIAL OVERVIEW:
KEY FINANCIAL RATIOS APPLICABLE TO THE COMPANY

Sr. No.	Financial Ratios	2022-23	2021-22	% Change	Reason for Significant changes i.e. change of 25% or more as compared to FY21-22
1	Debtors Turnover Ratio	15.29 times	13.11 times	16.69%	NA*
2	Inventory Turnover Ratio	1.59 times	1.92 times	(17.52%)	NA*
3	Debt Service Coverage Ratio	0.94 times	1.72 times	(45.47%)	Drop in Operating Margins
4	Current Ratio	1.89 times	2.04 times	(7.34%)	NA*
5	Operating Profit Margin	46.3%	48.9%	(5.32%)	NA*
6	Net Profit Margin	6.25%	11.40%	(45.16 %)	Drop in Margins
7	Debt Equity	0.37 times	0.26 times	40.63%	Due to expansion in FY23

*Not being significant change.

RESEARCH AND DEVELOPMENT (R&D):

Your company has well equipped R & D department with skilled man power and tools. The main role of R & D department is to ensure continuous product development to remain competitive amidst changing market scenario and maintain cost competitiveness through proper raw material identification and induct process in compliance to the quality standards set by company.

R & D plays an important role in enhancing the capability of the company because they stimulate innovative methods of production, reduce the costs and improve product quality.

Objective of R & D :

- 1) Identify new ideas or knowledge.
- 2) Apply it to the process.
- 3) Increase company's sales and profit.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Sahyadri Industries Limited is committed to improving the lives of people by empowering communities and creating sustainable impact in the areas in which it operates. It undertakes its CSR initiatives either directly or in association with external NGOs, Trusts, etc. to bring expertise and strength to ensure a larger and sustainable impact.

During the year board has undertaken various activities under the constructive framework of its CSR Policy designed as per Schedule VII of the Companies Act, 2013. Key highlights of activities under taken during the year are as follows.

1. UNDER GRADUATE SCHOLARSHIP AND SKILL BUILDING PROGRAM (WOMEN EMPOWERMENT THROUGH EDUCATION AND SKILL BUILDING).

Your company in association with The Lila Poonawalla Foundation (LPF) has undertaken Undergraduate Scholarship and Skill Building Program (Women Empowerment Through Education and Skill Building). Project period is 4 years and objective of programme is to provide scholarships to academically bright but financially challenged LILA Girls who wish to pursue a Bachelor of Engineering – 4 years course.

2. EMPOWERMENT OF ADOLESCENT GIRLS IN GOVERNMENT RESIDENTIAL SCHOOLS OF TELANGANA.

Your company in association with Voice 4 Girls NGO has undertaken this project. The 'Her VOICE' Camp was conducted for 1500 girls from 30 Schools to introduce them about their rights, future planning and how they can be a support system to the other girls in their communities.

10-days activity-based program that provided critical information to the girls through fun-filled energizers and activities. Module not only increased their knowledge levels but also had a positive perception shift on the professions they can choose, red flags in a relationship, financial planning and future planning. The girls understood the consequences of early marriage on their futures and built their skills to negotiate with their families and communities to pursue their higher education.

3. DIGITAL CALSSROOM PROJECT.

Your company in association with Rotary Club have under taken this project. Under this project E learning kits were provided which helped the students to learn more interestingly and understand the topics with animated graphics.

4. LAKSHYA INSTITUTE SCHOLARSHIP PROGRAMS.

Sahyadri is a proud supporter of Lakshya, a Rastriya Khel Puraskar awardee sports NGO. The NGO supports and identifies young and budding talented sports persons and nurture them to enhance their performance in National and International Games.

5. DEVELOPMENT OF YOGA AND NATUROPATHY TREATMENT CENTRE

Your company in association with Shree Narayandham Yog Nisarga upchar and Ayurved Sanshodhan Kendra has developed Yoga and Naturopathy Treatment centre in Pune District to the needy / weaker sections of the society.

HUMAN RESOURCES:

The Company believes that its dedicated and motivated employees are its greatest asset. The Company till now has offered competitive compensations, healthy work environment and the employee performances are recognized through a planned reward and recognition programme. The Company intends to develop a workplace where every employee can recognize and attain his or her true power. The Company motivates individuals to undertake voluntary projects apart from their scope of work that help them to learn and nurture creative thinking. The Company enjoys cordial relationship with its staff and workers.

As on March 31, 2023, there were 711 permanent employees on the payroll of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY :

Your Company has a robust internal control system in place, adequate for the size and complexity of the organization. A comprehensive review of all internal control systems have been carried out to monitor Company's expanding size and resulting needs and compliance with the legal obligations and the Company's policies & procedures. This ensures high degree of system-based checks and control and continuous monitoring of the effectiveness of the controls.

An independent agency has been appointed for auditing internal control system in consultation with statutory auditors. Suggestions, improvements, concern points of internal auditors are considered by audit committee and get implemented according to instructions of committee. The audit findings and management's resolution plans are reported on quarterly basis to the Audit Committee of the Board, headed by a Non-executive Independent Director. Based on its evaluation, the Audit Committee has concluded that the internal financial controls were adequate and operating effectively as of March 31, 2023.

CHANGE IN RETURN OR NETWORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH DETAIL EXPLANATION THEREOF :

As at March 31, 2023, Net worth of Sahyadri Industries Limited is INR 335.33 Crores as compared to INR 304.09 Crores in the previous year. Change in Networth is due to profit earned during the year net of dividend paid.

CAUTIONARY STATEMENT :

Certain Statements in Management Discussion and Analysis Report describing the Company's view's about Industry, objectives, projections, estimates and expectation etc. may be considered as 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied in the statement. The Company's operations may be affected with supply and demand situation, input prices and their availability, changes in Government regulations, tax laws and other factors such as Industrial relations and economic developments etc. These statements are not expected to be updated or revised to take care of any changes in the underlying presumptions.

CORPORATE GOVERNANCE REPORT

1. INTRODUCTION:

Corporate Governance is about upholding the highest standards of integrity, transparency and accountability. Company's governance practices are a product of self-desire, reflecting the culture of trusteeship that is deeply ingrained in our value system and reflected in our strategic thought process. The Corporate Governance framework of your Company is based on an effective and independent Board, separation of the Board's supervisory role from the Senior Management team and constitution and functioning of the Board Committees, as required under applicable laws.

Governance standards are initiated by senior management, and percolate down throughout the organization. We believe that retaining and enhancing stakeholder trust is essential for sustained corporate growth. We have engrained into our culture and into each associate the values of honesty and fairness. For us, adherence to Corporate Governance stems not only from the letter of law but also from our inherent belief in doing business the right way.

Your Company is aligned and committed to the ever evolving corporate governance practices and believes in going beyond the tenets of law. At Sahyadri, we always strive to achieve high standards of integrity, transparency, fairness, accountability, disclosures and business ethics in dealing with its stakeholders.

2. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

The Board of Directors (the Board) is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

Mr. Suresh Joshi is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re- appointment.

During the year under review, on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 18th May, 2022, re-appointed Mr. Shrikant Malegoankar as Non Executive - Independent Director of the Company for second term and members at their meeting held on 05th August 2022, approved the appointment of Mr. Shrikant Malegoankar as Non Executive –Independent Director of the Company for second term.

During the year under review, Mr. Shrikant Joshi had resigned from post of Company Secretary and Compliance Officer with effect from 27th June 2022 and Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Mr. Rajib Kumar Gope (FCS: 8417) as Company Secretary and Compliance Officer with effect from 02nd August 2022.

As on 31st March 2023, the Board of the Company consists of 8 (Eight) Directors comprising 4 (Four) Executive Directors and 4 (Four) Non - Executive Independent Directors, the Chairman of the Board is an Executive Director. The Board represents an optimal mix of skill, expertise, professionalism, knowledge and experience.

Sr. No.	Name of the Person	Designation	Category
1.	Mr. Jayesh Purushottam Patel	Chairman & Whole time Director	Executive Director
2.	Mr. Satyen Vallabhbai Patel	Managing Director	Executive Director
3.	Mr. Tuljaram Maheshwari	CEO, CFO and Whole time Director	Executive Director
4.	Mr. Suresh Joshi	Whole time Director	Executive Director
5.	Mr. Ankem Sri Prasad Mohan	Director	Independent Director
6.	Mrs. Moushmi Shaha	Director	Independent Director
7.	Adv. Shrikant B Malegaonkar	Director	Independent Director
8.	Mr. Ved Prakash Saxena	Director	Independent Director
9.	Mr. Raib Kumar Gope [#]	Company Secretary and Compliance Officer	Key Managerial Person

#Mr. Rajib Kumar Gope has been appointed as the Company Secretary and Compliance Officer w.e.f 02nd August 2022.

None of the Directors on the Board is a member of more than 10 (Ten) Committees or Chairperson of more than 5 (five) Committees across all companies in which he/ she is a Director pursuant to Regulation 26 of Listing Regulations. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than 7 (seven) listed companies. Necessary disclosures regarding Committee positions have been made by all the Directors.

Mr. Jayesh Patel, Chairman and Whole Time Director and Mr. Satyen Patel, Managing Director of the Company are not relatives in terms of the Section 2(77) of the Companies Act, 2013. None of the other Directors are related to each other.

There is no institutional nominee director on the Board of the Company.

The Board is of the opinion that the Independent Directors fulfill the conditions specified under the Companies Act, 2013 and Listing Regulations and are independent of the management of the Company.

3. MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES

a) Meetings of Board of Directors:

Director	Category	No of Board Meetings eligible to attend	No. of Board Meetings attended during 2022-23	Whether last AGM attended	Positions held in other public limited companies*	No. of Committee positions held in other public limited companies**
Mr. Jayesh P. Patel	Executive Chairman and Whole Time Director	6	6	Yes	Nil	Nil
Mr. Satyen V. Patel	Managing Director	6	6	No	Nil	Nil
Mr. Tuljaram Maheshwari	CEO, CFO and Whole Time Director	6	6	Yes	Nil	Nil
Mr. Suresh Joshi	Whole Time Director	6	6	Yes	Nil	Nil
Mr. Ankem Sri Prasad Mohan	Non-Executive Independent Director	6	6	Yes	Nil	Nil
Mrs. Moushmi Shaha	Non-Executive Independent Director	6	6	Yes	Nil	Nil
Adv. Shrikant B. Malegaonkar	Non-Executive Independent Director	6	2	Yes	Nil	Nil
Mr. Ved Prakash Saxena	Non-Executive Independent Director	6	6	Yes	Nil	Nil

* In accordance with the provisions of the Listing Regulations, directorships held in private limited and foreign companies have been excluded.

** In accordance with the provisions of the Listing Regulations, memberships/chairpersonships of only Audit Committee and Stakeholders' Relationship Committee in all public limited companies have been considered.

The Board meets frequently to discuss and decide on Company/business policy and strategy apart from other Board business. The Board/Committee meetings held each year are pre-scheduled. However, in case of a special and urgent business need, the Board's approval is taken by circulating the resolution, which is ratified in the next Board Meeting.

The agenda for the Board/Committee meetings is circulated among the Directors in advance to facilitate discussion for taking an informed decision.

During the year 2022-23, 6(Six) Board Meetings were held on 18th May 2022, 27th June 2022, 02nd August 2022, 01st November 2022, 16th January 2023 and 04th February 2023,.

The intervening gap between the two consecutive Meetings were within the period prescribed under the Companies Act, 2013 and as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A chart or a matrix setting out the skills/expertise/competence of the board of directors:

SR. NO.	NAME OF THE DIRECTOR	SKILLS/EXPERTISE/COMPETENCE REQUIRED IN BOARD	SKILLS/EXPERTISE/COMPETENCE AVAILABLE IN BOARD
1.	Mr. Jayesh Patel	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within industry in which company operates and develop appropriate policies to define the parameters within which the organization should operate.
		Finance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> • analyze key financial statements; • Critically assess financial viability and performance; • Contribute to strategic financial planning; Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
		Operation	Process improvement, Plant layout planning, Knowledge of Raw material for fiber cement and its processing, Product Development
2.	Mr. Satyen Patel	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within industry in which company operates and develop appropriate policies to define the parameters within which the organization should operate.
		Finance	Qualifications and experience in accounting and/or Business Management and the ability to: <ul style="list-style-type: none"> • analyze key financial statements; • Critically assess financial viability and performance; • Contribute to strategic financial planning; Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
		Marketing	A broad range of commercial/business experience, preferably in the small to medium enterprise context, in areas including communications, marketing, branding and business systems, practices and improvement.

3.	Mr. Tuljaram Maheshwari	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within the technology industry, and develop appropriate policies to define the parameters within which the organization should operate.
		Finance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> • analyze key financial statements; • Critically assess financial • Contribute to strategic financial planning; Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.
4.	Mr. Suresh Joshi	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within the technology industry, and develop appropriate policies to define the parameters within which the organization should operate.
		Finance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> • analyze key financial statements; • Critically assess financial • Contribute to strategic financial planning; Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
5.	Mr. Ankem Sri Prasad Mohan	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within the technology industry, and develop appropriate policies to define the parameters within which the organization should operate.
		Finance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> • analyze key financial statements; • Critically assess financial Contribute to strategic financial planning; Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.
5.	Mrs. Moushmi Shaha	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Finance	Ability to identify key issues and opportunities for the Company within the technology industry, and develop appropriate policies to define the parameters within which the organization should operate.
		Risk	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> • Critically assess financial viability and performance; • analyze key financial statements; • Contribute to strategic financial planning; Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.
		Policy	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems

6.	Mr. S.B. Malegaonkar	Human Resource Management	Qualifications and experience in filed Legal Compliances. Experience at an executive level including the ability to: <ul style="list-style-type: none"> • Appoint and evaluate the performance of senior executive and managers; • Oversee strategic human resource management including workforce planning, and employee and industrial relations; • Oversee large scale organizational change.
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.
		Policy	Ability to identify key issues related to Human Resources and develop appropriate policies to define the parameters within which the organization should operate.
7.	Mr. Ved Prakash Saxena	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within industry in which company operate and develop appropriate policies to define the parameters within which the organization should operate.
		Management	Qualifications and experience in Business Development and Management Experience at an executive level including the ability to: <ul style="list-style-type: none"> • Appoint and evaluate the performance of senior executive and managers; • Oversee strategic human resource management including workforce planning, and employee and industrial relations; • Oversee large scale organizational change.
		Risk	Ability to identify key risks to the organization in a wide range of areas including operation, General administration and Human Resources and monitor risk and compliance management frameworks and systems.

● Shareholding of Non-Executive directors:

Details of shares held by the Non-Executive directors of the Company are as under:

Sr. No.	Name of the Non-Executive Independent Director	No. of equity shares held in the Company	No. of convertible instruments held in the Company
1.	Mrs. Moushmi Shaha	0	There are no convertible Instruments issued by the Company
2.	Adv. Shrikant B. Malegaonkar	0	
3.	Mr. Ved Prakash Saxena	0	
4.	Mr. Ankem Sri Prasad Mohan	0	

b) Meetings of Audit Committee:

As on 31st March 2023, the Audit Committee comprised of Mr. Ankem Sri Prasad Mohan as its chairman and Mrs. Moushmi Shaha, Adv S. B. Malegaonkar, Mr. J. P. Patel as its members. All the members of the Committee are the financial experts and/or have the relevant experience in financial matters.

During the year 2022-23, 5 (Five) Audit Committee Meetings were held on 18th May 2022, 27th June 2022, 02nd August 2022, 01st November 2022 and 04th February 2023.

The intervening gap between the two consecutive Meetings were within the period prescribed under the Companies Act, 2013 and as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The terms of reference of the Audit Committee includes the following:

1. Overseeing the Company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Ensuring compliance of internal control systems and action taken on internal audit reports;

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4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Apprising the Board on the impact of accounting policies, accounting standards and legislation;
6. Holding periodical discussion with statutory auditors on the scope and content of the audit;
7. Reviewing the Company's financial and risk management policies;
8. Changes, if any, in accounting policies and practices and reasons for the same;
9. Any other matter assigned by Board considering the statute and Listing Regulations for the time being in force.

The composition of Audit Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2022-23
Mr. Ankem Sri Prasad Mohan	Chairperson	Independent Director	5	5
Mr. Jayesh P. Patel	Member	Executive Director	5	5
Adv. Shrikant B. Malegaonkar	Member	Independent Director	5	2
Mrs. Moushmi Shaha	Member	Independent Director	5	5

c) Meetings of Nomination and Remuneration Committee:

As of 31st March 2023 Nomination & Remuneration Committee comprised of Adv S. B. Malegaonkar, Mrs. Moushmi Shaha, Mr. Ankem Sri Prasad Mohan and Mr. Ved Prakash Saxena. During the year 2022-23, Committee held 2 meetings on 18th May 2022 and 02nd August 2022.

The terms of reference of the Nomination and Remuneration Committee are:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 2) To formulate the criteria for determining qualifications, positive attributes and independence of a director;
- 3) To recommend to the Board a policy, relating to the remuneration of the directors, KMP and Senior Management Persons;
- 4) To formulate the criteria to carry out evaluation of every director's performance;
- 5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- 6) Any other matter assigned by Board considering the statute for the time being in force.

The composition of Nomination and Remuneration Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2022-23
Mr. S. B. Malegaonkar	Chairperson	Independent Director	2	1
Mr. Ankem Sri Prasad Mohan	Member	Independent Director	2	2
Mr. Ved Prakash Saxena	Member	Independent Director	2	2
Mrs. Moushmi Shaha	Member	Independent Director	2	2

Nomination and Remuneration Policy

The Company has formulated Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management persons. The policy contains details such as criteria and qualification for appointment as Directors/KMP/senior management personnel of the company, structure of remuneration for the managing director, key managerial personnel and senior management personnel and evaluation etc. The policy, Performance Evaluation criteria for Directors and Familiarization Program is available on the website of the Company. The website is www.silworld.in

The details of remuneration paid to all Directors for the FY 2022-23 are as follows:

Name of director	Relationship with other directors	Salary, Perquisites & Retirement benefits (Rs)	Commission (Rs)	Performance Bonus (Rs)	Sitting Fees (Rs)	Total (Rs)
Mr. Jayesh Patel	Cousin of Satyen Patel	1,63,64,000	34,87,571	NA	NA	1,98,51,571
Mr. Satyen Patel	Cousin of Jayesh Patel	1,63,64,000	34,87,571	NA	NA	1,98,51,571
Mr. Tuljaram Maheshwari	NA	1,08,70,658	15,00,000	20,00,000	NA	1,43,70,658
Mr. Suresh Joshi	NA	16,86,960	NA	NA	NA	16,86,960
Mr. Ankem Sri Prasad Mohan	NA	NA	NA	NA	85,000	85,000
Mrs. Moushmi Shaha	NA	NA	NA	NA	90,000	90,000
Mr. S.B.Malegaonkar	NA	NA	NA	NA	40,000	40,000
Mr. Ved Prakash Saxena	NA	NA	NA	NA	60,000	60,000

For key details of Service Contract refer Note No. 2 of this report.

d) Meeting of Stakeholders Relationship Committee:

As of 31st March 2023, Stakeholders Relationship Committee comprised of Adv. S. B. Malegaonkar, Mr. S.V. Patel, J. P. Patel and Mrs. Moushmi Shaha. The committee is mandated to oversee share transfers, transmission and review and redress shareholders' complaints. There was 1 meeting of the committee held during the year under review dated 02nd August 2022.

