



BHANSALI ENGINEERING POLYMERS LIMITED

CIN : L27100MH1984PLC032637

Registered Office : 301 & 302, 3rd Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai - 400 058.
Tel. : (91-22) 2621 6060/61/62/63/64 • E-mail : abstron@bhansaliabs.com • Website : www.bhansaliabs.com

BEPL/SEC/2023/61

25th May, 2023

<p>To The BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</p> <p>Security Code: 500052</p>	<p>To The National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051</p> <p>Security Code: BEPL</p>
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Sub: Notice of the 39th Annual General Meeting ('AGM') of the Company and Submission of Annual Report for the Financial Year 2022 - 23.

Dear Sir/Madam,

This is further to our earlier letter bearing reference no. BEPL/SEC/2023/60 dated 24th May, 2023. We wish to inform you that, the 39th AGM of the Company is scheduled to be held on Monday, 19th June, 2023 at 11:00 am (IST) through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM'), in compliance with General Circular No. 14/ 2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 20/2020 dated 5 May, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 10 / 2022, dated 28 December, 2022 issued by Ministry of Corporate Affairs, Circular Nos. SEBI/HO/CFD/CMD2/CIRP /P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities and Exchange Board of India (collectively referred as 'Circulars'), respectively to transact the business(es), as set out in the Notice convening the 39th AGM.

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed Annual Report for Financial Year 2022-23 along with the Notice of the 39th AGM containing the matters proposed to be transacted in the AGM, together with the instructions on Remote e-Voting as prescribed by SEBI & instructions for attending the AGM through VC and other general instructions for the benefit of shareholder. The Annual Report is also being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories in accordance with the aforesaid circulars.

Further, please note that the 39th AGM Notice and Annual Report 2022-23 is also available on the Company's website at www.bhansaliabs.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Bhansali Engineering Polymers Limited

Ashwin M. Patel
Company Secretary and GM (Legal)

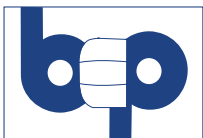
Encl: as above



39th

ANNUAL

REPORT 2022-2023



BHANSALI ENGINEERING POLYMERS LIMITED

An ISO 9001:2015 Company

ACTIVITIES @ BEPL



SAFETY WEEK CELEBRATIONS





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“BEPL – A ZERO DEBT COMPANY, IS WELL EQUIPPED TO MEET FORMIDABLE CHALLENGE OF ACCELERATING GROWTH WITH SUSTAINABLE DEVELOPMENT”



Our Vision is to:

- **Attain excellence by continuously developing and providing the best quality products and services.**
- **Exceed expectations of our customers with Innovative Products.**
- **Build value for all Stakeholders.**
- **Be a Value-driven Organization.**

Our Mission is to:

- **To be the lowest ABS Cost Producer in India with quality standard 'at par' with the Global Best.**
- **To intensify the HRD efforts and keep strengthening the Organization, to be ready to respond to ever-growing market challenges.**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. M. C. Gupta	Chairman, Non-Executive Independent Director
Mr. B. M. Bhansali	Managing Director
Dr. B. S. Bhesania	Non-Executive Independent Director
Mr. Dilip Kumar	Non-Executive Independent Director
Ms. Jasmine F. Batliwalla	Non-Executive Independent Director
Mr. Jayesh B. Bhansali	Executive Director cum Chief Financial Officer
Mr. Kiran H. Bhansali	Whole-Time Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Ashwin M. Patel

COMMITTEES OF THE BOARD

Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee	Stakeholders Relationship Committee	Risk Management Committee
Mr. M. C. Gupta	Dr. B. S. Bhesania	Mr. M. C. Gupta	Dr. B. S. Bhesania	Dr. B. S. Bhesania
Dr. B. S. Bhesania	Mr. M. C. Gupta	Mr. B. M. Bhansali	Mr. B. M. Bhansali	Mr. B. M. Bhansali
Mr. Dilip Kumar	Mr. Dilip Kumar	Mr. Jayesh B. Bhansali	Mr. Jayesh B. Bhansali	Mr. Jayesh B. Bhansali
Mr. Jayesh B. Bhansali		Mr. Kiran H. Bhansali	Mr. Kiran H. Bhansali	Mr. Kiran H. Bhansali

STATUTORY AUDITORS

M/s. Azad Jain & Co., Chartered Accountants

SECRETARIAL AUDITORS

M/s. Rathi & Associates, Company Secretaries

COST AUDITORS

M/s. Joshi Apte & Associates
Cost Accountants

INTERNAL AUDITORS

M/s. B. L. Dasharda & Associates
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

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

JOINT VENTURE COMPANY

Bhansali Nippon A & L Private Limited
Regd. Office: 301 & 302, 3rd Floor,
Peninsula Heights,
C. D. Barfiwala Road,
Andheri (West), Mumbai - 400 058.

BANKERS

Indian Bank
Axis Bank Limited
State Bank of India



CORPORATE INFORMATION

REGISTERED OFFICE

301 & 302, 3rd Floor, Peninsula Heights,
C.D. Barfiwala Road, Andheri (West),
Mumbai - 400 058

MARKETING OFFICES

Ahmedabad

504, 5th Floor, Kalpana Complex,
Near Memnagar Fire Station,
Navranpura,
Ahmedabad - 380 009
(Gujarat)

Bengaluru

Unit No: 907, 9th Floor, A Wing,
Mittal Towers, MG Road,
Bengaluru - 560 001
(Karnataka)

Chennai

Ground Floor,
Thiruthani Murgan Complex,
No. 2/52, Pillaiyar Koil Street, New Colony,
Porur, Chennai - 600116

Gandhidham

House No.SDX-North-69,
Gandhidham,
Kutch – 370 201,
Gujarat

Haryana

Unit no: 302, 3rd Floor,
Palm Court Building 20/4, Sukhrali Chowk,
Opposite Huda Park, Sector 14, Gurugram - 122 001
(Haryana)

Pune

507, 5th Floor,
Lunkod Skymax Mall,
Near Clover Park, Viman Nagar,
Pune - 411014

MANUFACTURING PLANTS



Abu Road

Plot no. SP-138-143,
Ambaji Industrial Area,
Abu Road,
Sirohi - 307 026
(Rajasthan)



Satnoor

Bhansali Nagar, Post: Paradsinga,
Taluka Sausar,
Dist.: Chhindwara,
Satnoor - 480108
(Madhya Pradesh)

PROFILE OF BOARD MEMBERS



Mr. M.C. Gupta is a retired I.A.S. officer of 1960 batch. He has served the Union & State Governments in various capacities including Industries Secretary – Govt. of India, Advisor– Industries Planning Commission and as Member Secretary of the Tenth Finance Commission. He retired as the Chief Secretary to the Govt. of Haryana in 1997. He also served as Advisor to United Nations Industrial Development Organization (UNIDO). He has also served as the Chairman/Director on the Board of many eminent public sector and private sector companies.



Mr. B.M. Bhansali entered in the ABS & SAN manufacturing business in 1986 by setting up of Bhansali Engineering Polymers Limited as a Promoter. He has been honoured with “Udyog Ratan Award” by Institute of Economic Studies; “Indian Achievers Award for Quality Excellence” by All India Achievers Foundation; and “International Achievers Award for Business Excellence” by International Achievers Conference.



Dr. B.S. Bhesania is an eminent Solicitor of High Court, Mumbai. He has experience as Advocate Supreme Court of India, Solicitor Supreme Court of England & Wales, Solicitor Supreme Court of Hong Kong. He has done Ph.D. (Law) from Mumbai University. He was associated as a Consultant with M/s. Mulla & Mulla, Craigie Blunt & Caroe, one of the leading law firms of the country and having international recognition. He has held in the past, directorship of many companies.



Mr. Dilip Kumar was the Ex-Chief Commissioner of Income Tax. He has varied knowledge and experience of Accounting, Taxation, Administration and other allied matters thereto.



Ms. Jasmine F. Batliwalla is a law graduate and member of the Institute of Company Secretaries of India. She has over 37 years' experience across legal, compliance and corporate secretarial functions covering banking, investment banking, equities broking, asset management and insurance broking. As General Counsel, HSBC India, Ms. Batliwalla had managed organic growth, acquisitions, divestments, regulatory challenges across the financial services spectrum. She is currently the Chairperson of the Board of Trustees of HSBC Mutual Fund.



Mr. Jayesh B. Bhansali is a Post Graduate in Commerce and deals with various portfolios of Company including but not limited to Marketing, Finance and General Administration and possesses extensive and enriched experience of the overall affairs of Company.