During the year under review, Company has received 1 Investors Complaints and the same was resolved in the same quarter.

The composition of Stakeholders relationship Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2022-23
Adv. Shrikant B. Malegaonkar	Chairman	Independent Director	1	0
Mr. Satyen V. Patel	Member	Executive Director	1	1
Mr. Jayesh P. Patel	Member	Executive Director	1	1
Mrs. Moushmi Shaha	Member	Independent Director	1	1

e) Meeting of Corporate Social Responsibility Committee:

As of 31st March, 2023, the Corporate Social Responsibility Committee comprised of Mr. Satyen. V. Patel, Mr. Jayesh, P. Patel and Adv. S. B. Malegaonkar. The committee is mandated to recommend the amount of expenditure to be incurred on the CSR activities and monitor implementation of the Corporate Social Responsibility Policy of the company from time to time.

During the year under review 1 meeting of the Committee was held on 18th May, 2022. The composition of CSR Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No. of Meetings eligible to attend	No. of Meetings attended during 2022-23
Mr. Satyen V. Patel	Chairperson	Executive Director	1	1
Mr. Jayesh P. Patel	Member	Executive Director	1	1
Adv. Shrikant B. Malegaonkar	Member	Independent Director	1	1

f) Separate Meeting of Independent Directors:

As of 31st March 2023, there are 4 Independent Directors namely Mr. Shrikant Malegaonkar, Mr. Ved Prakash Saxena, Mrs. Moushmi Shaha and Mr. Ankem Sri Prasad Mohan on Board. Pursuant to the Schedule IV of the Companies Act, 2013 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, Separate Meeting of Independent Directors was held on 23rd March 2023 to :

- Review the performance of Non Independent Directors and the Board as a whole.
- Review the performance of the chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors.
- Assess the quality, quantity and timeliness of flow of information between the company management and the board that is necessary for the Board to effectively and reasonably perform their duties.

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2022-23
Mr. Shrikant Malegaonkar	Member	Independent Director	1	1
Mrs. Moushmi Shaha	Member	Independent Director	1	1
Mr. Ved Prakash Saxena	Member	Independent Director	1	1
Mr. Ankem Sri Prasad Mohan	Member	Independent Director	1	1

g) Meeting of Finance and General Affairs Committee Meeting:

As of 31st March 2023, Finance and General Affairs Committee comprise of 5 members namely, Mr. Jayesh Patel, Mr. Satyen Patel, Mr. Tuljaram Maheshwari, Mr. Purushottam Patel and Mr. Vallabh Bhai Patel.

During the year 2022-23, 6(six) meetings of Finance and General Affairs Committee were held dated 13th May 2022, 13th June 2022, 14th October 2022, 22nd November, 2022, 16th March 2023 and 25th March 2023.

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2022-23
Mr. Jayesh Patel	Chairman	Executive Director	6	6
Mr. Satyen Patel	Member	Executive Director	6	6
Mr Tuljaram Maheshwari	Member	Executive Director	6	6
Mr. Purushottam Patel	Advisor	Advisor	6	6
Mr. Vallabh bhai patel	Advisor	Advisor	6	6

4. GENERAL BODY MEETINGS

SR. NO.	DATE, LOCATION, TIME	WHETHER ANY SPECIAL RESOLUTION PASSED	POSTAL BALLOT AND VOTING RESULTS		SCRUTINIZER APPOINTED
1	AGM 29/09/2020 Chinchwad, Pune 03:00 P.M. (Through VC)	To Re- appoint Mr. Jayesh Patel as a Co-chairman & WholeTime Director	No. of Votes in Favor	4897858	Suvir Saraf PCS C.P.No.11409
			No.of Votes in against Voting Result	1689154 Voted Out	
		To Re-appoint Mr.Satyen Patel as a Managing Director & revise remuneration	No. of Votes in Favor	6586645	
		No.of Votes in against Voting Result	367 Pass		
		To appoint Mr.Vallabhbai Patel as Chairman and Whole Time Director of Company	No. of Votes in Favor	6586645	
			No.of Votes in against Voting Result	367 Pass	
2	Postal Ballot 23/11/2020	Appointment of Mr. Jayesh P Patel as Chairman and Whole Time Director	No. of Votes in Favor	5971790	Suvir Saraf PCS C.P.No.11409
			No.of Votes in against Voting Result	1 Pass	
		Revision in remuneration of Mr. Satyen V Patel, Managing Director of the Company	No. of Votes in Favor	5971790	
			No.of Votes in against Voting Result	1 Pass	
		Appointment of Mr. Tuljaram Maheshwari as Executive Whole Time Director	No. of Votes in Favor	5953164	
			No.of Votes in against Voting Result	18627 Pass	
		Appointment of Mr. Suresh Joshi as Executive Whole Time Director	No. of Votes in Favor	5953164	
			No.of Votes in against Voting Result	18627 Pass	
3	NCLT Court Convened Meeting. 28/6/2021 03.30 P.M. (Through VC)	To consider and approve the arrangement as proposed in the scheme of arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited	No. of Votes in Favor	5376038	Suvir Saraf PCS C.P.No.11409
			No.of Votes in against Voting Result	269 Pass	
4	AGM 16/09/2021 Chinchwad, Pune 03:30 p.m. (Through VC)	To consider and approve alteration in terms and conditions of appointment of Mr. Jayesh Patel, Chairman and Whole Time Director	No. of Votes in Favor	6808747	Sheetal S. Joshi PCS C.P. No.11635
			No.of Votes in against Voting Result	3469 Pass	
		To consider and approve alteration in terms and conditions of appointment of Mr. Satyen Patel, Managing Director	No. of Votes in Favor	6808747	
			No.of Votes in against Voting Result	3469 Pass	

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5	AGM 02/08/2022 Pune 03:30 p.m. (Through VC)	To re-appoint Adv. Shrikant Malegoankar (DIN:07901434) as an independent director for second term.	No. of Votes in Favor No.of Votes in against Voting Result	6448516 111 Pass	Ms. Ashwini Inamdar PCS C.P. No.11226
		To consider and approve alteration in terms and conditions of appointment of Mr.Jayesh Patel, Chairman and Whole Time Director(DIN:00131517).	No. of Votes in Favor No.of Votes in against Voting Result	5869045 232 Pass	
		To consider and approve alteration in terms and conditions of appointment of Mr.Satyen Patel, Managing Director (DIN:00131344).	No. of Votes in Favor No.of Votes in against Voting Result	6124003 298 Pass	
		To consider and approve alteration in terms and conditions of appointment of Mr.Tuljaram Maheshwari (DIN: 00063688) CEO, CFO and Whole Time Director of the company.	No. of Votes in Favor No of Votes in against Voting Result	6423365 262 Pass	
6	Postal Ballot 26/01/2022	No Special Resolution was passed	NIL		Sheetal S. Joshi PCS C.P. No.11635
7	Postal Ballot 26/02/2023	To increase the limits of borrowing by the Board of Directors of the Company under section 180(1)(c) of the Companies Act, 2013.	No. of Votes in Favor No.of Votes in against Voting Result	7,836,761 3,984 Pass	Ms. Ashwini Inamdar PCS C.P. No.11226
		To seek approval under section 180(1) (a) of the Companies Act, 2013 inter alia for creation of Mortgage or charge on the assets, properties or undertaking(s) of the Company.	No. of Votes in Favor No.of Votes in against Voting Result	7,836,644 4,101 Pass	

5. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

Business risk evaluation is an ongoing process within the Company. The Company imports certain raw materials from various sources for manufacturing of its products. The Company enters into long term contracts with some suppliers for procurement of raw materials. The Company does not undertake hedging activities for any of commodities it procures. The Company has managed the foreign exchange risk with appropriate monitoring activities relating to its firm commitment in accordance with policies of the Company. The aim of the Company's approach to manage currency risk is to leave the Company with the no material residual risk. The assessment is periodically evaluated by the Audit committee and Board Members.

6. MEANS OF COMMUNICATION

The Quarterly/Half Yearly/Annual Financial Results of the Company are forwarded to BSE Limited & NSE Limited where the Company's shares are listed and also published in Financial Express and Loksatta. The Quarterly/Half Yearly/Annual Financial Results are also displayed on the Company's website www.silworld.in and Stock Exchange websites www.bseindia.com. and www.nseindia.com. Presentations to stakeholders, analysts and institutional investors and other general information about the Company etc. are also available on the Company's website.

7. GENERAL SHAREHOLDERS INFORMATION

- **Annual General Meeting (AGM)**

Date & Time of AGM : : Wednesday, 09th August, 2023 at 4.00 PM through AV/VC means.

- **Record Date** : Wednesday, 02nd August, 2023.

- **Dividend payment date** :

Dividend, if any, declared in the forthcoming Annual General Meeting will be paid within 30 days from the date of declaration of Dividend.

- **Financial Calendar**

The Company follows April–March as its financial year. The results for every quarter beginning from April are declared within 45 days following the quarter and Annual results are declared within 60 days from the end of the Financial year.

- **Unclaimed/Unpaid Dividend for the previous years.**

The Company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. Unclaimed/ unpaid dividend for the year, 2014-2015 has been transferred to the Investor Education & Protection Fund established by the Government.

Members are requested to claim the dividends, which have remained unclaimed/ unpaid by sending request to the Company / RTA

- **Listing on Stock Exchange and Stock Code**

BOMBAY STOCK EXCHANGE LIMITED

Stock Code: 532841

ISIN: INE280H01015

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

SYMBOL:SAHYADRI

Annual Listing fees for the Financial Year 2022-23 has been paid to the respective Stock Exchange within the prescribed time.

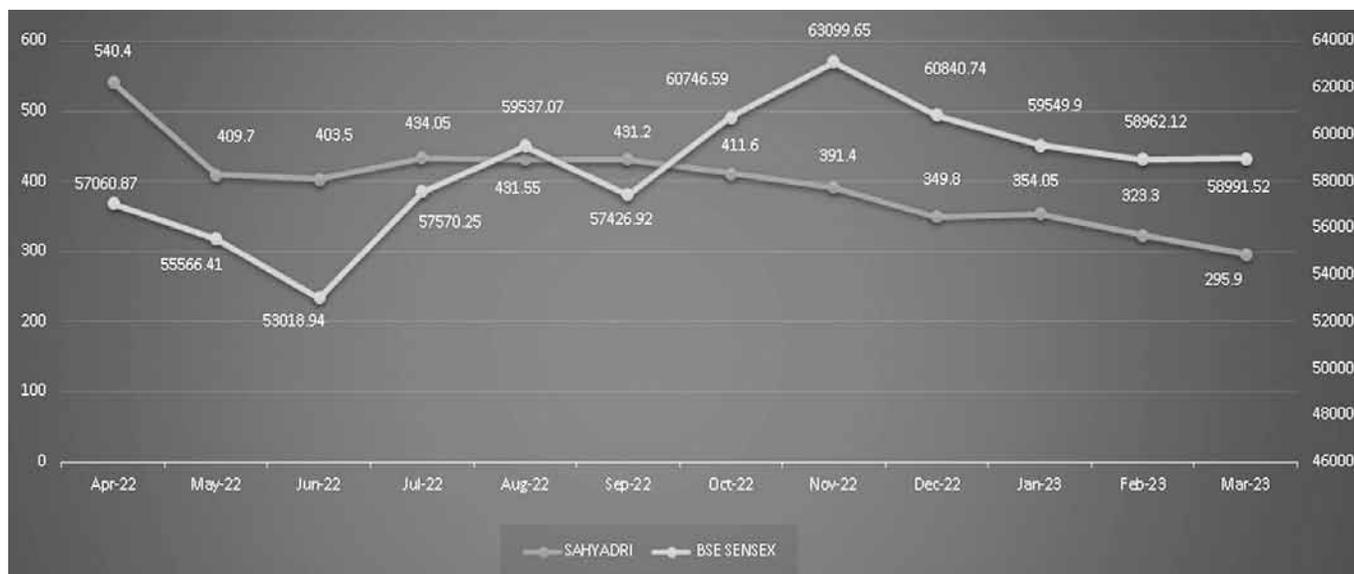
- **Market Price Data BSE**

The monthly High, Low and Close price of Shares traded on Bombay Stock Exchange Limited is as follows:

Month	High Price	Low Price	Close Price
Apr-22	591.80	425.30	540.40
May-22	549.00	397.00	409.70
Jun-22	443.93	372.00	403.50
Jul-22	468.00	395.10	434.05
Aug-22	489.80	406.70	431.55
Sep-22	514.40	413.05	431.20
Oct-22	450.00	383.05	411.60
Nov-22	419.40	355.00	391.40
Dec-22	399.00	332.00	349.80
Jan-23	405.70	342.20	354.05
Feb-23	359.80	294.10	323.30
Mar-23	350.00	289.00	295.90

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- Stock Performance (Closing Price) in comparison to BSE Sensex**



- Contact Details**

Company	Registrar and Transfer Agent
Rajib Kumar Gope Company Secretary and Compliance Officer Sahyadri Industries Limited CIN:L26956PN1994PLC078941 Regd. Off: 39/D, Gultekdi, J.N.Marg, Pune - 411037 Phone: 020-26444625/26/27 Web: www.silworld.in Email: cs@silworld.in	Link Intime India Private Limited C 101,247 Park, L B S Marg, Vikhroli West, Mumbai 400083 Phone: 022-49186270, Fax : 022-49186060 Email : rnt.helpdesk@linkintime.co.in Web: www.linkintime.co.in

- Share Transfer System**

Members who hold shares in physical form are advised that SEBI has made it mandatory for all holders and claimants of physical securities to furnish PAN vide Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4

• **SHAREHOLDING PATTERN AS ON 31st MARCH 2023**

Category	No. of Shares Held	Percentage (%)
Promoters & Promoter Group	77,84,791	71.12%
Public	31,61,509	28.88 %
Total	1,09,46,300	100.00 %

• **Distribution of Shareholding as on 31st March 2023**

No of Shares	No of Holders	Percentage (%)	Total Shares	Percentage (%)
1 to 100	8738	74.55%	347841	3.17%
101-200	1211	10.33%	194085	1.77%
201-500	984	8.39%	337705	3.08%
501-1000	402	3.43%	304989	2.78%
1001-5000	299	2.55%	652390	5.95%
5001-10000	41	0.34%	283682	2.59%
10001-100000	28	0.23%	796124	7.27%
100001 & above	17	0.17%	8029484	73.35%
Total	11720	100.00 %	10946300	100.00 %

Dematerialization of shares as on 31st March 2023 and liquidity

Categories	Position as on 31 st March 2023		Position as on 31 st March 2022	
	No of Shares	% to total Shareholding	No of Shares	% to total Shareholding
Physical	51,300	0.47%	60,408	0.63%
Demat				
1) NSDL	85,44,443	78.06%	73,34,278	76.71%
2) CDSL	23,50,557	21.47%	21,66,814	22.66%
Sub Total	10,89,500	99.53%	95,01,092	99.37%
Total	1,09,46,300	100 %	95,61,500	100 %

• **Outstanding GDRs/ADRs, Warrants or any convertible instruments**

There were no outstanding GDRs/ADRs/Warrants or any convertible instruments at end of 31st March 2023.

8. PLANT LOCATIONS:

Plant	Location
Chinchwad	Plot No 33, 39, 44, 46 to 49, 55- 56, 57, Block No. D III, MIDC, Chinchwad, Maharashtra, Pune - 411019.
Kedgaon	Gat No 322/323, Village Kedgaon, Taluka. Daund, District. Pune - 412203.
Perundrai	Plot No KK2(N) & KK2(S), SIPCOT Industrial Growth Center, Tamilnadu, Perundrai - 638052.
Mahuvej	S. No 127, 128, 129, 186, 187, & 129/1/1, Block No. 88, 89, Village Mahuvej, Tal Mangrol, Dist. Surat, Gujarat - 394125.
Vijayawada	Survey No.118, Narsimharao Palem, Veerulla Padu Mandal, Krishna District, Vijayawada, Andhra Pradesh - 521181.

9. DISCLOSURES:

I. Related party transactions:

During the year, as required under Section 177 of the Company Act, 2013 and Regulation 23 of the Listing Regulations, all RPTs were placed before Audit Committee for approval. A statement tabulating the value and nature of transactions with related parties as required under Accounting Standard 18 (Ind AS 24) is set out separately under Note no 44 to the financial statements in this Annual Report.

During the year, there were no material transactions entered into with related parties, which may have had any potential conflict with the interests of the Company.

The Policy on Determining Materiality of and Dealing with Related Party Transactions' is placed on Company's website at www.silworld.in.

II. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements.

The Company has complied with the applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has adopted following non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Constitution of Finance and General Affairs Committee

III. Details of Capital Market Non-Compliance, if any:

There has been no non-compliance by the Company of any legal requirements; nor has there been any penalty/stricture imposed on the Company by any stock exchange, SEBI or any other statutory authority on any matter related to capital markets during the last three years.

However, Bombay Stock Exchange Limited (BSE) had imposed fine under Regulation 17(1) and Regulation 19(1)/19(2) of SEBI (LODR) Regulations 2015 for not having proper composition of Board and Nomination and Remuneration Committee respectively during the Financial year 2020-21. Company had represented before BSE and based on the representations made by the Company from time to time, BSE has withdrawn the fines levied.

IV. Whistle Blower Policy/Vigil Mechanism:

Pursuant to the provisions of Section 177(9) of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations and in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board of Directors had approved the Policy on Vigil Mechanism/Whistle Blower and the same has been hosted on the website of the Company. The mechanism under the Policy has been appropriately communicated within the organisation. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

During the year under review, the Company has not received any complaints under the said mechanism. The Whistle Blower Policy of the Company has been displayed on the Company's website at www.silworld.in.

V. Disclosure of Material Transactions:

In terms of Regulation 26(5) of the Listing Regulations, Senior Management has made disclosure to the Board relating to all material financial and commercial transactions, if any, where they had personal interest that might have been in potential conflict with the interest of the Company. Based on disclosures received none of the officials in senior management team of the Company has personal interest in any financial or commercial transactions that may have potential conflict with the interest of the Company.

VI. Disclosures of the Compliance with corporate governance under Regulations 17 to 27 and 46(2) (b) to (j) of the Listing Regulations except those which are already disclosed elsewhere in this report:

i. Orderly succession to Board and Senior Management:

The Board had satisfied itself that in the event of a requirement for addition/succession at the Board level or in the Senior Management, there is a process in place.

ii. Information supplied to the Board:

The Board is presented with relevant information on various matters related to the working of the company, especially those which are critical and require deliberation for arriving at a decision or for resolving an issue. Presentations are also made to the Board by different functional heads on important matters from time to time, in addition to items which are required to be placed before the Board for its noting and/or approval, information is properly provided on various significant matters.

In terms of quality and importance, the information supplied by management to the Board of the company is precise and crisp with relevant details that is necessary for the directors to enable them fulfill their duties. The independent directors of the company expressed satisfaction on the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

iii. Compliance Certificate:

The Managing Director, Chief Executive Officer and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8), read with Part B of Schedule II to the Listing Regulations.

iv. Performance evaluation of independent directors:

Pursuant to the provisions of the Act and Regulation 17(10) of the Listing Regulations, for the financial year 2022-23, the Board has carried out annual performance evaluation of independent directors, at its meeting held on 23rd May 2023. The Board acknowledged that each of the independent directors held rich experience required to effectively fulfil his/her individual and collective duties and found the performance of the Independent Directors satisfactory.

In terms of Section 149 read with Schedule IV to the Act, on the basis of the report of performance evaluation, the Board has to determine whether to extend or continue the term of appointment of independent director(s). During the year under review, there was no such occasion to decide on the extension or continuance of the term of appointment of any of the independent directors and hence, the question of taking a decision, in this regard, did not arise.

v. Independent Directors' Meeting:

In compliance with Schedule IV to the Act and Regulation 25(3) of the Listing Regulations, the independent directors held a separate meeting on 23rd March 2023, without the attendance of non-independent directors and management. All Independent Directors were present in the meeting.

vi. Report on Corporate Governance:

This section, read together with the information given in the Board's Report, Management Discussion and Analysis section and General Shareholder Information, constitute the compliance report on Corporate Governance during the year. The company has submitted the quarterly compliance report on regular basis to the stock exchanges as required under Regulation 27 of the Listing Regulations.

vii. Disclosures under clauses (b) to (i) of Regulation 46(2) of the Listing Regulations:

- Terms and Conditions of appointment of Independent Directors:

The Board had incorporated the terms and conditions for appointment of independent directors in the manner as provided in the Act. The terms and conditions of appointment is placed on the Company's Website at www.silworld.in/investors.

- Composition of various committees:

The Board had constituted following committees pursuant to the provisions of the Act and the Listing Regulations:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee; and
- Finance and General Affairs Committee

The details of the compositions of the aforesaid committees are given earlier in this report and also placed on the Company's website at www.silworld.in/investors

- Code of Conduct for Board of Directors and Employees:

Regulation 17(5) of the Listing Regulations requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in regulation for the time being in force.

As required under aforesaid regulation, the Board has adopted a Code of Conduct for Board Members and Employees of the Company and the same has been placed on the website of the Company at www.silworld.in/investors

VII. A certificate received from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached herewith as an Annexure VIII

VIII. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Sr. No.	Particulars	Status
A	Number of complaints filed during the financial year	0
B	Number of complaints disposed of during the financial year	0
C	Number of complaints pending at the end of financial year	0

IX. CERTIFICATE FROM STATUTORY AUDITORS OF THE COMPANY ON COMPLIANCE OF CORPORATE GOVERNANCE CONDITIONS:

The Company has obtained the certificate from a Statutory Auditors of the company regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the Listing Regulations. This certificate is annexed to the Board's Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

X. LIST OF ALL CREDIT RATINGS OBTAINED

Please refer Page No. 6 of Board's Report to get the details of credit rating obtained.

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

Independent Auditor's Certificate on Compliance with the Corporate Governance Requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of
Sahyadri Industries Limited

1. This certificate is issued in Accordance with the terms of our engagement letter dated September 21, 2021.
2. This report contains details of compliance of conditions of corporate governance by Sahyadri Industries Limited ('the Company') for the year ended 31st March, 2023 as Stipulated in regulations 17 to 27, clause (b) to (i) of regulation 46 (2) And paragraphs C, D and E of Schedule V of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing Regulations') pursuant to the Listing Agreement of the Company with the Bombay Stock Exchange Limited ('the Stock exchange').

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The compliance of conditions of Corporate Governance as stipulated under the Listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as Stipulated in the Listing Regulations for the year ended March 31st, 2023.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as Stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by Any other person or for Any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Joshi Apte & Co.
Chartered Accountants
ICAI Firm Reg. No. 104370W

Sd/-
Prakash Apte
Partner
Membership No. 033212
UDIN:23033212BGXWPU3956

Place: Pune
Date : May 23, 2023

ANNEXURE - VIII

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members
Sahyadri Industries Limited
39/D, Gultekdi, JN Marg,
Pune - 411037

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sahyadri Industries Limited having CIN L26956PN1994PLC078941 and having registered office at 39/D Gultekdi N Marg, Pune-411037 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Tuljaram Maheshwari	00063688	08/10/2020
2.	Mr. Suresh Uddhav Joshi	00130591	08/10/2020
3.	Mr. Satyen Vallabhbbhai Patel	00131344	01/08/1998
4.	Mr. Jayesh Purushottam Patel	00131517	15/01/1999
5.	Mrs. Moushmi Sahil Shaha	02915342	22/07/2021
6.	Mr. Shrikant Balkrishna Malegaonkar	07901434	07/08/2017
7.	Mr. Ved Prakash Saxena	08856322	31/08/2020
8.	Mr. Ankem Sri Prasad Mohan	09413926	21/12/2021

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

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)

Place: Pune
Date: May 23, 2023

Sd/-
Ashwini Inamdar
Partner
FCS No: F 9409
CP No.: 11226
UDIN: F009049E000362080

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Sahyadri Industries Limited, Pune

Report on the Audit of the Financial Statements

Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit and other comprehensive income, changes in equity and cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Sr. No.	Key Audit Matters	How our audit addressed the key audit matter
1.	<p>Scheme of Arrangement [Refer to Note 2.26 to the Financial Statements – “Business combination under common control” and Note 54 to the Financial Statements Pursuant to the National Company Law Tribunal (NCLT) Order dated April 22, 2022, Industrial Business Activity Division (Demerged Undertaking) Poonam Roofing Products Private Limited (PRPPL) merged with the Company. The Company has accounted for the business combination using the pooling of interest method in accordance with Appendix C of Ind AS 103 – Business Combination (the ‘Standard’). The carrying value of the assets and liabilities of the Demerged Undertaking as at April 1, 2020 (being the appointed date), as appearing in the financial statements of the PRPPL before the merger have been incorporated in the books with merger adjustments, as applicable. The Company has allotted 13,84,800 fully paid-up equity shares to the eligible shareholders of the PRPPL in accordance with the Scheme. The Company has recognised capital reserve of INR 0.46 crore directly in “Other Equity”. Considering the magnitude and complex accounting involved, the aforesaid business combination treatment in financial statements has been considered to be a key audit matter.</p>	<p>Audit Procedures Performed</p> <p>Our audit procedures included, but were not limited to the following:</p> <ul style="list-style-type: none"> • Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Company’s key internal controls over the accounting of business combination. • Evaluating the accounting treatment of the Scheme in the books of accounts and to ensure the same has been applied as per the treatment given in the Scheme as approved by the NCLT. • Evaluating management’s alignment of accounting policies by comparing the significant accounting policies of demerged undertakings with the Company’s accounting policies. • We tested management’s computation of determining the amount determined to be recorded in the capital reserve. • Assessing of appropriateness of disclosures provided in the financial statements.
2.	<p>Evaluation of income tax provision The Company is required to estimate its income tax liabilities in accordance with the tax laws applicable in India. Further, there are matters of interpretation in terms of application of tax laws and related rules to determine current tax provision and deferred taxes. The Company has material tax position on a tax matter. This requires management to make significant judgement to determine the possible outcome of uncertain tax provision and its consequent impact on related accounting and disclosures in the financial statements. Accordingly, we identified the income tax provision as a key audit matter because of the material tax position of the Company and significant degree of management judgement involved.</p>	<p>Audit Procedures Performed</p> <p>Our audit procedures included, but were not limited to the following:</p> <ul style="list-style-type: none"> • testing the design and operating effectiveness of the company’s key controls over identifying uncertain tax position and matter involving judgement/interpretation. • obtaining details of tax positions for the year and as at March 31 2023 and holding discussions with designated management personnel. • inspecting external legal opinions obtained by management for key uncertain tax position • evaluating underlying evidence and documentation to determine whether the information provides a basis for amounts reserved / not reserved in the books of account • Involving our tax specialists and evaluating management’s underlying key assumptions in estimating the tax provisions and assessing the computation of provisions and consequent impact on related accounting and disclosures in the standalone financial statements

Sr. No.	Key Audit Matters	How our audit addressed the key audit matter
3.	<p>Ind AS 115 Revenue from Contracts with Customer</p> <p>The Company recognises revenue from sale of goods when it satisfies its performance obligation, in accordance with the principles of Ind AS 115, Revenue from Contracts with Customers, by transferring the control of goods to its customers at the time of dispatch evidenced by acknowledgement of receipt of goods by the transporter.</p> <p>Further, Ind AS 115, requires management to make certain key judgements, such as, identification of distinct performance obligations in contracts with customers, determination of transaction price for the contract factoring in the consideration payable to customers (such as rebates and discounts) and selection of a method to allocate the transaction price to the performance obligations.</p> <p>Owing to the volume of sales transactions, size of distribution network and varied terms of contracts with customers, in line with the requirements of the Standards on Auditing, revenue is determined to be an area involving significant risk and hence requiring significant auditor attention.</p>	<p>Audit Procedures Performed</p> <p>Our audit procedures, related to revenue recognition, included, but were not limited, to the following:</p> <ul style="list-style-type: none"> • Assessed the design and operating effectiveness of Company's controls (including the automated controls) around revenue recognition (including rebates / discounts); • Assessed the appropriateness of Company's identification of performance obligations in its contracts with customers, its determination of transaction price, and accounting policies for revenue recognition in accordance with the accounting principles laid down in Ind AS 115; • Scrutinized sales ledgers to verify completeness of sales transactions; • On a sample basis, tested the revenue recognized including testing of cut off assertion as at the year end. Our testing included tracing the information to agreements, price lists, invoices, proof of dispatches and approved incentives / discounts schemes; • Tested the appropriateness of accruals for various rebates and discounts as at the yearend; • Assessed the revenue recognized with substantive analytical procedures including review of price, quantity and product mix variances and analysis of discounts at customer level; • Circularized balance confirmations (including transactions during the year) to a sample of customers and reviewed the reconciling items, if any; and • Tested the related disclosures made in notes to the standalone financial statements in respect of the revenue from operations.
4.	<p>Impairment of Trade Receivables</p> <p>The Company generates revenue from sales of its products to customers in various different jurisdictions within and outside India.</p> <p>The carrying amount of trade receivables is INR 35.06 Crore as at 31 March 2023, representing 6.30 % of the total assets of the Company. There is a significantly large number of individual customers. Customers in different jurisdictions are subject to their independent business risks.</p> <p>Management assesses the level of allowance for doubtful debts required at each reporting date after taking into account the ageing analysis of trade receivables and any other factors specific to individual debtors concerned or debtors at independent segment level and a collective element based on historical experience adjusted for certain current factors.</p> <p>Accordingly, we identified the recoverability of trade receivables as a key audit matter because of the</p>	<p>Audit Procedures Performed</p> <p>Our audit procedures included, but were not limited to the following:</p> <ul style="list-style-type: none"> • Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Company's key internal controls over the processes of credit control, collection of trade receivables and follow up of overdue balances; • Evaluating the Company's policy for making allowances for doubtful debts with reference to the requirements of the prevailing accounting standards; • Assessing the classification of trade receivables in the trade receivable ageing report by comparison with sales invoices and other underlying documentation on a test check basis; • Assessing the assumptions and estimates made by management for the allowance for doubtful debts calculated based on a collective assessment by performing a retrospective evaluation of the historical accuracy of these estimates and

Sr. No.	Key Audit Matters	How our audit addressed the key audit matter
	<p>significance of trade receivables to the Company's balance sheet and because of the significant degree of management judgement involved in evaluating the adequacy of the allowance for doubtful debts.</p>	<p>recalculating the Company's allowance with reference to the Company's policy for collective assessment; and</p> <ul style="list-style-type: none"> • Circulating and obtaining independent customers confirmation on the outstanding balances on sample basis. Testing the reconciliation, if any between the balances confirmed by customer and balance in books and inspecting subsequent bank receipts from customers and other relevant underlying documentation relating to trade receivable balances at 31 March 2023, on a sample basis.
5.	<p>Inventories</p> <p>Inventory represents 40.82% of total assets of the Company as at March 31, 2023. Such Inventory is held across various factories as at the reporting date. Considering the number of locations and the level of inventory held across its factories as well as the physical verification of inventory at these locations on different dates, the risk of existence such inventory and the identification of non-moving, obsolete / damaged inventory is a significant area of audit importance. The inventory valuation also requires management estimates towards write down of inventory items to its net realizable value (wherever applicable) and allowance for slow moving or non-moving inventory.</p> <p>Considering the relative significance of the Inventory to the financial statements, we have considered the existence and allowance for inventory obsolescence of inventory as key audit matter.</p> <p>As described in Note 2.09 of the financial statements.</p>	<p>Audit Procedures Performed</p> <p>Our audit response in respect of testing the existence of inventories and allowance for slow / non-moving inventory and obsolescence consisted of following procedures (as applicable in each case):</p> <ul style="list-style-type: none"> • Procedures to test the existence of inventories consisted of testing the relevant internal controls, including in specific the testing of the inventory physical verification process that is performed annually by management at various locations and the testing of automated recording of sales and purchase transactions in the IT system. • We observed the physical verification of Inventory conducted by management at certain locations selected by us. Our procedures in this regard included: <ul style="list-style-type: none"> - Observing compliance of stock count instructions by management personnel; observing steps taken by management to ascertain the existence inventory on the date of the count (including identification of non-moving, obsolete / damaged inventory); - Performing independent inventory counts on sample basis and reconciling the same to the management counts (wherever applicable); - On a sample basis, testing the reconciliation of the differences in inventory quantity between the physical count and the books of accounts, including accounting of such variances and - Roll-forward procedures on sample basis from date of count to the reporting date as the physical verification of inventory was undertaken by management on different dates across various locations during the year. • We performed cut off testing for purchase and sales transactions made near the reporting date to assess whether transactions are recorded in the correct period by testing shipping records, sales / purchase invoices (as applicable), for sample transactions. • We tested whether the adjustments to bring down the cost of inventory items to their net realisable value and allowance for slow moving or non-moving inventory and obsolescence at the reporting date is appropriate by assessing the methodology and assumptions adopted by management in this regard including the related adjustments by testing a sample of inventory items as at the reporting date.

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in Management Discussion and Analysis, Report of the Directors, Boards Report including Annexure to Boards Reports, Business Responsibility Report, Corporate Governance and Shareholders information, the Overview of Financial Performance, and Report on Risk Management (collectively referred as "other information") but does not include the Financial Statements and our auditor's report thereon.

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

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

Responsibilities of Management for the Ind AS Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in sub-section 5 of Section 134 of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian accounting standards) Rules 2015, as amended from time to time. This responsibility also 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 judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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 also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is 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 scepticism throughout the audit. We also:

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

our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters.

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

Other Matter

In accordance with the Scheme referred to in Note 54 to the financial statements, the figures for the year ended March 31, 2022 have been restated to include the special purpose financial information of the Industrial Business Activity Division (Demerged Undertaking) Poonam Roofing Products Private Limited (PRPPL) merged with the Company which reflect total assets of INR 5.54 crore as at March 31, 2022, net assets of INR 4.92 crore as at March 31, 2022, total revenue of INR Nil crore, total net profit after tax of INR 1.73 crore and total comprehensive income of INR 1.73 crore for the year ended March 31, 2022 and cash outflow (net) of INR 0.05 crore for the period ended March 31, 2022. The said special purpose financial information of the Demerged Undertaking of PRPPL have been audited by other auditors, whose reports have been furnished to us and have been relied upon by us. We have audited the adjustments made by the management consequent to the merger to arrive at restated figures for the year ended March 31, 2022.

Our opinion is not modified in respect of above matter.

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 Section 143(11) of The Act, we enclose in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. (A) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the Directors of the Company as on March 31, 2023, taken on record by the Board of Directors of the Company, none of the Directors of the Company are disqualified as on March 31, 2023 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B', Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial reporting.

2.(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and

Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as of March 31, 2023 (Refer note 35.1 of financial statements);
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c) Based on the audit procedures 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. As stated in Note 52 to the financial statements
 - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
 - (c) The Board of Directors of the Company have proposed a final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
2. (C) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

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

For Joshi Apte & Co.
Chartered Accountants
Firm Registration Number – 104370W

Sd/-
Prakash Apte
Partner
Membership No. 033212
UDIN: 23033212BGXWPT4859

Place: Pune
Date: May 23, 2023

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT TO THE MEMBERS OF SAHYADRI INDUSTRIES LIMITED OF EVEN DATE)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, Plant and Equipment and rights of use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, the Property, Plant and Equipment were physically verified during the year by the Management in accordance with a phased programme of verification adopted by the Company which, in our opinion is reasonable having regard to size of the Company and nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company, except for the following which are not held in the name of the Company.

Description of Property	Gross Carrying Value (Rs. In Crores)	Held in the Name of	Whether Promoter, Director or their Relative or Employee	Period Held – Indicate Range where Appropriate	Reasons for not being held in the name of the Company.
Leasehold Land	1.30	Poonam Roofing Products Pvt Ltd.	Promoter	April 01, 2020	The Title of the Asset Transferred pursuant to the scheme of De-merger is in the process of being transferred in the name of the Company.

- (d) The Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The inventories have been physically verified by the Management during the year. In our opinion, the frequency and coverage of & procedure adopted for such verification is reasonable. The Company has maintained proper records of inventory. According to the information and explanations given to us and on the basis of the stock verification records, the discrepancies noticed on verification between the physical stock and the book records were not more than 10% in the aggregate for each class of inventory were noticed.
- (b) The Company has been sanctioned working capital exceeding Rs.5 Crore in aggregate from banks on the basis of security of current assets. The Company has filed quarterly statements with such banks and the differences between the statement filed and book balances have been explained along with the reconciliation in Note No.20.6 to the financial statements.
- (iii) During the year the Company has made investment in Mutual Fund, however it has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
- (b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.
- (c) The Company has not provided any loans or advances in the nature of loans to any other entity or persons during the year, accordingly reporting under clause 3(iii)(c),(d),(e) and (f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not advanced loans to Directors/

company in which a director is interested to which the provisions of Section 185 of the Companies Act apply and the Company has also not given any loans or advances, has not made investments and has not given guarantees / securities to a company to which the provisions of Section 186 of the Companies Act apply, accordingly reporting under clause 3(iv) of the Order is not applicable to the Company.