Mr. Kiran H. Bhansali has Management Experience of more than 25 years with an Engineering Background & possesses various Certifications related to Operations and Quality Management. He has experience in International & Domestic Business, has travelled extensively and participated in International Conferences & Exhibitions. He played a lead role in the Implementation of mySAP ERP, ISO 9001, ISO 14001, OHSAS 18001, KAIZEN, KANBAN, 5's Implementation, Overall Equipment Efficiency (OEE) & many more Quality Systems and Designs meeting International Standards like ASTM, JIS, DIN AFNOR, BIS, ASME etc.



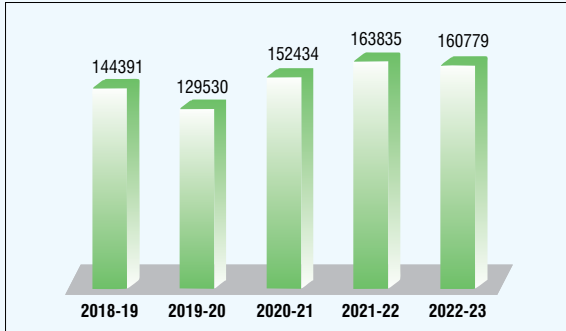
FIVE YEARS STATISTICAL INFORMATION AT A GLANCE

(₹ in lakhs)
(Except EPS & Dividend)

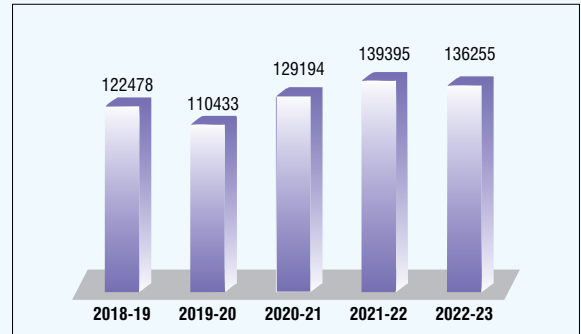
Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Equity Share Capital	1,659.06	1,659.06	1,659.06	1,659.06	1,659.06
Other Equity	1,04,966.95	96,381.20	66,426.35	33,961.29	28,231.20
Total Equity (Net Worth)	1,06,626.01	98,040.26	68,085.41	35,620.35	29,890.26
Net Worth per equity share of ₹ 1/- each	64.27	59.09	41.03	21.47	18.02
Current Ratio	10.88	8.48	8.11	1.72	1.86
Income and Profits					
Gross Sales	1,60,779.02	1,63,834.66	1,52,434.35	1,29,530.37	1,44,391.19
Net Sales (Excluding GST and Excise)	1,36,255.66	1,39,395.00	1,29,194.75	1,10,433.02	1,22,477.99
Profit before Tax	19,479.24	47,208.64	44,597.65	8,261.14	7,736.79
Tax	5,886.36	12,263.30	11,256.34	1,578.68	3,084.03
Profit after Tax	13,592.88	34,945.34	33,341.31	6,682.46	4,652.76
Profit for the Year	13,562.91	34,932.03	33,294.59	6,730.13	4,677.14
Earnings per share (in ₹)	8.19	21.06	20.10	4.03	2.80
Dividend per share of ₹ 1/-	17.00*	3.00	1.00	0.50	0.50

* Includes One-time Special Dividend of ₹ 14/- (1400 %) per Equity Share on account of the Company entering into its 40th year of business operations.

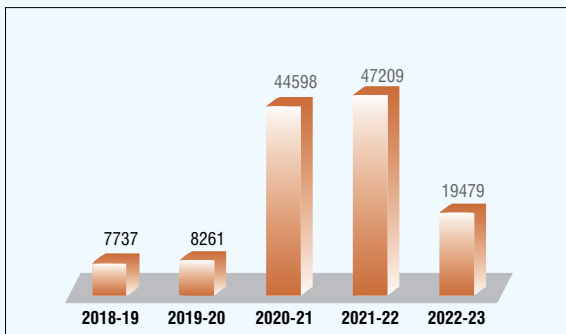
FINANCIAL HIGHLIGHTS



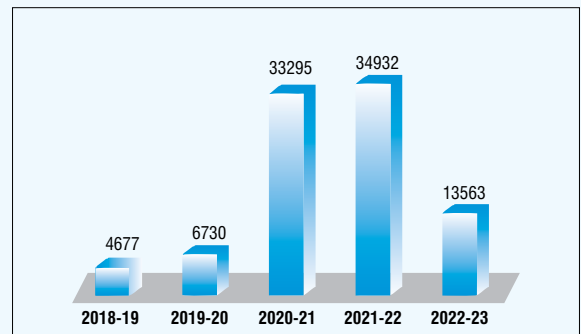
GROSS SALES
(₹ in lakhs)



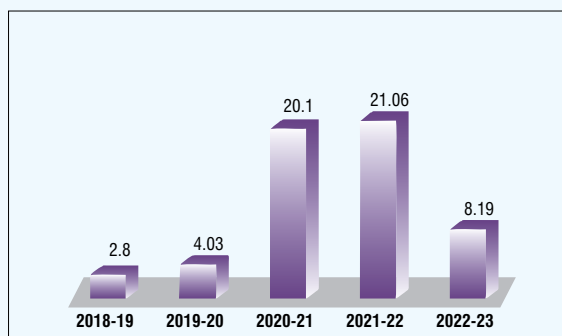
NET SALES
(Excluding GST & Excise)
(₹ in lakhs)



PROFIT BEFORE TAX
(₹ in lakhs)



PROFIT FOR THE YEAR
(₹ in lakhs)



EARNING PER SHARE
(Face Value ₹ 1)



MESSAGE FROM THE CHAIRMAN



Dear Shareholders,

I am extremely happy to be presenting the Annual Report 2022-23 of the Company. The operational revenue (net of GST) is ₹ 1,36,255.66 lakhs and PBT at ₹19,479.24 lakhs. After accounting for taxes of ₹ 5,886.36 lakhs, the profit from continuing operations is ₹ 13,592.88 lakhs whereas the total comprehensive income is ₹ 13,562.91 lakhs. During the fiscal, Sales volume has been impressive and stood at 73,388 MTS as against 59,575 MTS for FY 2021-22, registering a growth of 23.19%. The higher sales volume was on account of optimum capacity utilisation of 96.71% i.e. 72,529 TPA of the rated capacity of 75,000 TPA of ABS and Saleable SAN.

The operations of the Company have to be viewed in the light of the Global economic activity experiencing a slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's conflict with Ukraine continues to overshadow the world economy. The World is entering a phase of recession.

The scenario of subdued global growth is combined with couple of silver linings – oil prices are expected to stay low and India's Current Account Deficit may ease as compared to current projections. The overall external situation will remain manageable. Further, Indian Rupee is now going global as 18 countries have agreed to trade in Rupee, which will reduce the trade related transaction costs, boost trade and reduce India's trade deficit.

I take this opportunity to applaud the efforts made by the management under the dynamic leadership of Shri. B. M. Bhansali, Managing Director. I would also like to place on record the sincere efforts of the Board members. Finally, my gratitude to the shareholders without whom the Company has little meaning.

The golden period is not behind us: it is today, tomorrow and the day after.

Thanking you and with my deepest regards.

M. C. Gupta

Chairman

MESSAGE FROM THE MANAGING DIRECTOR



Dear Shareholders,

It is my privilege to present the performance of the Company for FY 2022-23. I hope this communication finds you all in good health.

The past year has been fairly challenging. The cost-of-living crisis, tightening financial conditions in most regions, Russia's conflict with Ukraine, and the after effects of COVID-19 pandemic all have triggered unprecedented volatility and uncertainties and weigh heavily on the global outlook.

Your Company, despite several challenges, was successful in optimally utilising the production facilities and achieved significant growth in production and sales quantities. The Company recorded the highest ever production levels of ABS and saleable SAN aggregating to 72,529 TPA, thereby achieving a capacity utilisation of 96.71% of the installed capacity of 75,000 TPA. Similarly, the Sales volume for the FY 2022-23 stood at 73,388 TPA as against 59,575 TPA during the previous year 2021-22, registering an impressive growth rate of 23.19%. The Board declared Two Interim Dividends, each of ₹ 1/- (200 %) per Equity Share and recommended a Final Dividend of ₹ 1/- (100 %) per Equity Share (of face value of ₹ 1/- each) for the financial year ended 31st March, 2023 and also recommended a One-time Special Dividend of ₹ 14/- (1400 %) per Equity Share on account of the Company entering into its 40th year of business operations. The total dividend declared and recommended for fiscal 2023 is ₹ 17/- (1700 %).

Your Company follows set of principles which ensures responsible behaviour and value systems and is confident that these principles, practiced on a regular basis, will define the future we are building for a better tomorrow.

Going forward, I am confident that our strategy, practical approach, focus on responsive execution and our committed team will enable us to improve our performance, thereby creating greater shareholder value. The contribution made by the employees at all levels is truly admirable. I express my sincere appreciation to all our Board Members and Shareholders for their continued trust and support which helped us to evolve over the years and has given us the confidence to keep exploring ourselves year after year.

Warm Regards,

B. M. Bhansali
Managing Director

Small Things done with great love will change the world – Mother Teresa



NOTICE

NOTICE is hereby given that the 39th Annual General Meeting ('AGM') of Bhansali Engineering Polymers Limited will be held on Monday, 19th June, 2023 at 11.00 am through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business(es):

ORDINARY BUSINESS:

1. Adoption of Annual Accounts:

To receive, consider and adopt:

- a. Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Board of Directors and Auditors thereon.
- b. Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of Auditors thereon.

2. Declaration of dividend:

- a. To confirm the payment of 1st and 2nd Interim Dividend of ₹ 1/- each (200%) for the Financial Year ended 31st March, 2023.
- b. To declare Final Dividend of ₹ 1/- (100 %) and One time Special Dividend of ₹ 14/- (1400 %) per Equity Share of ₹ 1/- each fully paid up for the Financial Year ended 31st March, 2023.

3. Re-appointment of Mr. Jayesh B. Bhansali (DIN: 01062853), the retiring director:

To appoint a Director in place of Mr. Jayesh B. Bhansali (DIN: 01062853), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Babulal M. Bhansali (DIN: 00102930) as a Managing Director of the Company for a period of 5 (Five) years commencing from 1st April, 2024 to 31st March, 2029: Ordinary Resolution

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, re-enactment or amendment thereof, for the time being in force) and as per the recommendation of Nomination and Remuneration Committee and subject to such other approvals/ permissions, if any as may be required consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Babulal M. Bhansali (DIN: 00102930) as Managing Director of the Company for a period of 5 (five) years with effect from 1st April 2024 to 31st March, 2029 on such terms and conditions as detailed in the explanatory statement attached hereto;

RESOLVED FURTHER THAT, the Board of Directors (“Board”) / Nomination and Remuneration Committee (“NRC”) be and is hereby authorised to alter and vary the terms and conditions of the said appointment including authority from time to time to determine the amount of salary, Performance Linked Incentive as also the type and amount of perquisites, other benefits and allowances payable to Mr. Babulal M. Bhansali in such manner as may be agreed to between the Board / NRC and Mr. Babulal M. Bhansali, subject to the limits prescribed under Section 197 and Schedule V to the Act (including any amendment, modification, variation or re-enactment thereof);

RESOLVED FURTHER THAT, any of the Directors or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such agreements, documents, instruments and writings as may be required with regard to the said appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution without being required to seek any further consent or approval of the shareholders.”

5. Re-designation of Mr. Jayesh B. Bhansali (DIN: 01062853) as Joint Managing Director cum CFO: Ordinary Resolution

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT in partial modification of resolution(s) passed by the Members of the Company at the 36th Annual General Meeting held on 26th September, 2020 pertaining to re-appointment of Mr. Jayesh B. Bhansali (DIN: 01062853) as Executive Director cum CFO of the Company for a term of 5 years commencing from 1st April, 2021 to 31st March, 2026 and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and applicable clauses of Articles of Association of the Company and subject to the approval of the Members of the Company or other approvals, if any, and based on the recommendation of Nomination and Remuneration Committee, consent of the Members of the Company be and is hereby accorded to re-designate Mr. Jayesh B. Bhansali (DIN: 01062853) from ‘Executive Director cum CFO’ to ‘Joint Managing Director cum CFO’ of the Company, with effect from 1st July, 2023 for the remaining term of his present tenure (i.e. till 31st March, 2026).

RESOLVED FURTHER THAT all other terms and conditions pertaining to the appointment of Mr. Jayesh B. Bhansali a managerial person, including payment of remuneration to him, as approved by the Shareholders in the 36th Annual General Meeting held on 26th September, 2020, shall remain unaltered unless otherwise modified by the Board of Directors of the Company;

RESOLVED FURTHER THAT, Mr. Babulal M. Bhansali, Managing Director or Mr. Ashwin M. Patel, Company Secretary and GM (Legal) be and are hereby severally authorized to do all such acts, deeds and things as may be required for giving effect to the above resolution including filing of e-forms etc. with Ministry of Corporate Affairs.”

6. Issue of Bonus Shares

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable regulations and guidelines issued by SEBI or any other regulatory authority(ies) from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and on the recommendation of the Board of Directors of the Company, and subject to such approvals, permissions and sanctions as may be necessary from appropriate authorities as may be required in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board and which expression shall be deemed to include Committee(s) of the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of such sums standing to the credit of the Securities Premium Account, as may be considered appropriate by the Board, for the purpose of the issue of bonus equity shares of the face value of ₹ 1/- each, credited as fully paid-up equity shares, to the holders of the existing equity shares of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL), on such date as may be fixed in this regard by the Board as the record date (hereinafter referred to as the ‘Record Date’), in consideration of their said holding in the ratio of 2:1 i.e. 1 (One) equity shares of the face value of ₹ 1/- each for every 2 (Two) equity share of the face value of ₹ 1/- each held by the Members and that the new bonus shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by such Members and not as the income of the Members.

RESOLVED FURTHER THAT the bonus shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on such date as may be fixed in this regard by the Board/ Committee authorised by the Board.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and in case of Shareholders who hold equity shares in dematerialized form, the bonus shares be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participants and in case of Shareholders who hold equity shares in physical form, the Share Certificate(s) in respect of such bonus shares shall be dispatched, within such time as prescribed by law and relevant authorities.



RESOLVED FURTHER THAT the issue and allotment of the bonus shares to the extent that they relate to Non-Resident Indians, Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval of Reserve Bank of India ("RBI") or any other regulatory authority, as may be necessary or applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus shares on the Stock Exchanges where the shares of the Company are presently listed, as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, things and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with RBI, SEBI, Stock Exchange(s), Depositories or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/ Director(s) /Key Managerial Personnel/ Officer(s) of the Company."

7. Ratification of remuneration payable to the Cost Auditors of the Company for the Financial Year 2023-24:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT**, pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and other applicable acts, rules and regulations, if any and pursuant to the recommendation of Audit Committee, the remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants, Pune (FRN-000240), appointed by the Board of Directors of the Company as the Cost Auditors vide resolution dated 14th May, 2023, to conduct the audit of the cost records of the Company for the Financial Year 2023-24, amounting to ₹ 1,00,000/- (Rupees One Lakh Only) plus taxes and reimbursement of out of pocket expenses that may be incurred during the course of audit, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT, any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary and incidental for giving effect to this resolution."

By Order of the Board of Directors

Ashwin M. Patel
Company Secretary

Place : Mumbai

Date : 21st May, 2023

Registered Office:

301 & 302, 3rd Floor, Peninsula Heights,
C. D. Barfiwala Road, Andheri (West),
Mumbai 400 058

Notes:

1. Pursuant to General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 10/2022 dated 28th December, 2022 (collectively MCA Circulars), permitted companies to conduct AGM through VC or OAVM, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 39th AGM of the Company is being convened and conducted through VC.
2. The Company has enabled the Members to participate at the 39th AGM through the VC facility provided by Link Intime India Private Limited, Registrar and Share Transfer Agents ('RTA/LIIP'). The instructions for participation by the Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
3. In compliance with the aforesaid Circulars, Members attending the 39th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The Company has provided the facility to Members to exercise their right to vote by electronic means, both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to e-voting that will take place during the 39th AGM being held through VC.
5. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. Since the AGM is being held through video conferencing/other audio-visual means, physical attendance of Members has been dispensed with for the 39th AGM. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice. However, a Member may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and/or vote.
7. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Business mentioned in Item No. 4 to 7 of the accompanying Notice is annexed hereto.
8. Corporate Members are required to access the link <https://instameet.linkintime.co.in> and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf.
9. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names shall be entitled to vote.
10. The Register of Directors and Key Managerial Personnel ('KMP') and their shareholding, maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which the Directors are interested, maintained under Section 189 of the Act, shall be available for inspection during the 39th AGM. Members seeking to inspect such documents can send an email to investors@bhansaliabs.com
11. Members are requested to note that the Company's Equity shares are under compulsory DEMAT trading for all class of investors, as per the provisions of SEBI circular dated 29th May, 2000. In view of above, members are advised in their own interest to dematerialize the shares held by them in physical form to avoid inconvenience and avail various benefits of dematerialization.