- (v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- (vi) We have broadly reviewed books of accounts maintained by the Company pursuant to the rules made by the Central Government for maintenance of cost records u/s 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed records have been made and maintained. We have however, not made a detailed examination of records with a view to determine whether they are accurate or complete.
- (vii) In respect of Statutory Dues: .
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Taxes, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us there are no dues of Income Tax, Provident Fund, Employees' State Insurance, Sales Tax, Value Added Tax, Goods and Service Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues which have not been deposited with the appropriate authorities on account of any dispute other than those mentioned below.

Name of statute	Nature of Dues	Amount Demanded [Rs. In crore]	Period to which amount relates	Forum where dispute is pending
Tamil Nadu Sales Tax & VAT Laws	VAT & Interest	0.63	2010-13	Hon'ble Supreme Court
Tamil Nadu Sales Tax & VAT Laws	VAT & Interest	0.00	2007-08	The Joint Commissioner (CT) Salem Division
Finance Act, 1994	Service tax dues	1.02	2014-15 to 2017-18	Assistant Commissioner of central tax, Baramati
Central Excise Act, 1944	Excise dues	0.01	2014-15 & 2017-18 (June, 17)	Assistant Commissioner of central tax, Baramati
The Income Tax Act, 1961	Income tax & interest	0.61	2010-11 2018-19 2019-20	CPC & Assessing Officer
CST Assessment	Disallowed on C-form	0.06	2009-10	Sr. Joint Commissioner, Sales Tax, Medinipur Circle, West Bengal
Income Tax	TDS Defaults	0.04	FY 2007-08 to FY 2022-23	Traces

Amount deposited under dispute in respect of above demand totalling to Rs. 0.21 crore.

- (viii) According to the information and explanations provided to us, there were no transaction relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) According to the information and explanations provided to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the

Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.
- (e) The Company did not have any subsidiaries, associates or joint ventures, accordingly reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable to the Company.
(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 paragraph 3(x)(b) of the Order is not applicable.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
(b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, Clause 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on our examination of the records of the Company, in our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provision of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, Clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the plans of the Board of Directors and management, we are of the opinion that no material uncertainty exists as on the date of the audit report and 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. We, however, state that this is not an assurance

as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) According to the information and explanations given to us, the Company does not have any unspent amount in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Joshi Apte & Co.
Chartered Accountants
Firm Registration Number – 104370W

Sd/-
Prakash Apte
Partner
Membership No. 033212
UDIN: 23033212BGXWPT4859

Place: Pune
Date: May 23, 2023

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH 2(A)(f) UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT TO THE MEMBERS SAHYADRI INDUSTRIES LIMITED OF EVEN DATE)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

Opinion

We have audited the internal financial controls over financial reporting of Sahyadri Industries Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2023, 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 issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

For Joshi Apte & Co.
Chartered Accountants
Firm Registration Number – 104370W

Sd/-
Prakash Apte
Partner
Membership No. 033212
UDIN: 23033212BGXWPT4859

Place: Pune
Date: May 23, 2023

29th Annual Report 2022-23

BALANCE SHEET AS AT 31ST MARCH 2023

(₹ in Crores unless otherwise stated)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
I. Non-current assets			
(a) Property, plant & equipment	3A	163.80	122.99
(b) Capital work-in-progress	3B	36.00	54.06
(c) Right of Use	3C	4.91	5.01
(d) Intangible assets	4A	0.77	0.07
(e) Intangible assets under development	4B	0.00	0.00
(f) Financial Assets			
(i) Investments	5	0.15	0.15
(ii) Others	6	3.52	3.52
(g) Other non-current assets	7	26.65	13.63
Total non-current assets		235.80	199.43
II. Current assets			
(a) Inventories	8	227.24	174.28
(b) Financial Assets			
(i) Investments	9	11.17	21.09
(ii) Trade receivables	10	35.06	42.60
(iii) Cash & Cash Equivalent	11a	2.28	1.04
(iv) Other Balance with Bank	11b	3.80	3.29
(v) Loans & Advances	12	0.04	0.07
(vi) Others	13	0.09	0.29
(c) Other current assets	14	41.15	26.48
Total Current Assets		320.83	269.14
Total Assets		556.63	468.57
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	15	10.95	10.95
(b) Other Equity		324.38	293.14
Total Equity		335.33	304.09
Liabilities			
I. Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	43.31	23.83
(ii) Lease Liability	17	0.28	0.29
(b) Provisions	18	2.02	2.10
(c) Deferred Tax Liabilities (Net)	19	5.83	6.22
Total non-current liabilities		51.44	32.44
II Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	80.75	56.06
(ii) Lease Liability	21	0.01	0.01
(iii) Trade Payables			
a. Due to Mirco and small Enterprises	22	1.05	1.41
b. Due to other than Mirco and small Enterprises	22	49.50	43.06
		50.55	44.47
(iv) Others	23	19.73	19.63
(b) Other Current Liabilities	24	16.11	9.30
(c) Provisions for Employee Benefits	25	2.71	2.57
Total Current Liabilities		169.86	132.04
Total Liabilities		221.30	164.48
Total Equity & Liabilities		556.63	468.57

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

As per our report of even date

For Joshi Apte & Co.
Chartered Accountants
FRN: 104370W

On behalf of Board of Directors
Sahyadri Industries Limited
CIN: L26956PN1994PLC078941

Sd/-
(CA Prakash Apte)
Partner
(Mem No. 033212)

Sd/-
J. P. Patel
Chairman &
Whole Time Director
DIN : 00131517

Sd/-
S. V. Patel
Managing Director
DIN : 00131344

Sd/-
T. R. Maheshwari
CEO, CFO
& Whole Time Director
DIN : 00063688

Sd/-
Rajib Kumar Gope
Company Secretary
M No. F8417

Place : Pune
Date : May 23, 2023

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2023

(₹ in Crores unless otherwise stated)

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
Income			
Revenue from operations	26	593.81	542.48
Other income	27	3.41	3.86
Total Income		597.22	546.34
Expenses			
Cost of raw materials and components consumed	28	334.89	285.83
(Increase)/decrease in inventories of finished goods and work-in-progress	29	(16.27)	(9.14)
Employee benefits expense	30	37.66	33.43
Finance costs	31	9.03	4.61
Depreciation and amortisation expense	32	23.82	14.76
Other expenses	33	156.50	132.21
Total Expenses		545.63	461.70
Profit /(Loss) from ordinary activities before Exceptional Items and Taxes		51.59	84.64
Exceptional Items- Income / (Expenses)	34	-	-
Net Profit before tax		51.59	84.64
Tax expense			
Current tax		14.91	23.21
Deferred tax		(0.43)	(0.39)
Total tax Expenses		14.48	22.82
Profit for the year		37.11	61.82
Other Comprehensive Income			
A. Items that will not be reclassified subsequently to profit or loss			
Remeasurement gains / (losses) on defined benefit plans		0.20	0.27
Tax (expense) / income relating to above		(0.05)	(0.07)
		0.15	0.20
B. Items that will be reclassified subsequently to profit or loss			
		-	-
Total Other Comprehensive Income net off tax (A + B)		0.15	0.20
Total comprehensive income for the year attributable to Equity share holders of the Company		37.26	62.02
Earning per equity share of Face value of ₹ 10 each:			
(1) Basic	38	33.90	56.48
(2) Diluted	38	33.90	56.48

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

As per our report of even date

For Joshi Apte & Co.
 Chartered Accountants
 FRN: 104370W

On behalf of Board of Directors
 Sahyadri Industries Limited
 CIN: L26956PN1994PLC078941

Sd/-
(CA Prakash Apte)
 Partner
 (Mem No. 033212)

Sd/-
J. P. Patel
 Chairman &
 Whole Time Director
 DIN : 00131517

Sd/-
S. V. Patel
 Managing Director
 DIN : 00131344

Sd/-
T. R. Maheshwari
 CEO,CFO
 & Whole Time Director
 DIN : 00063688

Sd/-
Rajib Kumar Gope
 Company Secretary
 M No. F8417

Place : Pune
 Date : May 23, 2023

STATEMENT CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in Crores unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit/ (Loss) Before Tax	51.59	84.64
Adjustment for		
Provision for bad and doubtful debts	(0.28)	1.05
Unrealised Foreign Exchange Loss / (Gain) (Net)	0.12	0.04
Unrealised Foreign Exchange (Loss) / Gain of P.Y. now realised	0.04	(0.07)
Depreciation and Amortization Expenses	23.81	14.75
Gain on disposal of property, Plant and Equipment	(0.00)	(0.03)
Profit on sale of Investments	(0.82)	(2.41)
Re-statement Loss / (Gain) on Mutual Fund	(0.17)	0.43
Interest paid/Finance Cost	8.85	4.60
Interest /Dividend Received	(0.24)	(0.24)
Provision for Leave Encashment and Gratuity	0.92	0.77
Remeasurement of defined employee benefit plans	0.20	0.27
Operating Profit/(Loss) before Working capital changes	84.01	103.80
Adjustments for		
Trade receivables	7.93	(3.30)
Financial and other assets (Current and non current)	(14.64)	(3.75)
Inventories	(52.96)	(60.96)
Trade payables	6.08	(7.59)
Financial and other liabilities	4.33	4.38
Cash generated from operations	34.76	32.59
(Taxes Paid)/ Refund Received	(18.04)	(22.08)
NET CASH FROM OPERATING ACTIVITIES	16.72	10.51
	(A)	
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets(Net of earlier year Capital WIP if any)	(47.18)	(64.92)
Adjustment for creditors relating to capital purchases	1.98	2.19
Adjustment for advances relating to capital purchases	(10.19)	1.11
Sale of fixed Assets	0.02	0.06
Sale / (Purchase) of Investment (Non-Current) - Net	-	-
Sale / (Purchase) of Investment (Current) - Net	10.09	26.39
Profit/(Loss) on Sale of Investments net of purchases during the year	0.82	2.41
Investment in Fixed Deposits	(0.23)	(0.32)
Interest/Dividend Received	0.15	0.16
NET CASH FROM INVESTING ACTIVITIES	(44.52)	(32.94)
	(B)	

STATEMENT CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in Crores unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Secured Loans non current Accepted / (Repaid) (net)	19.48	22.91
Secured current Loans	25.83	14.83
Unsecured Loans Accepted / (Repaid) (net)	(1.40)	(4.49)
Dividend Paid (including transferred to IEPF)	(6.02)	(6.21)
Interest paid	(8.85)	(4.60)
NET CASH FROM FINANCING ACTIVITIES (C)	29.05	22.44
D. NET INCREASE IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	1.24	0.02
GENERATED DURING THE YEAR		
Cash and Cash Equivalents Opening Balance	1.04	1.02
Cash and Cash Equivalents Closing Balance	2.28	1.04
Cash and cash equivalents comprise of the following:		
Cash on hand	0.07	0.07
Balances with banks - Current accounts	1.16	0.97
Balances with banks - Cash Credit Account	1.05	-
	2.28	1.04

The above cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS 7 on statement of cash flow.

As per our report of even date
For Joshi Apte & Co.
 Chartered Accountants
 FRN: 104370W

Sd/-
(CA Prakash Apte)
 Partner
 (Mem No. 033212)

Place : Pune
 Date : May 23, 2023

On behalf of Board of Directors
 Sahyadri Industries Limited
 CIN: L26956PN1994PLC078941

Sd/-
J. P. Patel
 Chairman &
 Whole Time Director
 DIN : 00131517

Sd/-
S. V. Patel
 Managing Director
 DIN : 00131344

Sd/-
T. R. Maheshwari
 CEO, CFO
 & Whole Time Director
 DIN : 00063688

Sd/-
Rajib Kumar Gope
 Company Secretary
 M No. F8417

29th Annual Report 2022-23

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

(₹ in Crores unless otherwise stated)

A. Equity Share Capital

For the year ended March 31, 2023

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital During the year	Balance as at March 31, 2023
10.95	-	-	-	10.95

For the year ended March 31, 2022

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital During the year	Balance as at March 31, 2022
10.95	-	-	-	10.95

B. Other Equity

For the year ended March 31, 2023

Particulars	Capital Redemption Reserve	General Reserve	Capital Reserve	Retained Earning	Total
Balance as at April 01, 2022	3.75	15.72	0.46	273.20	293.14
Profit for the year	-	-	-	37.11	37.11
Remeasurement of net defined benefit plan net of tax effect	-	-	-	0.15	0.15
Dividends paid	-	-	-	(6.02)	(6.02)
Transfer to General Reserves	-	-	-	-	-
Balance as at March 31, 2023	3.75	15.72	0.46	304.44	324.38

For the year ended March 31, 2022

Particulars	Capital Redemption Reserve	General Reserve	Capital Reserve	Retained Earning	Total
Balance as at April 01, 2021	3.75	15.72	0.46	217.40	237.33
Profit for the year	-	-	-	61.82	61.82
Remeasurement of net defined benefit plan net of tax effect	-	-	-	0.20	0.20
Dividends paid	-	-	-	(6.21)	(6.21)
Transfer to General Reserves	-	-	-	-	-
Balance as at March 31, 2022	3.75	15.72	0.46	273.20	293.14

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

As per our report of even date

For Joshi Apte & Co.
Chartered Accountants
FRN: 104370W

On behalf of Board of Directors
Sahyadri Industries Limited
CIN: L26956PN1994PLC078941

Sd/-
(CA Prakash Apte)
Partner
(Mem No. 033212)

Sd/-
J. P. Patel
Chairman &
Whole Time Director
DIN : 00131517

Sd/-
S. V. Patel
Managing Director
DIN : 00131344

Sd/-
T. R. Maheshwari
CEO, CFO
& Whole Time Director
DIN : 00063688

Sd/-
Rajib Kumar Gope
Company Secretary
M. No. A47346

Place : Pune
Date : May 23, 2023

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023**1. CORPORATE INFORMATION :**

Sahyadri Industries Limited ("the Company") (CIN L26956PN1994PLC078941) is listed on Bombay stock exchange (BSE) and is also Listed on National Stock Exchange with effect from 6th April, 2023, domiciled in India and was incorporated in 1994 under the provision of the Companies Act, 1956 having registered office at 39/D, Gultekdi, J.N.Marg, Pune 411037. The Company is engaged in the production of cement sheets and accessories, trading of steel doors and in generation of wind power electricity. The Company presently has five operational manufacturing units situated at Maharashtra, Tamilnadu, Andhra Pradesh and Gujarat. The Company has set up Wind Turbine Generators in Maharashtra & Rajasthan.

2. SIGNIFICANT ACCOUNTING POLICIES FOLLOWED :**2.1 Statement of compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 as amended from time to time and other relevant provisions of the Companies Act, 2013.

2.2 Basis of preparation and presentation

The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments and provision for employee defined benefit plans which are measured at fair value.

2.3 Functional and presentation currency

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

2.4 Current and Non current classification

The Company presents assets and liabilities in balance sheet based on current/non-current classification.

An asset is stated as current when it is -

- a. Expected to be realised or intended to be sold or consumed in normal operating cycle
- b. Held primarily for the purpose of trading
- c. Expected to be realized within twelve months after the reporting period or
- d. Cash or 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 assets.

Similarly a liability is classified as current if -

- a. It is expected to be settled in normal operating cycle
- b. It is held primarily for the purpose of trading
- c. It is due to be settled within twelve months after the reporting period or
- d. There is no unconditional right to differ the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The Company has ascertained its operating cycle as twelve months for the purpose of current/non current classification of its assets and liabilities.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

2.5 Property, Plant and Equipment (PPE)

2.5.1. Measurement and Presentation

On transition to Ind AS, the Company had elected to continue with the carrying value of all of its property plant and equipment recognised as at April 1, 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property plant and equipment.

Freehold land is carried at Historical cost. Property, plant and equipment are stated at historical cost less depreciation and accumulated impairment, if any. Cost includes its purchase price, import duties, non refundable purchase taxes and expenditure directly attributable for bringing the said asset to its working condition and location for its intended use, including relevant borrowing costs and any expected cost of decommissioning.

The cost of a self constructed item of property, plant and equipment comprises the cost of material, direct labour and any other costs and expenditure directly attributable for bringing the said asset to its working condition and location for its intended use, including relevant borrowing costs and any expected cost of decommissioning.

Material items such as spare parts, stand by equipment and service equipments are classified as PPE when they meet the definition of PPE as specified in Ind AS 16. Subsequent expenditure on PPE is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

2.5.2. Depreciation/ Amortization

- i) Depreciation on fixed assets put to commercial use has been provided to the extent of depreciable assets on written down value method at the rates and in the manner prescribed in schedule II of the Companies Act, 2013 over their useful life except on fixed assets installed at Gujarat factory & Windmills installed at Chavaneshwar, wherein depreciation is provided on straight line method in the manner prescribed in schedule II of Companies Act, 2013 over their useful life.
- ii) Lease hold land is amortized over the period of lease.
- iii) Depreciation on addition/disposal is provided on a pro rata basis.
- iv) The residual values and useful lives are reviewed and adjusted if appropriate at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than the estimated recoverable amount.

2.5.3. Disposal

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognised.

2.6 Intangible assets

2.6.1. Measurement and Presentation

On transition to Ind AS, the Company had elected to continue with the carrying value of all its intangible assets recognized as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

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

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023 (CONTD.)

2.6.2 Amortization

- i) Computer software are amortized over period of 5 years.
- ii) Windmill rights are amortized over period of 10 years.
- iii) Amortization on addition is provided on a pro rata basis.

2.7 Foreign currency transactions

Transactions in foreign currencies initially are recorded at the exchange rate as on the date of transactions as provided in IND AS 21. Realized gain and losses as well as exchange differences arising on translation (at year end exchange rates) of monetary assets and liabilities outstanding at the end of the year are recognized in the statement of profit and loss.

Non monetary items that are measured in terms of historical costs in foreign currency are translated using the exchange rate as at the date of initial transactions as provided in IND AS 21.

2.8 Financial Instruments

2.8.1. Financial Assets

2.8.1.1 Classification

The Company classifies its financial assets 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 entity'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 statement of profit and 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 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.

2.8.1.2 Initial Measurements

At the initial recognition, the Company measures the financial assets at its fair value plus in the case of a financial assets not at the fair value through profit or loss, transaction costs that are directly attributable to the acquisition of financial asset. Transaction cost of a financial asset carried at fair value through profit or loss are expensed in profit or loss.

2.8.1.3 Subsequent Measurement

(i) 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 are three measurement categories in to which the Company classifies its debt instruments :

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

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.

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 asset's cash flow represent solely payments of principal and interest , are measured at FVOCI. Movements in the carrying amount are taken through OCI except for the recognition of impairment of gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. Gain or loss on the debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

(ii) Equity Instruments

The Company subsequently measures all equity instruments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividend from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of a financial assets at fair value through profit or loss are recognised in other income. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

2.8.1.4 Derecognition of financial assets

A financial asset is derecognised only when

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

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, financial assets is not derecognised.