12. In line with the MCA Circulars, the Notice of the 39th AGM along with the Annual Report 2022-23 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2022-23 is also being available on the Company's website at <https://bhansaliabs.com/annual-reports> and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.
13. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 12th June, 2023 to Monday, 19th June, 2023 (both days inclusive) for determining the name of members for the purpose of AGM and payment of dividend on equity shares, if declared at the meeting.
14. Subject to the applicable provisions of the Act, dividend as recommended by the Board of Directors, if declared at the AGM, will be paid on or before Saturday, 30th June, 2023:
 - a. to all the beneficial owners in respect of shares held in dematerialized form as per the data received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Saturday, 10th June, 2023; and
 - b. to all the members in respect of shares held in physical form at the close of business hours on Saturday, 10th June, 2023.
15. E-voting period will start from Friday, 16th June, 2023 at 9.30 a.m. and will end on Sunday, 18th June, 2023 at 5.00 p.m. Members holding shares as at the close of business hours on Saturday, 10th June, 2023 (being 'cut-off date') shall be entitled to vote on the matters provided in this Notice.
16. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond / coordinate with the Secretarial Department at the Company's registered office or the Company's RTA for revalidation and encashment before the due dates for transferring those dividends to the Investor Education and Protection Fund Authority (IEPF Authority). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to IEPF Authority. In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to DEMAT account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from the IEPF authority by submitting an online application in e-Form IEPF-5 available on <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a Financial Year as per the IEPF Rules.

Pursuant to Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2022 on its website at <https://bhansaliabs.com/unclaimed-dividends> and also on the website of the MCA.

17. Members desirous of obtaining any information on the financials and operations of the Company, are requested to send an email to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready during the meeting.

❖ **Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated 9th December, 2020:**

Pursuant to SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> ❖ If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. ❖ After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. ❖ If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp ❖ Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> ● Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. ● After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. ● If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ● Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> ● You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. ● Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Type of shareholders	Login Method
Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.	<ol style="list-style-type: none">Open the internet browser and launch the URL: https://instavote.linkintime.co.in<ul style="list-style-type: none">❖ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -<ol style="list-style-type: none">User ID: Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company.PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.Shareholders/members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.❖ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).❖ Click “confirm” (Your password is now generated).Click on ‘Login’ under ‘SHARE HOLDER’ tab.Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.E-voting page will appear.Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LEPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian/ Mutual Fund/Corporate Body’** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case shareholders/members are having valid email address, Password will be sent to his/her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

❖ Instructions for attending the AGM through VC:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the "Company" and 'Event Date' and register with your following details:
 - i. **Demat Account No. or Folio No:** Enter your 16 digit DEMAT Account No. or Folio No
 - a) Shareholders/members holding shares in **CDSL DEMAT account shall provide 16 Digit Beneficiary ID**
 - b) Shareholders/members holding shares in **NSDL DEMAT account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - c) Shareholders/members holding shares in **physical form shall provide Folio Number registered with the Company**
 - ii. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - iii. **Mobile No.:** Enter your mobile number.
 - iv. **Email ID:** Enter your email id, as recorded with your DP/Company.
 - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Note: Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMeet website.

**❖ Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:**

- i. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on investors@bhansaliabs.com
- ii. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- iii. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- iv. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- v. Please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Note: Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

❖ Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under:

- 1) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- 2) Enter your 16-digit DEMAT Account No./Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet and click on ‘Submit’.
- 3) After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
- 4) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- 5) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- 6) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Other Instructions:

1. A Member can opt for only one mode of voting, i.e. either through Remote e-voting or by e-voting during the AGM. If a Member casts his/her vote using both the modes, then voting done through Remote e-voting shall prevail.
2. Members, whose names appear in the Register of Members/Record of Depositories as on Saturday, 10th June, 2023, will be eligible for voting. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the AGM Notice who is not a member as on the said date should treat this Notice for information purpose only.
3. Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Company Secretaries, Mumbai (COP No. 3030), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The results of the votes cast through e-voting and remote e-voting will be declared in the manner as specified under the applicable rules and regulations.
5. The results declared along with the Scrutinizer's Report will be communicated to the BSE Ltd. and The National Stock Exchange of India Ltd. and will also be placed on the Company's website www.bhansaliabs.com and on the website of e-voting service provider (<https://instavote.linkintime.co.in>) immediately after the result is declared by the Chairman of the Company or any other person authorized by him.
6. In case of any query/grievance relating to e-voting, Members may contact LIPL by e-mail at enotices@linkintime.co.in or the Secretarial Department of the Company at investors@bhansaliabs.com
7. Members are requested to notify any change in their address immediately, to their respective Depository Participants in respect of their shares held in electronic form quoting Client ID No. and to the RTA of the Company in respect of their physical shares, quoting the Folio No. The members are also requested to submit the proof of changed address for verification purpose.
8. Securities and Exchange Board of India (SEBI) has, vide its circular number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandated to all the physical security holders for furnishing their PAN, KYC and Nomination details with Company or RTA on or before 30th September, 2023.

In the event where any of the aforesaid details are not updated, the Company / RTA will freeze the physical folios, effective from 01st October 2023.
9. Payment of dividend is generally made through National Electronic Clearing Service (NECS) at the RBI Centers by crediting the dividend amount to the bank account of the Members, wherever relevant information is made available to the Company. Members holding shares in physical form and covered under RBI centers, and who have not furnished requisite information and who wish to avail the NECS facility to receive dividend from the Company, may furnish the information to RTA of the Company. Members holding shares in electronic form may furnish the information to their respective Depository Participant(s) in order to receive dividend through NECS mechanism.
10. Members, who hold share under multiple folios in same name(s) or in joint holding, but in same order of names, are requested to consolidate their holdings into single folio.
11. With a view of supporting the 'Go Green initiative', we request Members to register/update their email address with their Depository Participant(s) to enable the Company to send future communications electronically.



EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Act sets out the material facts relating to the special business mentioned in the Notice of the AGM.

ITEM NO. 4:

The tenure of Mr. Babulal M. Bhansali as Managing Director will expire on 31st March, 2024. The Board of Directors of the Company at its meeting held on 21st May, 2023 based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Shareholders, approved the re-appointment of Mr. Babulal M. Bhansali as Managing Director of the Company for a period of 5 (five) years w.e.f. 01st April, 2024 till 31st March, 2029.

The terms of appointment including remuneration payable to Mr. Babulal M. Bhansali as Managing Director and other terms and conditions of the appointment are as under:

Salary	₹ 5,00,000 /- (Rupees Five lakhs) per month
Perquisites & Allowances	<p>a. Leave Travel Concession (LTC) – Return passage for self and his family once in a year in India, in accordance with the Rules / policy of the Company.</p> <p>b. Provision for car, Communication facilities - Provision for car for use of Company's business, cell phone and telephone and other communication facilities at residence for business purpose would not be considered as perquisites.</p> <p>The above-mentioned Managerial Personnel shall be entitled to reimbursement of entertainment expenses, travelling expenses, boarding and lodging and all other incidental expenses incurred in connection with and for the business of Company in India and abroad and will not be deemed / treated as a perquisite. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost.</p> <p>c. Statutory contribution to Provident Fund, Superannuation / Annuity Fund and Gratuity shall be as per respective legal provisions and as may be applicable to the Company.</p> <p>The Company's contribution to Provident Fund and Superannuation & Annuity Fund would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 1961</p> <p>d. Leave Encashment - Leave encashment as per the Rules of the Company. In case of Leave encashment at the end of the tenure, the same will not be considered as perquisite.</p>
Commission (In case of adequate profit in any financial year during his tenure)	5% of net profit of the Company, calculated in the manner as prescribed in Section 198 of the Companies Act, 2013, as amended from time to time, read with Schedule V thereto

In case of the Company having adequate profits, the above-mentioned managerial person will be paid such remuneration, within the limits specified from time to time under Section 197, read with Section I of Part II of Schedule V to the Companies Act, 2013 viz. The total managerial remuneration payable by a public Company, to its directors, including managing director and whole-time director and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that Company for that financial year computed in the manner laid down in Section 198, except that the remuneration of the directors shall not be deducted from the gross profits.

Provided further that, except with the approval of the Company in general meeting, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the Company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year, the monthly remuneration payable to the managerial person shall be within the maximum ceiling limit specified under Section II Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company.

The scope and quantum of remuneration and perquisites specified hereinabove may be enhanced, enlarged, widened, altered or varied by the Board of Directors/ NRC in the light of and in conformity of the Companies Act and or / the rules and regulations made there under and/or such guidelines as may be announced by Central Government from time to time.

Except Mr. Babulal M. Bhansali and his relatives, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in resolutions set-out under Item no. 4 of the Notice.

ITEM NO. 5:

The Shareholders of the Company at its 36th Annual General Meeting held on 26th September, 2020 had approved the re-appointment of Mr. Jayesh B. Bhansali (DIN:01062853) as the 'Executive Director cum CFO' of the Company for a term of 5 years commencing from 1st April, 2021 to 31st March, 2026.

Mr. Jayesh B. Bhansali has been associated with the Company since year 2006 and as Executive Director cum CFO of the Company, he has been playing a vital role in day to day / key operations of the Company, including inter-alia, Marketing, Procurement, Strategic Planning, Human Resource functions, New initiatives etc., which are core components in building a sustainable growth oriented organization.

The Management, as part of Succession Planning process, proposes to re-designate Mr. Jayesh B. Bhansali (DIN: 01062853) as 'Joint Managing Director cum CFO' w.e.f. 1st July, 2023 for the remaining term of his present tenure.

All other terms and conditions pertaining to the appointment of Mr. Jayesh B. Bhansali a managerial person including payment of remuneration to him, as approved by the shareholders at the 36th Annual General Meeting held on 26th September, 2020, shall remain unaltered, details of which are re-produced below:

1. **Term:** For a period of five years from 1st April, 2021 to 31st March, 2026 and shall be liable to retire by rotation.
2. **Position:** Executive Director
3. **Designation:** Joint Managing Director cum CFO
4. **Remuneration:**

(A)	Salary :	₹ 5,00,000/- (Rupees Five lakhs) per month.
(B)	Perquisites & allowances:	<p>(a) Leave Travel Concession (LTC) – Return Passage for Mr. Jayesh B. Bhansali and his family once in a year in India, in accordance with the policy of the Company.</p> <p>(b) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Jayesh B. Bhansali.</p> <p>(c) Statutory contribution to Provident Fund, superannuation/annuity fund and Gratuity payable as per respective legal provisions and as may be applicable to Company.</p> <p>(d) Encashment of Leave at the end of the tenure in accordance with the policy of the Company.</p>
(C)	Commission (in case of adequate profit in any financial year during his tenure)	<p>The amount of such Commission being the difference between following two items:-</p> <p>(a) 5% of Net Profits of the Company receivable by Mr. Jayesh B. Bhansali, for a particular financial year in accordance with the limits specified in Section J of Part II of Schedule V to the Act and</p> <p>(b) The aggregate of salary, perquisites and allowances paid or payable to Mr. Jayesh B. Bhansali during such financial year as per clause (A) & (B) mentioned herein.</p>

The Board of Directors recommends the passing of Ordinary Resolution as set out in Item No. 4 of the accompanying Notice for the approval of the members.

Except Mr. Jayesh B. Bhansali and his relatives, none of the other Directors or KMP of the Company, are in any way, concerned or interested, financially or otherwise, in resolution stated in Item No.5 of the Notice.

**ITEM NO. 6:**

In order to reward the Shareholders of the Company for their continuous support and to encourage participation of small investors by increasing the liquidity of the equity shares of the Company, the Board of Directors of the Company at its Meeting held on 21st May, 2023 after considering the available free reserves as on 31st March, 2023 and subject to the approval of the Members of the Company and all other requisite approvals, consents, permissions, sanctions, has approved and recommended Bonus Issue of equity shares in the ratio of 2:1 i.e. 1 (One) new fully paid-up equity share having face value of ₹ 1/- each for every 2 (Two) existing fully paid-up equity shares having face value of ₹ 1/- each of the Company held by the existing Members as on the 'Record Date' to be determined by the Board of Directors of the Company (which term shall be deemed to include any Committee thereof), from and out of the Securities Premium Account and/ or any other permitted Reserves, as per the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2023. The proposed Bonus Issue is not in lieu of dividend.

The bonus shares, once allotted, shall rank pari - passu in all respects and carry the same rights as the existing equity shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted. Further, the bonus shares will be credited to those shareholders who are holding the equity shares as on the Record Date. In case of Shareholders who hold equity shares in dematerialised form, the bonus shares shall be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participants. In case of Shareholders who hold equity shares in physical form, the Share Certificate(s) in respect of such bonus shares shall be dispatched, within such time as prescribed by law and relevant authorities.

None of the Directors or any of the Key Managerial Personnel of the Company and their relatives are directly or indirectly, concerned or interested in the resolutions set out at Item No. 6 except to the extent of their respective shareholding in the Company, if any. The Board of Directors recommends the passing of the Ordinary Resolutions as set out in Item Nos. 6 of the Notice.

ITEM NO. 7:

The Board of Director in its meeting held on 21st May, 2023, based on the recommendation of the Audit Committee, approved the re-appointment of M/s Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No. 000240), as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2023-24 at a cost audit fee of ₹ 1,00,000/- (Rupees One Lakh only) plus government taxes and reimbursement of out-of-pocket expenses that may be incurred during the course of audit.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the cost audit fee payable to the Cost Auditor needs to be ratified by the Members of the Company.

The Board of Directors propose the ratification of the cost audit fee to be paid to M/s Joshi Apte & Associates, Cost Accountants, for conducting the cost audit of the Company for Financial Year 2023-24 and recommends the passing of Ordinary Resolution as set out in Item No. 7 of the accompanying Notice for the approval of the members.

None of the Directors or any of the Key Managerial Personnel of the Company and their relatives are directly or indirectly, concerned or interested in the resolutions set out at Item No. 7. The Board of Directors recommends the passing of the Ordinary Resolutions as set out in Item Nos. 7 of the Notice.

By Order of the Board of Directors

Ashwin M. Patel
Company Secretary

Place : Mumbai

Date : 21st May, 2023

Registered Office:

301 & 302, 3rd Floor, Peninsula Heights,
C. D. Barfiwala Road, Andheri (West),
Mumbai 400 05

Annexure A

THE BRIEF PARTICULARS/ RESUME AND OTHER INFORMATION OF MR. JAYESH B. BHANSALI AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Brief Profile and Expertise:

Mr. Jayesh B. Bhansali, Executive Director cum CFO of the Company deals with various portfolios of Company including but not limited to Marketing, Procurement, Strategic Planning, Human Resource, Finance and General Administration and possesses vast experience and expertise in the overall affairs of Company.

Name and DIN	Mr. Jayesh B. Bhansali (DIN: 01062853)
Age	40 years
Qualification	Post Graduate in Commerce
Experience	17 years
Terms and Conditions of appointment	Mr. Jayesh B. Bhansali, Executive Director cum CFO shall be re-appointed to the office, as a Director liable to retire by rotation.
Remuneration paid	₹ 973.32 lakhs
Remuneration payable	The total remuneration (including commission) payable to Mr. Jayesh B. Bhansali shall be 5% of the Net Profit calculated in accordance with Section 198 of the Act.
Date of first appointment on Company's Board	23 rd September, 2006
Relationship between other Directors inter-se, if Any	Mr. Jayesh B. Bhansali, Executive Director cum CFO is the son of Mr. Babulal M. Bhansali, Managing Director and cousin of Mr. Kiran H. Bhansali, Whole Time Director of the Company.
No. of meetings attended during the Financial Year	4 of 4 Board Meetings held during the Financial Year
No. of Equity Shares of the Company held as on 31 st March, 2023	1,16,61,945



Details of Directorships, Committee Chairmanships and Memberships of Mr. Jayesh B. Bhansali on the Boards of other Companies are as follows:

Name of Companies	Position (Whether as Director / Managing Director / Chairman)	Name of Committee	Position (Whether as Member / Chairman)
Speedage Commercials Ltd	Director	<ul style="list-style-type: none">• Audit Committee• Nomination and Remuneration Committee• Stakeholders Relationship Committee	Member Member Member
Sheraton Properties and Finance Ltd	Director	<ul style="list-style-type: none">• Audit Committee• Nomination and Remuneration Committee• Stakeholders Relationship Committee	Member Member Member
Bentley Commercial Enterprises Ltd	Director	<ul style="list-style-type: none">• Audit Committee• Nomination and Remuneration Committee• Stakeholders Relationship Committee	Member Member Member
Bhansali International Pvt. Ltd.	Director	–	–
Bhansali Industrial Investment and Finance Pvt. Ltd.	Director	–	–
Bhansali Innovative Finance Pvt. Ltd.	Director	–	–
Bhansali Engineering Industries Pvt. Ltd.	Director	–	–
Bhansali Nippon A&L Private Limited	Director	–	–

Annexure B

THE BRIEF PARTICULARS/ RESUME AND OTHER INFORMATION OF MR. BABULAL M. BHANSALI AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 IS STATED AS HEREUNDER:

Brief Profile and Expertise:

Mr. Babulal M. Bhansali has dealt in steel industry for about 15 years and thereafter he entered in the ABS & SAN manufacturing business since 1986 by way of setting up and running Bhansali Engineering Polymers Limited as its Promoter and Managing Director. He is pivotal to the entire operations of the Company and is successfully spear heading various activities of the Company including sourcing of Raw Material, Administration, Production, Expansion etc. since inception.