Where the entity 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. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023 (CONTD.)

2.8.2. Financial Liabilities

2.8.2.1 Classification

The Company classifies its financial liabilities in the following measurement categories:

- (a) those to be measured subsequently at fair value through profit and loss account ;
- (b) those measured at amortised cost.

2.8.2.2 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

2.8.2.3 Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2.8.3 Derivatives

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted at fair value through profit or loss and are included in profit and loss account.

2.9 Inventories

Inventories are valued as follows :

- i) Raw material is valued at lower of weighted average cost & net realizable value. However material held for use in the production of inventories are not written down below cost, if the finished product in which they will be incorporated are expected to be sold at or above cost. Cost comprises of its purchase price, non refundable purchase taxes and any directly attributable expenses related to inventories.
- ii) Work in Progress is valued at weighted average cost.
- iii) Finished goods are valued at lower of weighted average cost and net realizable value. Cost for this purpose includes direct cost and attributable overheads .
- iv) Traded goods are valued at weighted average cost or net realizable value whichever is lower.
- v) Stores & spares are valued at weighted average cost after providing for obsolescence and other losses, where considered necessary.
- vi) Scrap and rejected material is valued at net realizable cost.

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

2.10 Trade receivable

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is due within one year, they are classified as current assets.

Commercial receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. A provision for impairment for trade receivables is recognised when there is

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

objective evidence that the Company will not be able to collect all amounts due under the original terms of receivables. When receivable is deemed uncollectible it is written off. Any subsequent recovery of previous written off amounts is recognised in the income statement.

2.11 Impairment of assets

2.11.1 Impairment of Financial Assets

The Company recognises loss allowances for expected credit losses on

- Financial assets measured at amortised cost and
- Financial assets measured at FVOCI- debt investments

At each reporting date, Company assesses whether financial assets carried at amortised cost are credit impaired. Financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cashflows of the financial assets have occurred.

In accordance with Ind AS 109- Financial instruments, the Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime credit loss at each reporting date, right from its initial recognition.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when Company determines that the debtor does not have assets or sources of income that could generate sufficient cashflows to repay the amounts subject to write off. However, the financial assets that have written off could still be subject to enforcement activities in order to comply with the Company's procedures of recovery of amounts due.

2.11.2 Impairment of Non-Financial Assets

An impairment loss is the amount by which the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of an asset or a cash generating unit is the higher of its fair value less cost of disposal and its value in use. Fair value is the price that would be received for sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate.

The Company assesses at end of each reporting period whether there is any indication that an asset is impaired. In assessing whether there is any indication that an asset may be impaired, the Company considers external as well as internal source of information. If any such indication exists, the Company estimates the recoverable amount for the individual asset. If and only if the recoverable amount of an asset is less than its carrying amount, the carrying amount of an asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss unless the asset is carried at revalued amount in accordance with another Standard.

If it is not possible to estimate the recoverable amount of the individual asset, the Company determines the recoverable amount of the cash generating unit to which the asset belongs (the asset's cash generating unit). A cash generating unit is the smallest identifiable group of asset that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The Company recognises impairment loss for a cash generating unit if and only if the recoverable amount of the cash generating unit is less than the carrying amount of cash generating unit. The Company allocates impairment loss of cash generating units first to the carrying amount of goodwill allocated to the cash generating unit, if any, and then, to the other assets of the cash generating units pro-rata on the basis of the carrying amount of each asset in the cash generating units. These reductions in carrying amount shall be treated as impairment losses on individual assets and recognised accordingly.

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023 (CONTD.)

2.12 Cash and cash equivalents :

Cash and cash equivalents in the balance sheet comprise cash on hand and balance with banks and deposits which are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.13 Borrowings

Borrowings are recognised initially at fair value net of transaction cost incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction cost) and the redemption value is recognised in the income statement over the period of borrowings using the effective interest rate method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer their settlement for at least 12 months after the end of reporting period.

Fees paid for availing loan facilities are recognised as transaction cost of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case fees are deferred until the draw down occurs to the extent there is no evidence that it is probable that some or all of the facilities will be drawn down.

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made to reimburse the holder for a loss it incurred because the specified debtor fails to make a payment when due in accordance with the terms of debt instrument. Financial guarantee contracts are recognised as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of 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 recognised less cumulative amortization.

2.14 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from supplier. Trade payable are classified as current liabilities if payment is due within one year or less.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.15 Income tax

2.15.1 Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to 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 the items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or equity). Current 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 provisions where appropriate.

2.15.2 Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profits

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

will be available against which deductible temporary difference and carry forward of unused tax credits and unused tax losses 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 asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that the future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the assets is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted at the reporting date. Deferred tax items are recognised in correlation to the underlying transaction either in OCI 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 liability and the deferred tax assets relate to the same taxable entity and same taxation authorities.

2.16 Provisions, Contingent Liabilities and Capital Commitments

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event & it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation & in respect of which a reliable estimate can be made of the amount of obligation. If the effect of the time value of money is material, Provisions are discounted and reflected at present value. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability. When discounting is used, the increase in provision due to passage of time is recognized as interest expense.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

Contingent liabilities and Capital Commitments disclosed are in respect of items which in each case are above the threshold limit.

2.17 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chairman and Managing director who are responsible for allocating resources to and assessing the performance of operating segments.

Following Business segments have been considered as primary segments :

- a) Building Material
- b) Power Generation

2.18 Revenue recognition

The Company recognises revenue as per IND AS 115. Revenue is recognised to the extent that it is probable that economic benefits will flow to the Company and 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, taking in to account contractually defined terms and excluding taxes or duties collected on behalf of government.

- i) The sale of product is accounted for net of GST. Revenue is recognized when the significant risks and rewards of ownership have been transferred and there is no managerial involvement and effective control over the goods.

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023 (CONTD.)

Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc. For incentives offered to customers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

- ii) Income from services are accounted over the period of rendering of services.
- iii) Carbon credit entitlement :- In the process of generation of wind power the Company also generate carbon emission reduction units which may be negotiated for price in international market under Clean Development Mechanism(CDM) subject to completing formalities and obtaining certificate of Carbon Emission Reduction(CER) as per Kyoto Protocol. In addition Company also explore the possibilities of negotiating Voluntary Emission Reduction (VER) in respect of some to the Company's wind power generation projects. Revenue from CER and VER is accounted on its realization.
- iv) Interest income is recognized using the effective interest rate method when it is probable that economic benefits associated with the transaction will flow to the Company and the amount of revenue can be measured reliably as set out in Ind AS 109 - Financial instruments : recognition and measurement. The effective interest method is the method of calculating amortized cost of a financial asset and of allocating the interest income over the relevant period.
- v) Dividend income is recognized when right to receive payment is established.

2.19 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grant related to expense item is recognised as income on a systematic basis over the period that the related cost for which it is intended to compensate are expensed.

When the grant relates to Property, plant and equipment they are included in non current liability as deferred income and is recognized as an income in the equal amount over expected useful life of the related asset.

2.20 Employee Benefits

2.20.1 Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employee 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 obligation in the balance sheet.

2.20.2 Other long-term employee benefit obligation

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

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

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

2.20.3 Post-employment Obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plans - gratuity; and
- (b) Defined contribution plans - provident fund

Gratuity Obligations

The liability or assets recognised in the balance sheet in respect of 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 the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Defined Contribution Plans

The Company pays provident fund contributions to Regional Provident Fund Commissioner. The Company has no further payment obligation 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.

2.20.4 Bonus

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.21 Borrowing Costs

Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as a part of that asset. Company recognises other borrowing costs as an expense in the period in which it incurred them. Borrowing costs are interest and other costs that the company incurred in connection with the borrowing of funds including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

A qualifying asset is an asset that takes substantial period of time to get ready for its intended use or sale.

2.22 Lease

In March 2019, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 - 'Leases'. This standard is effective from 1st April, 2019. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value or in case of few exceptions.

According to the standard all operating leases (with a few exceptions) must therefore be recognized in the balance sheet as lease assets and corresponding lease liabilities should be recognised. The lease expenses, which were recognised previously as a single amount (operating expenses), hereafter will consist of two elements: depreciation and interest expenses.

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023 (CONTD.)

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses its weighted average incremental borrowing rate.

For short-term and low value leases, the Company recognises the lease payments as an operating expenses on a straight line basis over the lease term. The standard has become effective from 2019 and the Company has accordingly applied provisions of IND AS 116 in respect of those leases where applicable.

2.23 Earnings per share

2.23.1 Basic earnings per share

Basic earnings per share is calculated by dividing net profit or loss after tax attributable to ordinary equity shareholders (numerator) by weighted average number of ordinary shares outstanding (denominator) during the period.

2.23.2 Diluted earning per share

For the purpose of calculating diluted earnings per share, net profit or loss after tax for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.24 Cash dividend distribution to equity holder of the Company

The Company recognises a liability to make cash or non cash distributions to the equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity, upon such approval.

2.25 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affects the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liability. Uncertainties about these estimates could results in outcome that requires a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

Key assumptions :

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

a) Allowance for doubtful debts -

The Company makes allowances for doubtful debts based on an assessment of the recoverability of the trade and other receivables. The identification of doubtful debt requires use of judgements and estimates. Where the expectation is different from the original estimates, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the period in which such estimates has been changed.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)****(b) Fair value measurement of financial instruments -**

When the fair values of financial assets and financial liabilities recorded in the balance sheet can not be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

(c) Impairment of assets -

The Company has used certain judgements and estimates to estimate future projections and discount rates to compute value in use of cash generating unit and to assess impairment.

(d) Defined Benefit Plans and provision for leave encashment -

The cost of the defined benefit gratuity plan, present value of gratuity obligation and present value of leave encashment obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may defer from actual developments in the future. These includes the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation and leave encashment provision is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

2.26 Business combination under common control

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities or businesses are reflected at their carrying amounts after making adjustments necessary to harmonise the accounting policies. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. The identity of the reserves is preserved in the same form in which they appeared in the financial statements of the transferor and the difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve

2.27 Rounding off amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Crore as per the requirement of Schedule III, unless otherwise stated.

**As per our report of even date
For Joshi Apte & Co.**
Chartered Accountants
FRN: 104370W

**Sd/-
(CA Prakash Apte)**
Partner
(Mem No. 033212)

**Place : Pune
Date : May 23, 2023**

On behalf of Board of Directors
Sahyadri Industries Limited
CIN: L26956PN1994PLC078941

**Sd/-
J. P. Patel**
Chairman &
Whole Time Director
DIN : 00131517

**Sd/-
S. V. Patel**
Managing Director
DIN : 00131344

**Sd/-
T. R. Maheshwari**
CEO, CFO
& Whole Time Director
DIN : 00063688

**Sd/-
Rajib Kumar Gope**
Company Secretary
M. No. F8417

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(₹ in Crores unless otherwise stated)

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
SHEET ASSETS									
Land	6.43	9.07	0.00	15.50	0.00	0.00	0.00	15.50	6.43
Land Development & Fencing	1.58	0.00	0.00	1.58	0.00	0.00	0.00	1.58	1.58
Buildings	75.30	15.72	0.00	91.02	27.89	4.89	0.00	58.24	47.42
Plant & Machinery	65.35	34.08	0.00	99.43	45.45	11.54	0.00	42.43	19.90
Electrical Installation	8.75	4.55	0.00	13.29	5.13	1.91	0.00	6.26	3.62
Office Equipments	1.22	0.12	0.00	1.35	0.45	0.25	0.00	0.65	0.77
Furnitures & Fixtures	1.98	0.00	0.00	1.98	0.33	0.42	0.00	1.23	1.65
Computers	0.66	0.37	0.00	1.03	0.40	0.30	0.00	0.33	0.26
Vehicles	4.98	0.60	0.27	5.31	1.67	1.15	0.26	2.75	3.31
Total (A)	166.25	64.50	0.27	230.48	81.31	20.46	0.26	101.52	84.94
WINDMILL ASSETS									
Land	0.23	0.00	0.00	0.23	0.00	0.00	0.00	0.23	0.23
Buildings	0.04	0.00	0.00	0.04	0.02	0.00	0.00	0.02	0.02
Wind Energy Convertors	58.70	0.00	0.00	58.70	20.94	3.21	0.00	34.54	37.76
Electrical Installation (Windmill)	0.08	0.00	0.00	0.08	0.03	0.00	0.00	0.03	0.05
Total (B)	59.04	0.00	0.00	59.04	20.99	3.22	0.00	24.20	38.06
Total (A+B)	225.30	64.50	0.27	289.53	102.30	23.68	0.26	125.72	122.99
As at March 31, 2022	210.92	14.87	0.49	225.30	88.14	14.63	0.46	122.99	122.79

Note 3B : Capital Work in Progress

Capital Work in Progress	54.06	36.84	54.90	36.00	0.00	0.00	0.00	36.00	54.06
As at March 31, 2022	4.02	52.84	2.80	54.06	-	-	-	54.06	4.02

Note 3C : Right of Use Asset*

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
Right of Use asset Leasehold land	5.40	0.00	0.00	5.40	0.39	0.10	0.00	4.91	5.01
	5.40	0.00	0.00	5.40	0.39	0.10	0.00	4.91	5.01
As at March 31, 2022	5.40	0.00	0.00	5.40	0.32	0.08	0.00	5.01	5.09

Note 4A : Intangible Assets*

Particulars	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
Computer Software	0.12	0.73	0.00	0.85	0.06	0.04	0.00	0.09	0.07
Intangible Rights	0.87	0.00	0.00	0.87	0.86	0.00	0.00	0.86	0.01
	0.99	0.73	0.00	1.72	0.92	0.04	0.00	0.95	0.07
As at March 31, 2022	0.99	0.00	0.00	0.99	0.87	0.05	0.00	0.92	0.12

*The Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

Note 4B: Intangible Asset Under Development

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
Intangible Asset Under Development	0.00	-	-	0.00	-	-	-	0.00	0.00
As at March 31, 2022	-	0.00	-	0.00	-	-	-	0.00	-

CWIP Ageing Schedule

As on March 31, 2023

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
Intangible Asset Under Development	0.00	-	-	0.00	-	-	-	0.00	0.00
As at March 31, 2022	-	0.00	-	0.00	-	-	-	0.00	-

As on March 31, 2022

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
Intangible Asset Under Development	0.00	-	-	0.00	-	-	-	0.00	0.00
As at March 31, 2022	-	0.00	-	0.00	-	-	-	0.00	-

CWIP Completion Schedule

As on March 31, 2023

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
Intangible Asset Under Development	0.00	-	-	0.00	-	-	-	0.00	0.00
As at March 31, 2022	-	0.00	-	0.00	-	-	-	0.00	-

As on March 31, 2022

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
Intangible Asset Under Development	0.00	-	-	0.00	-	-	-	0.00	0.00
As at March 31, 2022	-	0.00	-	0.00	-	-	-	0.00	-

Intangible Assets Under Development Aging Schedule

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
Intangible Asset Under Development	0.00	-	-	0.00	-	-	-	0.00	0.00
As at March 31, 2022	-	0.00	-	0.00	-	-	-	0.00	-

As on March 31, 2022

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
Intangible Asset Under Development	0.00	-	-	0.00	-	-	-	0.00	0.00
As at March 31, 2022	-	0.00	-	0.00	-	-	-	0.00	-

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 01-04-22	Additions During the year	Deductions	As at 31-03-23	As at 31-03-2022
Intangible Asset Under Development	0.00	-	-	0.00	-	-	-	0.00	0.00
As at March 31, 2022	-	0.00	-	0.00	-	-	-	0.00	-

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

Note 4B (Contd.)

Following are the details of the property not held in the name of the company:

Description of Property	Gross Carrying Value (Rs. In Crores)	Held in the Name of	Whether Promoter, Director or their Relative or Employee	Period Held – Indicate Range where Appropriate	Reasons for not being held in the name of the Company.
Right of Use asset Leasehold land	1.30	Poonam Roofing Products Pvt Ltd.	Promoter	April 01, 2020	The Title of the Asset Transferred pursuant to the scheme of Arrangement between the Company and Poonam Roofing Products Private Limited (PRPPL) which is in the process of being transferred in the name of the Company.

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Note 5 Non-current Investments		
Investments in Equity Instruments		
Unquoted investments at fair value through OCI		
Cosmos Co-operative Bank Ltd.	0.15	0.15
14,647 (PY 14,647) Equity Shares of ₹ 100/- each		
Unquoted investments at fair value through OCI		
Vaishno Cement Co. Ltd.	0.00	0.00
3,000 (PY 3,000) Equity Shares of ₹ 10/- each		
Less:- Provision for Diminution	(0.00)	(0.00)
	<u>0.15</u>	<u>0.15</u>
Note 6 Other Non-current Financial Assets		
Deposits	3.52	3.52
	<u>3.52</u>	<u>3.52</u>
Note 7 Other Non-current Assets		
Advances for capital goods purchased	14.94	4.75
Balances with statutory/government authorities	0.28	0.36
Advance Tax and TDS net off provision for tax	2.84	-
Others		
- VJPL Incentive Receivable	6.70	6.63
- Other	1.89	1.89
	<u>26.65</u>	<u>13.63</u>
Note 8 Inventories		
(As valued, verified and certified by Management)		
Raw Material	118.82	80.07
Raw Material in transit	5.47	11.97
Stores & Spares	10.72	6.30
Work-in-Progress	0.20	0.11
Finished Goods	91.59	75.38
Stock of Traded Goods	0.36	0.38
Stock of Accessories	0.08	0.07
	<u>227.24</u>	<u>174.28</u>
8.1 For mode of valuation refer note no. 2.9		
Note 9 Current Investments		
Quoted investments at fair value through Profit and Loss A/c		
Investments in Mutual Funds	11.17	21.09
	<u>11.17</u>	<u>21.09</u>

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Note 10 Trade Receivables		
(Unsecured, Considered good unless otherwise stated)		
Considered Good	34.89	42.42
Considered Doubtful	4.03	5.21
	<u>38.92</u>	<u>47.63</u>
Less: Provision for Doubtful Debts	(3.86)	(5.03)
	<u>35.06</u>	<u>42.60</u>

Ageing of Trade Receivables - As at March 31, 2023							
Particulars	Amount not due for Receipt	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
i) Undisputed Trade Receivables -Considered Goods	21.48	11.91	1.50	0.00	-	-	34.89
ii) Undisputed Trade Receivables -Considered Doubtful	-	-	0.46	0.11	0.15	0.54	1.26
iii) Disputed Trade Receivables -Considered Goods	-	-	-	-	-	-	-
iv) Disputed Trade Receivables -Considered Doubtful	-	0.00	0.16	0.16	0.15	2.30	2.77
Total	21.48	11.91	2.12	0.27	0.30	2.84	38.92
Less : Provision for Doubtful debts							(3.86)
Total							35.06

Ageing of Trade Receivables - As at March 31, 2022							
Particulars	Amount not due for Receipt	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
i) Undisputed Trade Receivables -Considered Goods	25.20	13.17	1.67	2.37	-	-	42.41
ii) Undisputed Trade Receivables -Considered Doubtful	-	-	0.49	0.37	0.29	0.73	1.89
iii) Disputed Trade Receivables -Considered Goods	-	-	-	-	-	-	-
iv) Disputed Trade Receivables -Considered Doubtful	-	0.78	0.01	0.22	0.38	1.93	3.32
Total	25.20	13.95	2.17	2.97	0.67	2.66	47.63
Less : Provision for Doubtful debts							(5.03)
Total							42.60

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Note 11a Cash & Cash Equivalents		
Cash in Hand	0.07	0.07
Balance with banks-		
On Current Accounts	1.16	0.97
On Cash Credit Accounts	1.05	-
Total Cash & Cash Equivalents (A)	<u>2.28</u>	<u>1.04</u>
Note 11b Other Bank Balances		
(i) Balance in Unpaid Dividend Account	0.39	0.11
(ii) Margin money deposits	0.46	0.76
(iii) Deposits maturing after 3 months	2.95	2.42
Total Other Bank Balance (B)	<u>3.80</u>	<u>3.29</u>
Total Cash & Bank Balance (A + B)	<u>6.08</u>	<u>4.33</u>
Note 12 Loans & Advances (Unsecured, considered good)		
Advance to Staff	0.04	0.07
	<u>0.04</u>	<u>0.07</u>
Note 13 Other Current Financial Assets		
Interest accrued on Deposits	0.09	0.29
	<u>0.09</u>	<u>0.29</u>
Note 14 Other Current Assets		
Prepaid expenses	0.49	0.63
Balances with statutory/government authorities	-	2.34
Advance With Suppliers (*)	37.33	20.10
Others	3.33	3.41
	<u>41.15</u>	<u>26.48</u>

*Includes due from related parties of ₹ Nil Cr. (PY ₹ 4.71 Cr.)