Name and DIN	Mr. Babulal M. Bhansali (DIN: 01062853)
Age	69 Years
Qualification	Non – Matriculate
Experience	40 Years
Terms and Conditions of appointment	Mr. Babulal M. Bhansali, Managing Director shall be re-appointed to the office, as a Director not liable to retire by rotation.
Remuneration paid	₹ 973.32 lakhs (Salary plus Commission)
Remuneration payable	The total remuneration (including commission) payable to Mr. Babulal M. Bhansali shall be 5% of the Net Profit calculated in accordance with Section 198 of the Act.
Date of first appointment on Company's Board	September 8, 1984
Relationship between other Directors inter-se, if any	Mr. Babulal M. Bhansali is the father of Mr. Jayesh B. Bhansali, Executive Director and CFO of Company and Uncle of Mr. Kiran H. Bhansali, Whole Time Director of the Company.
No. of meetings attended during the Financial Year	4 of 4 Board Meetings held during the Financial Year
No. of Equity shares of the Company held as on 31st March, 2023	1,63,86,887 Equity Shares

Details of Directorships, Committee Chairmanships and Memberships of Mr. Babulal M. Bhansali on the Boards of other Companies are as follows:

Name of Companies	Position (Whether as Director / Managing Director / Chairman)
Speedage Commercials Ltd	Director
Sheraton Properties and Finance Ltd	Director
Bentley Commercial Enterprises Ltd	Director

By Order of the Board of Directors

Ashwin M. Patel
Company Secretary

Place : Mumbai
Date : 21st May, 2023

Registered Office:

301 & 302, 3rd Floor, Peninsula Heights,
C. D. Barfiwala Road, Andheri (West),
Mumbai 400 058



BOARD'S REPORT

Dear Shareholders,

The Board of Directors are pleased to present the 39th Annual Report of the Company together with its Audited Financial Statements (Standalone and Consolidated) for the Financial Year ('FY') ended 31st March, 2023.

FINANCIAL AND OPERATIONAL RESULTS

A. FINANCIAL RESULTS

(₹ in lakhs, except EPS)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Gross Sales/Income from Operations	1,60,779.02	1,63,834.66	1,60,779.02	1,63,834.66
Less: GST	24,523.36	24,439.66	24,523.36	24,439.66
Total Operational Revenue (Net of GST including Excise)	1,36,255.66	1,39,395.00	1,36,255.66	1,39,395.00
Other Income	2,891.28	1,901.91	2,891.28	1,901.91
Total Income	1,39,146.94	1,41,296.91	1,39,146.94	1,41,296.91
EBIDTA	20,588.10	48,221.72	20,588.10	48,221.72
Less: Finance Cost	117.22	16.75	117.22	16.75
Depreciation and Amortisation	991.64	996.33	991.64	996.33
Profit before share of net profit/(loss) of investment accounted for using equity method	19,479.24	47,208.64	19,479.24	47,208.64
Share of profit/(loss) from Joint Venture accounted for using equity method	0.00	0.00	82.95	58.39
Profit Before Tax (PBT)	19,479.24	47,208.64	19,562.19	47,267.03
Provision for tax (including Deferred Tax)	5886.36	12,263.30	5,886.36	12,263.30
Profit from Continuing Operations after Tax (PAT)	13,592.88	34,945.34	13,675.83	35,003.73
Other Comprehensive Income/ (Loss), Net of tax	(29.97)	(13.31)	(29.97)	(13.31)
Total Comprehensive Income for the FY	13,562.91	34,932.03	13,645.86	34,990.42
Net Worth	1,06,626.01	98,040.26	1,06,801.75	98,133.04
EPS (Equity Share of ₹ 1/- each)	8.19	21.06	8.24	21.10

B. OPERATIONS

The Company optimally utilised the production facilities and achieved significant growth in production and sales quantities. The Company recorded the highest ever production levels of ABS and saleable SAN aggregating to 72,529 TPA, thereby achieving a capacity utilisation of 96.71% of the installed capacity of 75,000 TPA. Similarly, the Sales volume for the FY 2022-23 stood at 73,388 TPA as against 59,575 TPA during the previous year 2021-22, registering an impressive growth rate of 23.19%.

FINANCIAL HIGHLIGHTS

The key highlights of the Company's performance based on the **Standalone** Balance Sheet as on 31st March, 2023 are reflected as under:

- ❖ **Net Worth:** During the FY under review, the Net Worth of the Company stood at ₹ 1,06,626.01 lakhs as compared to ₹ 98,040.26 lakhs for the previous FY, an increase of 8.76%.
- ❖ **Book Value of Shares:** The Book value of the Equity shares increased from ₹ 59.09 in FY 2021-22 to ₹ 64.27 in FY 2022-23, an increase of ₹ 5.18.

- ❖ **Current Ratio:** As on 31st March, 2023 the current ratio was 10.88 as compared to 8.48 as of 31st March, 2022.
- ❖ **TOL/TON:** The ratio of total liability to total net worth for FY 2022-23 was 0.09 as compared to 0.13 for FY 2021-22.
- ❖ **Zero Debt:** The Company continues to enjoy the status of a “Zero Debt Company”.
- ❖ **Financing Pattern:** There was no change in financing pattern and the Company would be able to sustain its business operations through internal accruals.
- ❖ **Sales Credit Control:** During the FY under review, the debtor’s percentage to sales decreased from 17.23% in FY 2021-22 to 14.08 % in FY 2022-23.
- ❖ **Trade Receivable Ratio:** During the FY under review, the Trade Receivable Ratio was 5.24 as compared to 4.86 in the previous fiscal.
- ❖ **Inventory Turnover Ratio:** During the FY under review, the Inventory Turnover Ratio was 7.40 as compared to 8.98 in FY 2021-22.
- ❖ **Operating Profit Margin (%):** The Operating Profit Margin for FY 2022-23 stood at 14.30% as compared to 33.86% for FY 2021-22.
- ❖ **Net Profit Margin (%):** The Net Profit Margin for FY 2022-23 stood at 9.75% as compared to 25.07% for FY 2021-22.

RESEARCH AND DEVELOPMENT FACILITIES

The Company had received the recognition from the Department of Science and Industrial Research (DSIR), Government of India for its state-of-the-art Research and Development Centre (‘R&D Centre’) at Abu Road, Rajasthan.

Nippon A&L, Company’s Joint Venture Partner, headquartered in India are continuously extending their support and co-operation in terms of development of new recipe for application development.

During FY 2022-23, the R & D Centre successfully developed /improved properties of 16 new grades, of which 6 have been commercialized. The R & D Centre has also successfully developed 125+ new colour grades, of which 36 have been commercialized. The R&D Centre, as a continuous process, also focuses on improvements in the properties of existing material and other colour developments. The Company has now started gaining the benefits of its in-house R&D Center by way of new and improved products, leading to customer loyalty and satisfaction.

Further, there has been no change in the nature of business of the Company.

SHARE CAPITAL

There has been no change in the share capital of the Company during the year under review. As on 31st March, 2023, the paid-up share capital of your Company stood at ₹ 16,59,05,640/- comprising 16,59,05,640 Equity shares of ₹ 1/- each fully paid.

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

TRANSFER TO RESERVES

For the FY ended 31st March, 2023, the Directors do not propose to transfer any amount to the General Reserve. An amount of ₹ 8585.75 lakhs is proposed to be retained as surplus in the statement of Profit and Loss Account under the heading “Reserves and Surplus.”

DIVIDEND AND DIVIDEND DISTRIBUTION POLICY

The Board of Directors had approved the Dividend Distribution Policy in accordance with Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The policy consists of various parameters, inter-alia, Company’s dividend track record, usage of retained earnings, internal and external factors, financial conditions, etc. based on which the Board may recommend or declare Dividend.



The Policy may be accessed under the 'Policies and Procedures' section on the website of the Company at link:

https://bhansaliabs.com/assets/policies_and_procedures/1593593067.Dividend_Distribution_Policy.pdf

Considering the Company's performance for FY 2022-23 and to appropriately reward the members, the Directors have declared 1st and 2nd Interim Dividend of ₹ 1/- each (200%) per Equity Share which was paid on 18th July, 2022 and 16th October, 2022, respectively. The Directors have recommended a Final Dividend of ₹ 1/- (100 %) per Equity Share (of face value of ₹ 1/- each) for the financial year ended 31st March, 2023 and also recommended a One-time Special Dividend of ₹ 14/- (1400 %) per Equity Share on account of the Company entering into its 40th year of business operations. The total Final and Special Dividend aggregating to ₹ 15/- (1500 %) is subject to approval of the shareholders of the Company in the ensuing 39th Annual General Meeting.