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Note 15 Equity Share Capital		
Authorised Share Capital		
120,00,000 Equity Shares of ₹10/- each (As on March 31, 2022 - 120,00,000)	12.00	12.00
Issued, Subscribed and Paid Up capital		
109,46,300 Equity Shares of ₹ 10/- each fully paid up and issued at par (As at March 31, 2022 - 109,46,300)*	10.95	10.95
* Pursuant to the Scheme of Arrangement, the Company has allotted 13,84,800 fully paid-up equity shares to the eligible shareholders of PRPL on 27th June 2022, effective from appointed date i.e. 1st April, 2020		
15.1 Terms / rights attached to equity shares:		
The company has only one class of equity shares having a face value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share. In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.		

15.2 The details of shareholders holding more than 5% of equity shares

Name of the shareholders	As at March 31, 2023		As at March 31, 2022	
	% of holding	Number	% of holding	Number
Vallabh Lalaji Patel	8.08%	884,176	8.08%	884,176
Jayesh Purshottam Patel	8.05%	880,833	8.05%	880,833
Chetan Purshottam Patel	7.93%	867,727	7.93%	867,727
Trilochana Vipul Patel	5.28%	578,250	5.28%	578,250
Shilpa Jignesh Patel	5.15%	564,150	5.15%	564,150

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)

(₹ in Crores unless otherwise stated)

15.3 Promoters Shareholding

Promoter name	As at March 31, 2023			As at March 31, 2022		
	No. of shares	% of Total Shares	% Change during the year	No. of shares	% of Total Shares	% Change during the year
Jigar Jayesh Patel	23,187	0.21%	-	23,187	0.21%	-
Patel Vallabhbbhai Laljibhai Huf	74,300	0.68%	-	74,300	0.68%	-
Jignesh Patel	234,275	2.14%	-	234,275	2.14%	-
Vipul Vallabh Patel	241,983	2.21%	-	241,983	2.21%	-
Purushottambhai Laljibhai Patel	344,681	3.15%	-	344,681	3.15%	-
Patel Purushottam Laljibhai Huf	291,300	2.66%	-	291,300	2.66%	-
Satyen Vallabhbbhai Patel	409,145	3.74%	-	409,145	3.74%	-
Patel Bharatiben Purushottam	359,665	3.29%	-	359,665	3.29%	-
Patel Parvati Vallabhbbhai	425,573	3.89%	-	425,573	3.89%	-
Geeta Satyen Patel	511,156	4.67%	-	511,156	4.67%	-
Vallabhbbhai Laljibhai Patel	884,176	8.08%	-	884,176	8.08%	-
Patel Harsha Jayesh	529,248	4.83%	-	529,248	4.83%	-
Patel Purna Chetan	531,540	4.86%	-	531,540	4.86%	-
Shilpa J Patel	564,150	5.15%	-	564,150	5.15%	-
Patel Chetan Purushottam	867,727	7.93%	-	867,727	7.93%	-
Trilochana Vipul Patel	578,250	5.28%	-	578,250	5.28%	-
Patel Jayesh Purushottam	880,833	8.05%	-	880,833	8.05%	-
Poonam Roofing Products Ltd	33,602	0.31%	-	33,602	0.31%	-
Total	7,784,791	71.12%	-	7,784,791	71.12%	-

Particulars	As at March 31, 2023	As at March 31, 2022
Note 16 Non-current Borrowings		
Secured		
<u>Term loan from Banks & NBFC</u>		
For Vehicle*	1.23	1.33
For Others**	42.08	22.50
	<u>43.31</u>	<u>23.83</u>

*Rupee Term loans for vehicle are secured by hypothecation of vehicles purchased.

**Term loans for others are secured against Immovable properties located at Perundurai Plant

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

16.1 Details of Term loan

Name of the Bank	Terms of Repayment	Month in which last installment is due	Prevailing interest rate p.a.	As at 31 st March 2023	As at 31 st March 2022
Term Loan - Vehicle (From Cosmos, Kotak and HDFC banks)	Monthly	Jul-27	8.05%	1.81	1.86
Term Loan - Others					
ICICI Bank Pune	Monthly	Feb-28	1 Yr MCLR + Nil Spread	22.50	22.50
HDFC Bank Pune	Monthly	Sep-28	1 Yr MCLR + 25 bps Spread	22.50	-
				46.81	24.36
Less : Current maturities of non current financial borrowings				3.49	0.53
Total				43.31	23.83

16.2 Maturity profile of term loan are as set out below:

Particulars	2023-24	2024-25	2025-26	2026-27	2027-28	2028-29
Term Loan - Vehicle	0.57	0.50	0.43	0.27	0.03	-
Term Loan - ICICI	2.92	5.00	5.00	5.00	4.58	-
Term Loan - HDFC	-	5.00	5.00	5.00	5.00	2.50

- 16.3** The Company has not defaulted on repayment of loans and interest payment thereon during the current and previous year.
- 16.4** The Company has utilised funds raised from borrowings from banks and financial institutions for the specific purposes for which they were issued/taken
- 16.5** The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.
- 16.6** The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

Particulars	As at March 31, 2023	As at March 31, 2022
Note 17 Non-current Lease Liability		
Lease Liability (Refer note no. 37)	0.28	0.29
	0.28	0.29
Note 18 Non-current Provisions		
Employee benefit liabilities		
Leave encashment	1.38	1.10
Gratuity payable (Refer note no. 36.2)	0.64	1.00
	2.02	2.10

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Note 19 Deferred Tax Liabilities (Net)		
Components of Deferred tax assets/liabilities are as under:		
Deferred Tax Liabilities		
Relating to PPE WDV	8.21	8.65
Income Chargeable on realisation basis	0.18	0.14
	<u>8.39</u>	<u>8.80</u>
Deferred Tax Assets		
Expenses allowable on payment basis	2.35	2.32
Defined Benefit Obligations	0.20	0.25
	<u>2.55</u>	<u>2.58</u>
Net Deferred Tax Liabilities (Net)	<u>5.83</u>	<u>6.22</u>
Note 20 Current Borrowings		
Secured		
Working Capital Loans from Banks		
Rupee Loans from Banks	42.15	13.38
Foreign Currency Loans	2.68	8.32
Unsecured		
Short Term Borrowing from Promoters**	32.43	33.83
Secured		
Current Maturity of Long Term Debt	3.49	0.53
Unsecured		
Current Maturity of Long Term Debt**	-	-
	<u>80.75</u>	<u>56.06</u>

**Includes payable to related parties of ₹ 32.43 Cr. (P.Y. ₹ 33.83 Cr.)

- 20.1** Working capital rupee loans as on 31st March 2023 are availed from Cosmos Bank, ICICI bank and HDFC Bank. The average interest rates on borrowing is around 8.00% p.a. respectively. The Working Capital Loan is secured with Pari Passu charge on Inventory, book debts and secondary charge on assets of Chinchwad plant and Kedgaon plant.
- 20.2** Foreign currency working capital loan as on 31st March 2023 is availed from ICICI Bank. The interest rates on borrowing is 5.88% p.a.. Secured against raw material against export order and/or receivable of specific export order and secondary charge on assets of Chinchwad plant and Kedgaon plant.
- 20.3** Short term borrowings from Directors and Promoters group are unsecured and carries interest @ 10.5% p.a. The maturities of these loans fall on July 2023.
- 20.4** The Company has utilised funds raised from borrowings from banks and financial institutions for the specific purposes for which they were issued/taken.
- 20.5** The Company does not have any charges satisfaction of which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- 20.6** Disclosure of borrowings obtained on the basis of security of current assets

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Quarter	Particulars of Securities provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancy	Remarks
FY 2022-23:-						
Jun-22						
Inventory		143.84	134.90	8.94	Material in Transit and book debts more than 120 days are not reported in the statements filed with bank.	Refer summary of reconciliation below
Book Debts		41.17	30.92	10.26		
Sep-22						
Inventory		177.37	171.08	6.29		
Book Debts	Book Debts and Inventory	35.55	37.06	(1.51)		
Dec-22						
Inventory		225.55	225.33	0.22		
Book Debts		29.51	27.33	2.18		
Mar-23						
Inventory		227.23	221.76	5.47		
Book Debts		35.06	33.56	1.50		

Quarter	Particulars of Securities provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancy	Remarks
FY 2021-22:-						
Jun-21						
Inventory		83.49	73.10	10.39	Material in Transit and book debts more than 120 days are not reported in the statements filed with bank.	Refer summary of reconciliation below
Book Debts		40.49	28.94	11.54		
Sep-21						
Inventory		113.41	106.36	7.05		
Book Debts	Book Debts and Inventory	42.35	30.47	11.89		
Dec-21						
Inventory		138.44	135.57	2.86		
Book Debts		40.43	33.72	6.71		
Mar-22						
Inventory		174.29	163.75	10.54		
Book Debts		42.59	27.30	15.29		

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)

(₹ in Crores unless otherwise stated)

Note: The bank to whom the security is being offered are The Cosmos Co-operative bank Limited, HDFC Bank Limited and ICICI Bank Limited.

Summary of Reconciliation - For FY 2022-23

Particulars	Quarter			
	Jun-22	Sep-22	Dec-22	Mar-23
Inventory & Book Debts				
Amount as per books of account	185.02	212.92	255.06	262.29
Amount as reported in the quarterly return/ statement	165.82	208.14	252.66	255.32
Difference	19.20	4.78	2.40	6.97
Reconciling items:-				
Inventory				
Material in Transit/Trial Production/Revaluation	(8.94)	(6.29)	(0.22)	(5.47)
Book Debts				
Building material division Debtors more than 120 days	(6.91)	(3.63)	(1.66)	(6.48)
Advances received from Debtors	4.66	5.14	6.20	7.98
Windmill Debtors	(8.01)	-	(6.72)	(3.00)
Sub-Total	(19.20)	(4.78)	(2.40)	(6.97)

Summary of Reconciliation - For FY 2021-22

Particulars	Quarter			
	Jun-21	Sep-21	Dec-21	Mar-22
Inventory & Book Debts				
Amount as per books of account	123.97	155.76	178.87	216.88
Amount as reported in the quarterly return/ statement	102.04	136.83	169.29	191.05
Difference	21.94	18.94	9.58	25.83
Reconciling items:-				
Inventory				
Material in Transit	(10.38)	(7.05)	(2.79)	(10.54)
Book Debts				
Building material division Debtors more than 120 days	(12.11)	(0.89)	(10.78)	(6.31)
Advances received from Debtors	2.93	0.70	4.00	-
Windmill Debtors	(2.39)	(11.70)	(0.02)	(8.98)
Sub-Total	(21.94)	(18.94)	(9.58)	(25.83)

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Note 21 Current Lease Liability		
Lease Liability (Refer note no. 37)	0.01	0.01
	<u>0.01</u>	<u>0.01</u>
Note 22 Trade Payables		
Total outstanding dues of Micro and Small Enterprises	1.05	1.41
Others*	49.50	43.06
	<u>50.55</u>	<u>44.47</u>

*Includes payable to related parties of ₹ 0.09 Cr. (PY ₹ 1.41 Cr.)

22.1 As defined under Micro, Small and Medium Enterprises Development Act, 2006, the disclosure in respect of the amount payable to such enterprises as at March 31, 2023 has been made in the financial statement based on information received available and identified by the company.

Particulars	As at March 31, 2023	As at March 31, 2022
a) the principal amount remaining unpaid to any suppliers as at the end of each accounting year.	1.05	1.41
b) the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	-	-
c) the amount of interest paid by the Company in terms of Section 16, of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
d) the amount of interest due and payable for the 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 MSMED Act,2006.	0.00	0.00
e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.00	0.00
f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act,2006	-	-

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)

(₹ in Crores unless otherwise stated)

22.2 Ageing of Trade Payables - As at March 31, 2023

Particulars	Unbilled	Not Due	Below 1 Year	1 - 2 Year	2-3 Year	More than 3 Year	Total
MSME	-	0.88	0.17	0.00	-	-	1.05
Trade Creditors	10.11	27.54	9.83	1.22	0.56	0.24	49.50
Total	10.11	28.43	10.00	1.22	0.56	0.24	50.55

22.2 Ageing of Trade Payables - As at March 31, 2022

Particulars	Unbilled	Not Due	Below 1 Year	1 - 2 Year	2-3 Year	More than 3 Year	Total
MSME	-	1.27	0.14	-	-	-	1.41
Trade Creditors	6.00	28.04	7.87	1.12	0.01	0.02	43.06
Total	6.00	29.31	8.01	1.12	0.01	0.02	44.47

Particulars	As at March 31, 2023	As at March 31, 2022
Note 23 Other Current Financial Liabilities		
Deposits from Stockists/dealer/supplier	12.98	11.53
Unclaimed Dividend*	0.13	0.11
Other Payables**	6.62	7.99
	<u>19.73</u>	<u>19.63</u>

*There are no amount due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.

**Includes payable to related parties of Rs. 1.59 Cr. (P.Y. Rs.3.17 Cr.) and includes payable to employees, interest accrued but not due on loans etc.

Particulars	As at March 31, 2023	As at March 31, 2022
Note 24 Other Current Liabilities		
Payables for capital goods purchased	4.95	2.97
Advances from customers	7.97	5.08
GST/VAT/TDS/Service tax/Withholding taxes, other taxes and contribution payables	3.19	1.25
	<u>16.11</u>	<u>9.30</u>
Note 25 Provisions for Employee Benefits		
Leave encashment	0.69	0.55
Provision for Bonus*	2.02	1.72
Provision for Tax (Net of Advance Tax)	-	0.30
	<u>2.71</u>	<u>2.57</u>

*includes payable to related parties of ₹ 0.51 Cr. (P.Y. Rs. 0.45 Cr.)

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Note 26 Revenue from Operations		
Sale of products	577.98	529.82
Sale of wind power	10.93	11.29
Total sale of products and services	588.91	541.11
Other operating income	4.90	1.37
	<u>593.81</u>	<u>542.48</u>
Note 27 Other Income		
Interest Income	0.23	0.24
Dividend Income	0.01	0.00
Profit on Sale of assets	0.00	0.03
Realised gains on Financial assets Investment measured at FVTPL	0.82	2.41
Unrealised gains on Financial assets Investment measured at FVTPL	0.17	0.00
Other non - operating income *	0.20	0.80
Net gain on exchange fluctuation	1.98	0.38
	<u>3.41</u>	<u>3.86</u>
* Includes VJPL incentive of Rs. 0.07 cr (P.Y. Rs. 0.65 cr)		
Note 28 Cost of Raw Materials Consumed		
Cost of raw materials consumed	334.89	285.83
	<u>334.89</u>	<u>285.83</u>
Note 29 (Increase) / Decrease in Inventories		
Opening Stock :		
Work In Progress	0.11	0.08
Finished Goods	75.38	66.31
Traded goods	0.38	0.35
	<u>75.88</u>	<u>66.74</u>
Less:- Closing Stock :		
Work In Progress	0.20	0.11
Finished Goods	91.59	75.38
Traded goods	0.36	0.38
	<u>92.15</u>	<u>75.88</u>
	<u>(16.27)</u>	<u>(9.14)</u>

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)

(₹ in Crores unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Note 30 Employee Benefit Expenses		
Salaries , Wages, Bonus and leave Encashment	33.79	30.29
Contribution to the Provident Fund and other Funds	2.52	2.16
Welfare Expenses	1.35	0.98
	<u>37.66</u>	<u>33.43</u>
30.1 Additional disclosure as per IND AS 19 is provided in Note No. 36		
Note 31 Finance Cost		
Interest Expenses	8.85	4.60
Interest on Income Tax	0.18	0.01
	<u>9.03</u>	<u>4.61</u>
Note 32 Depreciation and Amortisation Expenses		
Depreciation of PPE	23.68	14.63
Right of Use	0.10	0.08
Amortisation of intangible assets	0.04	0.05
	<u>23.82</u>	<u>14.76</u>
Note 33 Other Expenses		
(A) Manufacturing Expenses:		
Stores and Consumables	19.89	16.67
Power, fuel and Water Charges	30.13	23.70
Labour charges, sub-contracting charges and machine hire charges	20.43	17.34
Machinery maintenance	2.05	2.14
Repairs and maintenance - Windmill	3.96	3.74
Insurance	0.49	0.41
Other manufacturing expenses	3.07	2.86
	<u>80.02</u>	<u>66.86</u>
(A)		

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(B) Administration, Selling and Establishment Expenses:		
Professional and Consultancy fees	3.38	2.88
Travelling, conveyance and vehicle maintenance	5.51	2.87
Rent	0.38	0.37
Building Repairs and maintenance	0.72	0.15
Rates and Taxes	0.88	0.44
Insurance	0.31	0.33
Other Repairs	1.90	2.47
Unrealised gains on Financial assets Investment measured at FVTPL	0.00	0.43
Breakages and Damages	6.23	2.37
Sales promotion and Advertisement Expenses	4.45	2.66
Commission on sales	0.56	0.51
Carriage outward and Forwarding Expenses	39.93	39.02
Exchange fluctuation loss	0.00	0.00
Provision for Bad and Doubtful debts written off/ (written back)	(0.28)	1.05
Remuneration to auditors	0.10	0.09
CSR Expenses	1.28	1.02
Other Miscellaneous Expenses	11.12	8.68
	(B)	
	76.48	65.35
	Total(A+B)	
	156.50	132.21
33.1 Payment to Statutory Auditors		
(In respect of debit to Profit and Loss A/c)		
<i>As a Auditor</i>		
Satutory Audit Fees	0.08	0.07
Limited Review of Quarterly Results	0.02	0.02
	0.10	0.09
<i>In Other Capacity</i>		
Certification Work etc.	-	-
	-	-
	-	-
33.2 Cost Auditor		
Cost Audit Fees	0.00	0.00

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Note 34 Exceptional Items	-	-
	-	-
	-	-

Note 35 Contingent Liabilities And Commitments

35.1 Contingent liabilities not provided for :

Particulars	As at March 31, 2023	As at March 31, 2022
a) Bank Guarantees / Letters of Credit	5.02	12.54
b) Due towards disputed statutory liability (Total amount disputed ₹ 2.37 Cr. , amount paid ₹ 0.26 Cr., net under protest ₹ 2.11 Cr. PY Total amount disputed ₹ 3.21 Cr. , amount paid ₹ 0.21 Cr., net ₹ 3.00 Cr)	2.11	3.00
c) Claims against the company not acknowledged as debts The Company does not have any Benami property. Also, no proceeding has been initiated or pending against the Company for holding any Benami property.	-	-
35.2 Commitments Estimated amount of contracts remaining to be executed on Capital Account net of advances and not provided for	26.94	17.43

Note 36 Disclosures In Accordance With Ind As 19 On “Employee Benefits”

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
36.1 Defined contribution plan Contribution to the defined contribution plan recognized as expense for the year are as under Employer's Contribution to Provident Fund (Including administrative expenses)	1.91	1.57

The Provident Fund contributions are contributed to the Regional Provident Fund Commissioner. The company has no further payment obligation 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.