Considering the above, the total dividend declared/recommended by the Company for FY 2022-23 amounts to ₹ 17/- (1700 %) per equity share of the face value of ₹ 1/- each fully paid-up as against ₹ 3/- (300%) per equity share of the face value of ₹ 1/- each fully paid up for FY 2021-22.

DEPOSITS

The Company has not invited any deposits from the public during the FY and as such, no amount of principal or interest related thereto was outstanding as on 31st March, 2023.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013 ("the Act")

The Company has, during the FY under review, not given any loans, guarantees or provided security and has not made any investments in any body corporate in excess of limits specified under Section 186 of the Act.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 124 and 125 of the Act, read with Investor Education and Protection Fund Authority (Accounting Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended from time to time, the unpaid and unclaimed dividend pertaining to the FY 2014-15, amounting to ₹ 4,48,734/- (Rupees Four lakhs Forty Eight Thousand Seven Hundred Thirty Four only) which was lying in the Company's unpaid / unclaimed dividend account and remaining unclaimed for a period of seven years, was transferred to the Investor Education and Protection Fund ('IEPF').

Further, pursuant to the provision of Section 124(6) of the Act, read with Rule 6 of IEPF Rules, 1,43,400 Equity shares on which dividend had not been paid or claimed for seven consecutive years had been transferred to the DEMAT account of the IEPF authority as provided in Circular no. 11/06/2017-IEPF dated 16th October, 2017 (General Circular No. 12/2017).

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY

During the FY under review, the Company did not have any Subsidiary Company. It has a Joint Venture (JV) Company, namely Bhansali Nippon A&L Private Limited, wherein it holds 50% of the paid-up equity share capital. The Registered Office of the JV Company is at 301 & 302, 3rd Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai - 400 058.

The Report on the performance and statement containing salient feature of Financial Statements of the aforesaid Joint Venture Company in terms of Section 129 of the Act is separately attached in Form No. AOC-1 with the Consolidated Financials, which forms part of this Annual Report.

In accordance with Section 136 of the Act, the Financial Statements of the Company including the Consolidated Financial Statements pertaining to its aforesaid Joint Venture Company are available on the Company's website (www.bhansaliabs.com).

The Company has framed a policy on Material Subsidiaries in terms of Regulation 16(1)(c) of Listing Regulations. The policy may be accessed under the 'Policies and Procedures' section on the website of the Company at link:

https://bhansaliabs.com/assets/policies_and_procedures/1593593282.Policy_on_Material_Subsiidiaries.pdf

CONSOLIDATED FINANCIAL STATEMENTS

The Company has, in accordance with Section 129(3) of the Act, prepared Consolidated Financial Statements, consolidating its financials with its JV Company, Bhansali Nippon A&L Private Limited. The Audited Consolidated Financial Statements have been prepared in accordance with the requirements of Ind AS prescribed under Section 133 of the Act, read with relevant rules issued thereunder, as applicable and other accounting principles generally accepted in India and forms part of this Annual Report.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report, as stipulated under the Listing Regulations, forms part of this Annual Report and is attached as **Annexure 1**.

COMMITMENT TO QUALITY

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

Ministry of Chemicals and Fertilizers (Dept of Chemicals & Petrochemicals) has promulgated Acrylonitrile-Butadiene Styrene (ABS) (Quality Control) Order, 2021, Bureau of Indian Standard (BIS), which shall come into force in the public interest.

We are pleased to inform that BEPL has obtained the accreditation under the BIS Certification for ABS Grades as per IS 17077 (Part 1):2022 and implemented all relevant standards and norms in compliance with the same.

CORPORATE SOCIAL RESPONSIBILITY AND OTHER CHARITABLE ACTIVITIES

The Company believes in making lasting impact towards creating a just, equitable, humane and sustainable society. It considers that, 'it does not exist only for doing good business, but equally for the betterment of society.' It is always at the forefront while extending helping hand to the public at large.

CSR provides an opportunity to the Companies to effectively align its values and strategy for the benefits of the society, by contributing to the social, economic and environmental development of the society at large.

In compliance with the requirements of Section 135 of the Act read with the applicable rules made thereunder the Company has a duly constituted CSR Committee which steers the CSR activities. The CSR Policy, formulated in accordance with the Act (as amended from time to time), guides the Company to serve the society.

The CSR policy may be accessed under the 'Policies and Procedures' section on the website of the Company at link

https://bhansaliabs.com/assets/policies_and_procedures/1593593022.Corporate_Social_Responsibility_Policy.pdf

During the FY under review, the Company has undertaken projects/activities pertaining to (a) Education/Skill Development Programme, (b) Protection and Promotion of National Heritage, Art & Culture, and (c) Health & Safety etc.

The amount spent by the Company on various CSR activities for FY 2022-23 stood at ₹ 2432.49 lakhs as against the prescribed amount of ₹ 666.34 lakhs. The Annual Report on CSR activities forming part of this Report is attached as **Annexure 2**.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Act, an extract of Annual return for the Financial year ended 31st March, 2023 in accordance with the provisions of Section 92(3) of the Act is available on the Company's website and can be accessed through the link: https://bhansaliabs.com/assets/financial_docs/yearly/1683786753.Draft_Annual_Return_2022-23.pdf

CORPORATE GOVERNANCE

The Company believes in adopting the best corporate governance practices. The report on Corporate Governance as stipulated under Regulation 34(3) read with Schedule V of the Listing Regulations and the certificate from a Practicing Company Secretary regarding compliance with Corporate Governance norms, forms part of this Annual Report and is attached as **Annexure 3** and **Annexure 3A**, respectively.

CERTIFICATIONS AND DECLARATIONS

The declaration by Managing Director of the Company relating to compliance of Code of Conduct by all Board Members and Senior Management Personnel of the Company, in accordance with the provisions of Regulation 17(5) of Listing Regulations is attached as **Annexure 3B** and forms part of this Annual Report.



Declaration of Independence

The Company has received necessary declarations from the Independent Directors stating that they meet the prescribed criteria for independence and complied with the code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

MEETINGS OF THE BOARD

During the FY 2022-23, 4 (Four) meetings of the Board of Directors were held. The details of the said meetings are mentioned in the report on Corporate Governance forming part of this Annual Report.

WHISTLE BLOWER / VIGIL MECHANISM POLICY

The Company believes in conducting its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Pursuant to 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, the Board of Directors have implemented a vigil mechanism through the adoption of Whistle Blower/Vigil Mechanism Policy. The details of the same are mentioned in the Corporate Governance Report forming part of this Annual Report.

RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Act read with Regulation 17 (9)(b) of the Listing Regulations, the Company has in place a robust risk management framework which identifies and evaluates business risks and opportunities. The Company recognizes that these risks need to be managed and mitigated to protect the interest of the shareholders and stakeholders, to achieve business objectives and enable sustainable growth. The risk management framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions. Risk management is embedded in our critical business activities, functions and processes. It also provides control measures for risk and future action plans. The policy may be accessed under the 'Policies and Procedures' section on the website of the Company at the web link https://bhansaliabs.com/assets/policies_and_procedures/1593593348.Risk_Management_Policy.PDF

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY

In terms of Section 188 of the Act, read with rules framed thereunder and as per Regulation 23 of the Listing Regulations, the Company has formulated the policy for Related Party Transactions. The policy may be accessed under the 'Policies and Procedures' section on the website of the Company at the web link https://bhansaliabs.com/assets/policies_and_procedures/1593593208.Policy_for_Related_Party_Transactions.pdf

During the FY under review, there were no transactions entered into by the Company with any related party falling within the purview of Section 188 of the Act.

All Related Party Transactions as required under Ind AS 24 – Related Party Disclosures are reported in Note 41 of Notes to Accounts of the Standalone financial statements of the Company.

DIRECTORS

Retiring by Rotation / Change in Directorate:

In accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, Mr. Jayesh B. Bhansali, (DIN: 01062853) Executive Director cum CFO retires by rotation at the ensuing 39th AGM of the Company and being eligible, offers himself for re-appointment.

The existing tenure of Mr. Babulal M. Bhansali (DIN: 00102930), Managing Director is up to 31st March, 2024. Considering the provisions of Section 196(2) of the Companies Act, 2013 of the Act, the Nomination and Remuneration Committee at its meeting held on 21st May, 2023 recommended to the Board, the re-appointment of Mr. Babulal M. Bhansali as Managing Director for a period of 5 years effective from 1st April, 2024. The Board at its meeting held on the same day, based on the recommendation of the Nomination and Remuneration Committee, considered and approved, the re-appointment of Mr. Babulal M. Bhansali as Managing Director, subject to approval of the shareholders.