36.2 Defined benefit plan

The Employee Gratuity Fund Scheme is a defined benefit plan. The present value of the obligation is based on Actuarial Valuation using Projected unit credit method.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Expenses recognised in statement of profit and loss		
Current service cost	0.34	0.30
Net Interest	0.04	0.06
Mortality charges and taxes	-	-
Total Expense	<u>0.38</u>	<u>0.36</u>
Amount recognized in Other comprehensive income		
Remeasurement of DBO		
1. Remeasurements - changes in demographic assumptions	-	
2. Remeasurements - changes in financial assumptions	(0.15)	(0.06)
3. Remeasurements due to plan experience	(0.03)	(0.08)
4. Remeasurement of Plan assets	(0.02)	(0.12)
Expense/(Income) recognized as OCI	<u>(0.20)</u>	<u>(0.27)</u>
Reconciliation of opening and closing balance of changes in present value of defined benefit obligation		
Opening defined benefit obligation	3.74	3.42
Service cost	0.34	0.30
Interest cost of DBO	0.21	0.19
Remeasurement of DBO	(0.18)	(0.14)
Benefits paid	(0.25)	(0.29)
Transfer of Liability - Scheme of Demerger	-	0.27
Closing defined benefit obligations	<u>3.86</u>	<u>3.74</u>
Reconciliation of opening and closing balance of changes in fair value of plan assets		
Opening fair value of plan assets	2.69	2.20
Net interest on plan assets	0.16	0.13
Contribution by employer	0.61	0.32
Remeasurement of Plan assets	0.02	0.12
Benefits paid		
1. Regular benefit payments from the fund	(0.25)	(0.29)
2. Benefit payments as settlement from the fund	-	-
Assets acquired - Scheme of Demerger	-	0.21
Mortality Charges & Taxes	-	-
Closing balance of fair value of plan assets	<u>3.23</u>	<u>2.69</u>

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
Amount recognized in the balance sheet including reconciliation of the present value of the defined benefit obligation and fair value of the plan assets to the assets and liabilities recognized in balance sheet		
Present value of Defined benefit obligation	3.86	3.74
Fair value of plan assets	3.23	2.69
Net liability recognized in balance sheet	0.63	1.06
Short Term unfunded obligations	-	-
Long Term unfunded obligations	<u>0.63</u>	<u>1.06</u>
The plan assets have been primarily invested in insurer managed funds.		
Actuarial Assumptions		
Discount rate (per annum)	7.14%	6.22%
Salary increment rate (per annum)	7.00%	7.00%
Attrition Rates	15.00%	15.00%
Mortality Rates	IALM* (2012-14)	IALM* (2012-14)
(* India Assured Lives Mortality)		

DBO Sensitivity Analysis :

Discount rate, salary escalation rate and attrition rate are significant actuarial assumptions. The change in the present value of defined benefit obligation for a change in assumed actuarial assumption is given below holding all other assumptions constant.

Particulars	As at March 31, 2023	As at March 31, 2022
DBO assumptions	3.87	3.47
Discount rate +1%	3.72	3.33
Discount rate -1%	4.03	3.63
Salary escalation rate +1%	4.02	3.62
Salary escalation rate -1%	3.73	3.34
Attrition rate 25% increase over assumed rate	3.85	3.45
Attrition rate 25% decrease over assumed rate	3.88	3.51
Expected Contribution to the Gratuity Funds in the next year : ₹ 0.98 Crore		

Maturity Profile

The weighted average duration of the defined benefit obligation is 4.99 years. (Weighted by discounted cash flows)

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Note 37 Ind AS 116 “ Leases “

Operating lease where Company is a lessee:

The Company has entered into non-cancellable operating lease for land. Effective April 01, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to the lease contract existing on 1st April, 2019 using modified retrospective method. In accordance with transitional provisions of Ind AS 116 " Leases", the Company recognised the lease liability at the date of initial application i.e. April 01, 2019 at the present value of remaining lease payments, discounted using incremental borrowing rate of the Company. The Company recognised right of use asset at an amount equal to the lease liability. Right of use asset is depreciated on straight line method based on balance number of months of lease term.

On transition, the adoption of the new standard resulted in recognition of lease liability of ₹ 0.33 Cr and corresponding 'Right of use' asset of ₹ 3.94 Cr as at 1st April, 2019.

The weighted average incremental borrowing rate applied to lease liabilities as at April 01, 2022 is 9.50%.

Following practical expedients were elected on initial application of the Standard:

- (i) Not to apply this standard to contracts that were not previously identified as containing a lease in terms of IND AS 17
- (ii) Applied exemption not to recognise right of use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- (iii) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(A) Changes in the carrying value of Right of use Asset		
Opening Balance	5.01	3.79
Add: Recognised during the year in terms of IND AS 116	-	-
Add: Transfer of asset - Scheme of Demerger	-	1.30
Less: Deletion	-	-
Less: Amortization during the year	(0.10)	(0.08)
Closing Balance	<u>4.91</u>	<u>5.01</u>
(B) Changes in Lease Liability		
Lease liability as on 1st April	0.30	0.31
Add: Recognised during the year in terms of IND AS 116	-	-
Add: Interest cost accrued during the year	0.03	0.03
Less: Payment of lease liability	0.04	0.04
Less: Deletion	-	-
Lease liability at the year end	<u>0.29</u>	<u>0.30</u>
(C) Current and Non-current Lease Liability		
Current Lease Liability	0.01	0.01
Non-current Lease Liability	0.28	0.29
	<u>0.29</u>	<u>0.31</u>

Rental expenses of ₹ 0.38 Crores (P.Y. ₹ 0.37 Crores) in respect of obligation under short-term leases or cancellable in nature have been charged to Statement of Profit and Loss.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

The table below provides contractual maturities of lease liability as on 31st March, 2023 on an undiscounted basis:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<u>Non cancellable operating lease obligations</u>		
- Not Later than one year	0.04	0.04
- Later than one year but not later than five years	0.17	0.17
- Later than five years	0.28	0.32
	<u>0.49</u>	<u>0.53</u>

The Company does not face a significant liquidity risk with regard to its lease liability as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Note 38 Earning per Share (EPS)		
- Net Profit after tax as per Statement of Profit and Loss attributable to the Equity Shareholders ₹ in Crores) - (A)	37.11	61.82
- Basic / Weighted average number of Equity Shares outstanding during the year - (B)	10,946,300	10,946,300
- Nominal value of Equity Shares (₹)	10.00	10.00
- Basic / Diluted Earning per Share (₹) - (A)/(B)	33.90	56.48

Note: The company did not have any potentially dilutive securities in any of the periods presented.

Note 39 Segment information

39.1 Segment description :

Operating segments are reported in a manner consistent with the internal reporting provided to the Chairman and Managing Director who are responsible for allocating resources to and assessing the performance of operating segments. Following business segments have been considered as primary segments :

- a) Building Material segment, which consists of manufacturing and trading of asbestos sheets, flat sheets, non-asbestos flat sheets, accessories for roofing products, doors and other building material.
- b) Power Generation segment, which consists of generation of electricity through windmills.

39.2 Segment accounting policies:

In addition to the significant accounting policies applicable to the business segments as set out in note 2 above, the accounting policies in relation to segment accounting are as under:

i. Segment revenue and expenses:

Segment revenue and expenses include the respective amounts identifiable to each of the segments. Unallocable items in segment results include income from bank deposits, dividend, profit on sale of investments and corporate expenses.

ii. Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, trade receivables, inventories and fixed assets (net of allowances and provisions), which are reported as direct off sets in the balance sheet. Segment liabilities include all operating liabilities and consists principally of creditors and accrued liabilities.

The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the Company's financial statements.

iii. Inter segment revenue :

The company adopts a policy of pricing inter segment revenue at comparable cost to the transferee segment.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(I) Segment Revenue		
a) Building Material	579.84	531.05
b) Power Generation	18.25	15.52
	<u>598.09</u>	<u>546.57</u>
Less : Inter Segment Revenue	4.28	4.09
Net Sales / Income from Operations	<u><u>593.81</u></u>	<u><u>542.48</u></u>
(II) Segment Results Profit / (Loss) before tax and interest from each segment		
a) Building Material	50.49	80.61
b) Power Generation	8.90	6.43
	<u>59.39</u>	<u>87.04</u>
Less :- (I) Finance cost	9.03	4.61
(II) Unallocable Expenditure net of unallocable Income	-	-
Add:- Un-allocable income Net of unallocable Expenditure	1.23	2.21
Profit / (Loss) Before Income Tax	<u><u>51.59</u></u>	<u><u>84.64</u></u>
(III) Segment Assets		
a) Building Material	497.38	392.24
b) Power Generation	42.93	52.00
c) Unallocable	16.32	24.33
	<u>556.63</u>	<u>468.57</u>
(IV) Segment Liabilities		
a) Building Material	219.10	162.66
b) Power Generation	1.82	1.71
c) Unallocable	0.39	0.11
	<u>221.31</u>	<u>164.48</u>
(V) Geographical segment		
a) Revenue by location of customers		
India	526.20	492.19
Outside India	67.61	50.29
	<u>593.81</u>	<u>542.48</u>
b) Non-current assets by location of assets		
India	235.80	199.43
Outside India	-	-
	<u>235.80</u>	<u>199.43</u>

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Note 40 Corporate Social Responsibility expenditure

Expenditure incurred on corporate social responsibility activities is ₹ 1.28 Crores (Previous Year ₹ 1.02 Crores.). Average net profit/(loss) for last three financial years calculated as per section 198 of Companies Act, 2013 is ₹ 63.94 Crores (Previous Year ₹ 50.89 Crores).

Note 41 Details of Corporate Social Responsibility (CSR) expenditure

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
1. Amount required to be spent by the company during the year	1.28	1.02
2. Amount of expenditure incurred	1.32	1.02
3. Shortfall at the end of the year (1-2)	-	-
4. Total of previous years shortfall	-	-
5. Reason for shortfall	NA	NA
6. Nature of CSR activities	Promoting education, Eradicating hunger	Promoting education, Eradicating hunger

In case of excess amount spent, the following disclosure should be made#:

Year	In case of Section 135(5) Excess amount spent			
	Opening Balance	Amount required to be spent during the year	Amount spent during the year	Closing Balance
FY 2022-23	0.00	1.28	1.32	0.04

Note 42 Financial Instruments and Risk Management

A) Accounting classification and fair value :

The following table shows the carrying amounts and fair values of Financial Assets and Financial Liabilities including their levels in the fair value hierarchy -

Particulars	As at March 31, 2023				As at March 31, 2022			
	Carrying amount	Level of inputs used			Carrying Amount	Level of inputs used		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial assets								
At Amortised cost								
Trade receivables	35.06				42.60			
Cash & cash equivalents	2.28				1.04			
Other Balance with Bank	3.80				3.29			
Loans & Advances	0.04				0.07			

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2023			As at March 31, 2022				
	Carrying amount	Level of inputs used			Carrying Amount	Level of inputs used		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Others								
-Non current	3.52				3.52	-	-	
-current	0.09				0.29	-	-	
At fair value through OCI								
Investments	0.15	-	-	0.15	0.15	-	0.15	
At fair value through Profit and Loss Account								
Investments	11.17	11.17	-	-	21.09	21.09	-	
Financial Liabilities								
At Amortised cost								
Borrowings								
-Non current	43.31	-	-	-	23.83	-	-	
-current	80.75	-	-	-	56.06	-	-	
Lease Liability								
-Non current	0.28	-	-	-	0.29	-	-	
-current	0.01	-	-	-	0.01	-	-	
Trade payables	50.55	-	-	-	44.47	-	-	
Others								
-Non current	-	-	-	-	-	-	-	
-current	19.73	-	-	-	19.63	-	-	
At fair value through Profit and Loss Account								
-current (Derivative Contracts not designated as hedge)	-	-	-	-	-	-	-	

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
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The financial instruments are categorized in to three levels based on the inputs used to arrive at fair value measurements as described below -

Level 1 - Quoted prices in active markets for identical assets and liabilities.

Level 2 - Inputs other than the quoted prices included within level 1 that are observable for assets or liability either directly or indirectly.

Level 3 - Inputs based on unobservable market data

Management uses its best judgement in estimating fair value of financial instruments. However there are inherent limitations in any estimation techniques. Therefore for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the company could have realised or paid in sale transactions as on respective date. As such the fair value of financial instruments subsequent to the reporting date may be different from the amounts reported at each reporting date.

B) Financial Risk Management

The company has a exposure to the following risks arising from financial instruments -

- Credit risk
- Liquidity risk
- Market risk

Risk Management

The Company's senior management oversees the management of these risks. The senior management assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the company.

i. Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade Receivable:

Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

Cash and cash equivalents:

Bank deposits are made with reputed banks and hence credit risk associated with it is generally low.

ii. Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time. The company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liability when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

The table below analysis the company's financial liabilities into relevant maturity grouping based on their contractual maturities

Particulars	Less than 1 Year	1 to 5 Years	> 5 Years	Total
As at March 31, 2023				
Borrowings	80.75	40.81	2.50	124.06
Other Financial Liabilities	19.73	-	-	19.73
Trade & Other Payable	50.55	-	-	50.55
Lease Liability	0.01	0.08	0.21	0.29
	151.04	40.89	2.71	194.64

Particulars	Less than 1 Year	1 to 5 Years	>5 Years	Total
As at March 31, 2022				
Borrowings	56.06	19.25	4.58	79.89
Other Financial Liabilities	19.63	-	-	19.63
Trade & Other Payable	44.47	-	-	44.47
Lease Liability	0.01	0.07	0.23	0.30
	120.18	19.31	4.81	144.30

iii. Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from change in the price of financial instruments. Market risk comprises of three types of risks: interest risk, foreign currency fluctuation risk and other price risk such as commodity price risk. The objective of market risk management is to manage and control market risk exposure within acceptable parameters while optimizing profits.

a) Foreign currency risk:

The summary of quantitative data about the Company's exposure to currency risk is as follows:

(₹ in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivables		
US \$	8.59	9.53
Trade Payables		
US \$	1.24	0.06
Dealer Deposit		
US \$	0.38	0.38
Foreign currency borrowings		
US \$	2.68	8.32
Net exposure to foreign currency risk (assets)	4.28	0.77

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)

(₹ in Crores unless otherwise stated)

Foreign currency sensitivity analysis:

The following table demonstrates sensitivity to a reasonable possible change in foreign currency exchange rates with all other variables held constant:

(₹ in Crores)

Change in US \$	Profits/(Loss)		Equity net of tax	
	2022-2023	2021-2022	2022-2023	2021-2022
5% increase	0.21	0.04	0.15	0.03
5% decrease	(0.21)	(0.04)	(0.15)	(0.03)

b) Interest rate risk:

The Company's exposure to the changes in market interest rate relates to floating rate obligations.

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

(₹ in Crores)

Particulars	2022-2023	2021-2022
Borrowings		
Floating (includes current and non-current maturities)	54.15	32.21
Fixed (includes current and non-current maturities)	69.91	47.69
Total	124.06	79.89

Interest rate sensitivity analysis:

The following table demonstrates sensitivity to a reasonable possible change in interest rates with all other variables held constant

(₹ in Crores)

Change in Interest rate	Profits/(Loss)		Equity net of tax	
	2022-2023	2021-2022	2022-2023	2021-2022
2% increase	(1.08)	(0.64)	(0.78)	(0.47)
2% decrease	1.08	0.64	0.78	0.47

Note 43 Capital Management

The Company's objectives when managing capital are to (a) maximize shareholders' value and provide benefit to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders.

(₹ in Crores)

Particulars	2022-2023	2021-2022
Total Debt (Bank and other borrowings)	124.36	80.19
Equity	335.33	304.09
Debt to Equity (net)	0.37	0.26

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Note 44 Related party transactions :

List of persons and the relationship with related parties as certified by management with whom transactions have taken place during the year with value of transactions is as follows :

NAME OF THE RELATED PARTY -

I) Associates -

- | | |
|-------------------------------------|-----------------|
| a) Poonam Roofing Products Pvt.Ltd. | b) Poonam Tiles |
| c) JVS Comatsco Industries Pvt Ltd | |

II) Key Management Personnel -

- a) Mr.Jayesh P. Patel - Chairman, Whole-time Director
- b) Mr.Satyen V. Patel - Managing Director
- c) Mr.T.R.Maheshwari - CEO, CFO, Whole-time Director
- d) Mr. Suresh U. Joshi - Whole-time Director
- e) Mr. Rajib Kumar Gope - Company Secretary

III) Relatives of Key Management Personnel -

- a) Mr. Purushottam L. Patel
- b) Mr.Vallabh L. Patel
- c) Ms. B.P.Patel
- d) Ms. P. V. Patel
- e) V L Patel (HUF)
- f) S V Patel (HUF)
- g) Ms. Shilpa J Patel
- h) Mr. V. V. Patel
- i) Ms. Geeta S.Patel
- j) Ms. Trilochana V Patel
- k) V V Patel (HUF)
- l) Mr. Jigar Patel
- m) Mr Chetan Patel
- n) Mr. J V Patel
- o) Ms. Harsha J Patel
- p) P L Patel (HUF)
- q) Ms. Purna C. Patel

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Transactions during the year with related parties

Particulars	Associates		Key Management Personnel		Relatives Of Key Management Personnel	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
1) Transactions during the year						
a) Unsecured Loan						
i) Taken during the year	-	-	-	-	-	-
ii) Repaid during the year	1.00	-	-	0.93	0.40	3.55
b) Interest						
Interest on Unsecured Loan paid during the year	1.47	1.50	0.10	0.12	1.92	2.01
c) Rent paid	0.00	0.00	-	-	-	-
d) Managerial Remuneration paid during the year*	-	-	5.69	7.28	0.29	0.24
e) Dividend Paid	0.02	0.02	0.72	0.60	3.55	3.55
2) Balance outstanding as on year end**						
a) Debts Due	0.09	0.02	-	-	-	0.00
b) Debts receivable	-	1.43	-	0.00	-	-
c) Unsecured Loan / ICD	13.25	14.25	1.00	1.00	18.18	18.58
d) Managerial Remuneration Payable	-	-	0.97	0.60	0.03	0.02
e) Managerial Remuneration Payable-Commission	-	-	0.85	2.72	-	-
f) Interest Payable on Unsecured Loan	0.11	0.11	0.01	0.01	0.15	0.15

* Managerial remuneration includes employers PF contribution but excludes post employment benefit of gratuity and Provision for leave benefit scheme, as separate figures for KMP and relatives of KMP is not available being actuarially determined on an overall basis. Post employment benefits are included on payment basis.

The sitting fees paid to non-executive directors is ₹ 0.0275 Crores and ₹ 0.0255 Crores for the year ended March 31, 2023 and March 31, 2022 respectively.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Note 45 Income Tax

45.1 Reconciliation of tax expenses and accounting profit multiplied by tax rate

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit before income tax expense	51.59	84.64
Tax at the Indian tax rate of 25.168% (2021-22 : 25.168%)	12.98	21.30
Effect of non-deductible expenses	1.97	1.91
Effect of Income Chargable at Special Rate	(0.05)	-
Effect of Tax of Earlier Years	-	-
Effect of other	(0.43)	(0.39)
Effect of deferred tax change in rate	-	-
Income Tax expense of current year	14.47	22.82

45.2 Deferred Tax Liabilities/ (Assets) (net)

The balance comprise of temporary differences attributable to

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liabilities		
Relating to PPE WDV	8.21	8.65
Income chargeable on realization basis	0.18	0.14
	8.39	8.80
Deferred Tax Assets		
Expenses allowable on payment of liabilities	2.35	2.32
Defined Benefit Obligations	0.20	0.25
	2.56	2.58
Net Deferred Tax Liabilities	5.83	6.22

Movement in deferred tax liabilities

Particulars	PPE WDV	Others	Total
As at 31.03.2022	8.65	0.14	8.80
Charged/(credited)			
To Profit and loss	(0.44)	0.04	(0.40)
To OCI	-	-	-
As at 31.03.2023	8.21	0.18	8.40

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)

(₹ in Crores unless otherwise stated)

Movement in deferred tax assets

Particulars	Expenses allowable on payment basis	Defined Benefit Obligation	Tax Losses	Total
As at 31.03.2022	2.32	0.25	-	2.58
Charged/(credited) To Profit and loss	(0.03)	-	-	(0.03)
To OCI	-	0.05	-	0.05
As at 31.03.2023	2.35	0.20	-	2.56

Particulars	2022-23	2021-22
Total Deferred Tax charged/ (credited) to profit and loss	(0.43)	(0.39)
Total Deferred Tax charged/ (credited) to OCI	0.05	0.07

Note 46 The Company has not advanced any loans or advances in the nature of loans to specified persons viz. promoters, directors, KMPs, related parties; which are repayable on demand or where the agreement does not specify any terms or period of repayment.

Note 47 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:

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

Note 48 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:

- 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.

Note 49 The Company does not have any transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Note 50 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

Note 51 Disclosure related to Struck-Off Companies

There are no transactions and / or disputed balances outstanding with companies struck off under section 248 of the Companies Act, 2013.

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023 (CONTD.)

(₹ in Crores unless otherwise stated)

Note 52 Dividends

Dividends paid during the year ended March 31, 2023 include an amount of ₹ 3.00 per equity share towards final dividend for the year ended March 31, 2022 and an amount of ₹ 2.50 per equity share towards interim dividends for the year ended March 31, 2023.

Dividends paid during the year ended March 31, 2022 include an amount of ₹ 3.50 per equity share towards final dividend for the year ended March 31, 2021 and an amount of ₹ 3 per equity share towards interim dividends for the year ended March 31, 2022.

Dividends declared by the Company are based on the profit available for distribution. On May 23, 2023, the Board of Directors of the Company have proposed a final dividend of ₹ 1.5 per share in respect of the year ended March 31, 2023 subject to the approval of shareholders at the Annual General Meeting.

Note 53 Ratio Analysis

Ratios	Numerator	Denominator	2022-23	2021-22	Variance	Reason
(a) Current ratio	Total current assets	Total current liabilities	1.89	2.04	(7.34%)	
(b) Debt-Equity ratio	Debt consists of borrowings and lease liabilities.	Total equity	0.37	0.26	40.63%	Refer Note 1
(c) Debt service coverage ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest	Debt service = Interest and lease payments + Principal repayments	0.94	1.72	(45.47%)	Refer Note 2
(d) Return on Equity ratio	Net Profits after taxes	Average total equity	0.12	0.22	(48.14%)	Refer Note 3
(e) Inventory turnover ratio	Cost of goods sold	Average Inventory	1.59	1.92	(17.52%)	
(f) Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	15.29	13.11	16.69%	
(g) Trade payables turnover ratio	Cost of goods sold	Average trade Payables	6.71	5.73	17.06%	
(h) Net capital turnover ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	3.93	3.96	(0.59%)	
(i) Net profit ratio	Profit for the year	Revenue from operations	0.06	0.11	(45.16%)	Refer Note 4
(j) Return on Capital employed ratio	Profit before tax and finance costs	Capital employed = Net worth + Total Debt + Lease liabilities + Deferred tax liabilities	0.13	0.23	(43.02%)	Refer Note 5
(k) Return on investment ratio	Income generated from invested funds	Average invested funds in treasury investments	0.04	0.04	2.84%	

Note 1 - During FY 22-23, the company has availed additional Term loan facility to finance its expansion at Perundrai Plant and working capital for operations.

Note 2 - Debt service coverage ratio decrease is mainly due to drop in operating margins

Note 3 - Return on Equity is reduced mainly due to drop in operating margin on account of inflation in cost

Note 4 - Net profit ratio decrease is mainly due to drop in margin

Note 5 - Return on Capital employed is decreased mainly due to drop in margins and increase in debt taken for expansion in operations

Note 54 Note on Scheme of Arrangement

The Board of Directors of the Company, at its meeting held on 5th February 2020 had approved the scheme of Arrangement between the Company and Poonam Roofing Products Private Limited (PRPPL) pursuant to section 230 to 232 along with other applicable provision of The Companies Act, 2013 for de merger of Industrial Business Activity Division (Demerged Undertaking) of PRPL into the Company with effect from 1st April 2020.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED
31ST MARCH, 2023 (CONTD.)**

(₹ in Crores unless otherwise stated)

Hon'ble National Company Law Tribunal, Mumbai Bench had pronounced the order on 28th April 2022, approving the aforesaid Scheme of Arrangement. The certified true copy of the said order was received on 11th May 2022 and certified copy of the order sanctioning the Scheme filed by the Company with the Registrar of Companies, Pune, on 1st June 2022 with appointed date as 1st April 2020.

Pursuant to the Scheme of Arrangement, the Company has allotted 13,84,800 fully paid-up equity shares to the eligible shareholders of PRPPL on 27th June 2022.

The Scheme has been accounted for as per the accounting treatment approved by the NCLT read with applicable accounting standards prescribed under section 133 of the Companies Act, 2013. All assets and liabilities of the demerged undertakings have been transferred to the Company and recorded at their respective carrying values in the books of accounts of the Company w.e.f. 1st April 2020. Rs. 0.46 crores have been recognised as Capital Reserve on account of said demerger and to give effect of the scheme, financial statements of the Company have been restated w.e.f. appointed date and accordingly figures for the previous year are not comparable to that extent.

Following is the summary of total assets and liabilities transferred by the Poonam Roofing Products Pvt. Ltd. With respect to Industrial Division undertaking on account of Demerger at Book value as at 1st April 2020:

Particulars	As at April 01, 2020
Assets	
Property, Plant & Equipment	1.38
Deferred Tax Assets	0.02
Trade Receivables	0.38
Other Current Assets	0.23
Cash & Cash Equivalent	0.30
Total Assets	2.31
Liabilities	
Non Current Provision	0.09
Trade Payables	0.10
Provision for Employee Benefits	0.05
Other Current Liabilities	0.22
Total Liabilities	0.46
Net Assets Transferred	1.85
Purchase Consideration (Issue of Equity Shares to the Shareholders)	1.38
Capital Reserve	0.46

Note 55 Update on Code on Social Security, 2020

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. 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.

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2023 (CONTD.)

Note 56 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

Note 57 Previous years' figures have been regrouped/rearranged, wherever necessary.

As per our report of even date

For Joshi Apte & Co.
Chartered Accountants
FRN: 104370W

Sd/-

(CA Prakash Apte)
Partner
(Mem No. 033212)

Place : Pune
Date : May 23, 2023

On behalf of Board of Directors
Sahyadri Industries Limited
CIN: L26956PN1994PLC078941

Sd/-

J. P. Patel
Chairman &
Whole Time Director
DIN : 00131517

Sd/-

S. V. Patel
Managing Director
DIN : 00131344

Sd/-

T. R. Maheshwari
CEO, CFO
& Whole Time Director
DIN : 00063688

Sd/-

Rajib Kumar Gope
Company Secretary
M. No. F8417

**NOTICE
OF
ANNUAL GENERAL
MEETING**

NOTICE

NOTICE is hereby given that the **29th Annual General Meeting** of the Members of Sahyadri Industries Limited is scheduled to be held on Wednesday, 09th August 2023 at 04.00 p.m. through Video Conferencing / Other Audio Visual Means to transact the following businesses:

ORDINARY BUSINESS

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023 TOGETHER WITH THE REPORT OF THE AUDITORS' AND BOARD OF DIRECTORS.**

To consider and, if thought fit, to pass with or without modification following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT, the Audited Financial Statements of the Company for the financial year ended March 31, 2023 along with reports of the Board of Directors and Independent Auditors thereon as laid before meeting, be and are hereby received considered, approved and adopted.”

- 2. TO APPOINT MR SURESH UDDHAV JOSHI (DIN: 00130591) AS A DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

To consider and, if thought fit, to pass with or without modification following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Suresh Uddhav Joshi (DIN: : 00130591) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re- appointed as Director of the Company, liable to retire by rotation.”

- 3. TO CONFIRM THE PAYMENT OF THE INTERIM DIVIDEND OF RS 2.5 PER EQUITY SHARE AND DECLARE A FINAL DIVIDEND OF RS 1.5 PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2023.**

To consider and, if thought fit, to pass with or without modification following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT an interim dividend at the rate of Rs 2.5/- per equity share of Face Value Rs 10/- each (fully paid-up) of the Company declared and paid by board for the Financial Year ended on 31st March, 2023 be and is hereby approved.”

“FURTHER RESOLVED THAT a Final dividend at the rate of Rs 1.5/- per equity share of face Value Rs 10/- each (fully paid-up) of the Company be and is hereby declared for the financial year ended on 31st March, 2023 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended on 31st March, 2023.”

SPECIAL BUSINESS

- 4. TO RATIFY REMUNERATION PAYABLE TO THE COST AUDITOR, MR. NARHAR K. NIMKAR, FOR THE FINANCIAL YEAR 2023- 24.**

To consider and, if thought fit, to pass with or without modification following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT, pursuant to the provisions of Section 148(3) of the Companies Act, 2013 (“the Act”) read Rule 14 (a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendments thereof, for the time being in force) consent of the Company be and is hereby accorded for the payment of remuneration Rs.50,000/- (Rupees Fifty Thousand only) (Plus GST, allowances, and reimbursement of out of pocket expenses) to Company’s Cost Auditor Mr. Narhar K. Nimkar (M.No-6493) Cost Accountants, appointed by Board of Directors of the Company to conduct Audit of the Cost records maintained

by the Company for the Financial year ending on 31st March 2024.

FURTHER RESOLVED THAT, Mr. Jayesh Patel, Chairman and Whole Time Director, Mr. Satyen Patel, Managing Director be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

**On behalf of Board of Directors
SAHYADRI INDUSTRIES LIMITED**

Sd/- Jayesh Patel Chairman and Whole Time Director (DIN: 00131517)	Sd/- Satyen Patel Managing Director (DIN: 00131344)
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Date : May 23, 2023
Place : Pune

Notes :

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act'), with respect to the Special Business to be transacted at the Annual General Meeting (the 'Meeting/AGM') is annexed hereto. The Board of Directors of the Company at its meeting held on 23rd May, 2023 considered that the Special Business under Item No 4 being considered unavoidable, be transacted at the AGM of the Company.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re- appointment at this AGM are annexed.
3. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
5. Pursuant to Section 91 of the Companies Act, 2013, the Company has notified closure of the Register of Members and Share Transfer Books from Thursday, 3rd August 2023 to Wednesday, 09th August 2023 (both days inclusive) for the purpose of AGM and to determine entitlement of dividend on equity shares.
6. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
7. Electronic copy of relevant documents referred to in the accompanying Notice and the Statement will be made available for inspection by the Members through an e-mail. The Members are requested to send an email to cs@silworld.in for the same.
8. Electronic copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the Members at the time of the AGM.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/RTA of the Company.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to

their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA of the Company.

11. Non-Resident Indian Members are requested to inform their Depository Participant, immediately of:
 - A. Change in their residential status on return to India for permanent settlement.
 - B. Particulars of their bank account maintained in India with complete Bank Name, Branch, Account Type, Account Number and Address of The Bank With Pin Code Number, if not furnished earlier.
12. The Final Dividend, if approved, will be paid within 30 (Thirty) days from the date of approval/declaration to those Members whose name appear in the Register of Members as at the close of business hours on 02nd August 2023.
13. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates of various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
14. The requisite form for claiming tax exemption can be downloaded from Company Website www.silworld.in. and required to submitted to company at cs@silworld.in and to RTA at rnt.helpdesk@linkintime.co.in on or before 09th August 2023

RATIONALE FOR AGM THROUGH VC/OAVM ARE AS UNDER:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, December 14, 2021, 05 May, 2022 and 28th December 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Company is convening the Annual General Meeting ('AGM') through VC/OAVM without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020 and circular no.2/2022 dated 5th May 2022, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the /AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.silworld.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE (I) Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, Circular No. 2/2022 dated 5th May 2022, MCA Circular No 10/2022 dated 28th December 2022 and other applicable circulars for the time being in force.

29th Annual Report 2022-23

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

Cut-off date for e-Voting	Wednesday, 02 nd August 2023
Remote e-Voting start date and time	Sunday, 06 th August 2023 at 09:00 A.M. (IST)
Remote e-Voting end date time	Tuesday, 08 th August 2023 at 05.00 P.M. (IST)
Date of AGM	Wednesday, 09 th August 2023 at 04.00 PM.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 02nd August 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 02nd August 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

- 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.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Mrs. Ashwini Inamdar(C.P No: 11226) by e-mail at ashwini.i@mehta-mehta.com with a copy marked to evoting@nsdl.co.in, to the company at cs@silworld.in. and to RTA at rnt.helpdesk@linkintime.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (SMT. Pallavi Mhatre) at evoting@nsdl.co.in

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

The facility of voting through Remote e-Voting system will also be made available during the AGM.

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@silworld.in atleast 7 days prior to meeting mentioning. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7(Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@silworld.in and RTA at rnt.helpdesk@linkintime.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance (7) Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@silworld.in. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO 2 OF THE NOTICE

The additional information required under Regulations 26 and 36 of SEBI (LODR) Regulations, 2015.

Name of the Director	Mr. Suresh Uddhav Joshi (DIN : 00130591)
Age	78 years
Qualification	B.Com, Pune University LLB, Pune University Chartered Accountant – ICAI
Experience (including expertise in specific functional area) / Brief Resume	He has rich experience of 40 years in the field of taxation, Corporate Legal matters, corporate finance, accounts and audit, joint ventures, mergers and acquisitions etc
Terms and Conditions of Re-appointment	No change proposed for re-appointment.
Remuneration last drawn(including sitting fees, if any)	Kindly refer Corporate Governance Report
Date of first appointment on the Board	08/10/2020
Shareholding in the Company as on March 31, 2023	1865 Equity shares of Rs. 10/- each
Relationship with other Directors / Key Managerial Personnel	Not Applicable.
Number of meetings of the Board attended during the financial year (2022-23)	Kindly refer Corporate Governance Report.
Directorships of other Boards as on March 31, 2023	None
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	None

None of the Directors and Key Managerial Personnel or their relatives except Mr. Suresh Uddhav Joshi is concerned or interested, financially or otherwise in the Resolution set out in Item No 2.

The Board recommends the proposed resolution as set out in Item No 2 of the Notice for approval of the Members.

ITEM NO 4 OF THE NOTICE

The Board of Directors at their meeting held on 23rd May 2023, on the recommendations of the Audit Committee, had appointed Mr. Narhar. K. Nimkar (M.No 6493) Cost Accountants as the Cost Auditors of the Company for auditing the Cost records maintained by the Company for Financial Year ending on 31st March 2024 and also fixed their remuneration for the said purpose.

Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendments thereof, for the time being in force) remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

None of the Directors and Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out in Item No 4.

The Board recommends the proposed resolution as set out in Item No 4 of the Notice for approval of the Members.

Shandaar. Jandaar.



No Rusting



Heat Resistant



Sound Insulation



Shandaar. Jandaar.

Swastik Gold Designer Roofing Sheet

6 mm thick and strong

No visible scratches

Safer because of self weight

No annoying rain sound

Wood texture and 2 stain colors

Colour looks better as time passes

No rusting, no leakage

Protection from Fungus / Algae

Cool homes during summer

Metal coloured sheet

Only 0.45 mm thick

Scratches visible

Can be blown away in tornado

Annoying rain sound

Dull unattractive colour

Colour fades as time passes

Rusts and leakages

Formation of Fungus / Algae

Homes heat in summer



Terracotta Solid



Walnut



Shandaar. Jandaar.