Further, the Nomination and Remuneration Committee at its meeting held on 21st May, 2023 also recommended to the Board, the re-designation of Mr. Jayesh B. Bhansali (DIN: 01062853) as Joint Managing Director cum CFO of the Company w.e.f 1st July, 2023 for the remaining term of his present tenure (i.e. till 31st March, 2026). The Board at its meeting held on the same day, based on the recommendation of the Nomination and Remuneration Committee, considered and approved, the re-designation of Mr. Jayesh B. Bhansali as Joint Managing Director cum CFO, subject to approval of the shareholders.

Performance evaluation of the Board:

In accordance with the provisions of the Act and Listing Regulations, the Company has formulated the criteria for performance evaluation of all the Directors including Independent Directors, the Board and its Committees and the Chairman, details of which are mentioned in the Corporate Governance Report forming part of this Annual Report.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on the date of this Report are:

Mr. B. M. Bhansali, Managing Director;
Mr. Jayesh B. Bhansali, Executive Director cum CFO;
Mr. Kiran H. Bhansali, Whole Time Director and
Mr. Ashwin M. Patel, Company Secretary & GM (Legal)

COMMITTEES OF THE BOARD OF DIRECTORS

The details pertaining to the Committees of Board of Directors of the Company viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee have been stated in the Corporate Governance Report forming part of this Annual Report

AUDITORS

Statutory Auditors:

M/s. Azad Jain & Co., Chartered Accountants, Mumbai (FRN-006251C), were appointed as Statutory Auditors of the Company at the 38th AGM held on 29th June, 2022 to hold office up to the conclusion of 43rd AGM on the remuneration to be determined by the Board of Directors.

The Report given by the Statutory Auditors on the financial statements of the Company forms part of this Annual Report. There is no qualification, reservation or adverse remark made by the Auditor in their report.

Secretarial Auditors:

M/s Rathi & Associates, Practicing Company Secretaries, (FRN-P1988MH011900), were appointed as the Secretarial Auditors by the Board to conduct the secretarial audit of the Company for FY 2022-23.

In accordance with Section 204(1) of the Act, the Secretarial Audit Report for the FY ended 31st March, 2023 is annexed as **Annexure 4** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Cost Auditors:

The Board of Directors, on recommendation of the Audit Committee, had appointed M/s. Joshi Apte and Associates, Cost Accountants, Pune (FRN-000240), as Cost Auditors of the Company, for the FY 2023-24, for conducting the audit of the cost records maintained by the Company for the products as mandated by the Central Government at a remuneration as mentioned in the Notice convening the 39th AGM of the Company.

The Company has received a certificate from M/s. Joshi Apte and Associates, Cost Accountants that they are eligible to be appointed as Cost Auditors under Section 141 of the Act and Rules framed thereunder.

A resolution seeking members' ratification for the remuneration payable to the Cost Auditors for the FY 2023-24 forms part of the Notice of the 39th AGM of the Company.



As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records and accordingly, such accounts and records are maintained.

INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

Adequate Internal Financial Control systems, commensurate with the nature of the Company's business, size and complexity of its operations, are in place and have been operating satisfactorily and effectively. During the FY under review, no material weaknesses in the design or operation of Internal Financial Control system was reported.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant material order(s) were passed by the regulators/courts which would impact the going concern status of the Company and its future operation during the FY under review.

REPORTING OF FRAUDS

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

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FY TILL THE DATE OF THE REPORT

There have been no material changes, which have occurred between the end of FY till the date of this report, affecting the financial position of the Company.

COMPLIANCE OF SECRETARIAL STANDARDS

During the FY under review, the Company has complied with all the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India.

HUMAN RESOURCE DEVELOPMENT

The Company believes in strategic alignment of Human Resources to its business priorities and corporate objectives. The Company undertakes various staff welfare measures/activities to strengthen unity, breaking the monotony and bringing the peer groups together for collaborative decision-making.

Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder, the Company has in place a Policy on Prevention of Sexual Harassment (PoSH) of women at workplace. Further, the Company has also formed an Internal Complaints Committee to redress the complaints regarding sexual harassment. During the FY under review, no complaint regarding Sexual Harassment has been reported and the same has been submitted to the concerned authority i.e. the District Officer, Mumbai Suburban vide annual report for the calendar year 2022.

PARTICULARS OF EMPLOYEES

The Company has adopted a well-defined Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees. The policy may be accessed under the 'Policies and Procedures' section on the website of the Company at the web link

https://www.bhansaliabs.com/assets/policies_and_procedures/1593593096.Nomination_&_Remuneration_Policy.pdf

Disclosure with respect to the remuneration of Directors and Employees as required under Section 197 of the Act and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed as **Annexure 5** which forms part of this Report.

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

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

The particulars as required pursuant to the provisions of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo etc. forms part of this Annual Report as **Annexure-6**.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility and Sustainability Report for F.Y. 2022-23 forms part of this Annual Report as **Annexure 7**. Further, the Company has evolved a Business Responsibility Policy, encompassing the broad scope of the initiatives, to be undertaken, to best sub serve the interest of all the Stakeholders. The policy may be accessed under the 'Policies and Procedures' section on the website of the Company at the web link https://bhansaliabs.com/assets/policies_and_procedures/1593593437.Business_Responsibility_Policy.pdf

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134 of the Act, the Directors of the Company confirm that:

- (i) in the preparation of the annual accounts for the FY ended 31st March, 2023, the applicable accounting standards have been followed and there are no material departures from the same;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the profit of the Company for the year ended on that date;
- (iii) they have taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) they have prepared the annual accounts on a 'going concern' basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENT AND APPRECIATION

The Board takes this opportunity to thank the Company's Members, Customers, Vendors and all other Stakeholders for their continued support throughout the FY. The Directors also thank the Stock Exchanges, Banks, Ministry of Corporate Affairs, State Governments, Government of India, and all other Government agencies and Regulatory authorities for the support extended by them and also look forward to their continued support in future.

The Board would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

For and on behalf of the Board of Directors

M. C. Gupta
Chairman
(DIN:01362556)

Place : Gurugram
Date : 21st May, 2023



ANNEXURE 1

MANAGEMENT DISCUSSION AND ANALYSIS

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

A. Economic Overview:

Global Economy:

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia - Ukraine conflict, and the after effect of COVID-19 pandemic all weigh heavily on the outlook. Global growth is forecast to slow from 6.0 per cent in 2021 to 3.2 per cent in 2022 and 2.7 per cent in 2023. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID-19 pandemic.

The frailties of the Chinese economy due to resurgence of pandemic further contributed to weakening the growth forecasts. Slowing global growth apart from monetary tightening may also lead to a financial contagion emanating from the advanced economies where the debt of the non-financial sector has risen the most since the global financial crisis. With inflation persisting in the advanced economies and the central banks hinting at further rate hikes, downside risks to the global economic outlook appear elevated.

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

Iran and North Korea have also defied the international community by pursuing atomic programs that in case of North Korea has culminated in the production of nuclear weapons. It is believed that North Korea played a major role in Iran's development of ballistic missiles that are perceived as a serious threat by regional countries.

Outlook

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

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

Indian Economy and Outlook

Economy

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

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

Outlook

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

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

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

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

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

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

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

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

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

B. Industry Structure and Development:

The Company had entered into a 50 : 50 Joint Venture Agreement with Nippon A&L Inc., Japan (NAL) and incorporated a Joint Venture Company namely Bhansali Nippon A&L Private Limited which provides sales support and technical support to the Company.

The Company's business strategy continues to intensify its efforts to optimize its share of highly remunerative ABS market segment, especially from the automotive industry. This activity is fully backed by state-of-the-art R&D Centre at Abu Road. Technical expertise, as and when required, is deployed from NAL Japan, in the purview of the JV between the Company and NAL.



ABS is a performance polymer and its grades are specially developed for specific application required by the customers. This is precisely the reason that the Company has adopted the policy of focusing more on speciality grades which requires stupendous efforts in the beginning, but once developed, those efforts are highly rewarding not only in terms of price but also perpetual business with the customers due to the position acquired in the supply chain established by the customer.

For components manufactured out of ABS, BEPL's presence is well registered with all such international giants. The market outlook for BEPL's products is bright, opportunities are immense, facilities and abilities are well in place and hence, the future seems to be brighter than the present.

Appliances and Consumer Electronics (ACE) market:

As per CEAMA, India has become one of the fastest growing ACE markets in the world and is also emerging as an alternative manufacturing destination of China and other South East Asian countries. The India consumer electronics market size was valued at USD 71.17 billion in 2021 and is expected to expand at a compound annual growth rate (CAGR) of 6.5% from 2022 to 2030.

Appliances & Consumer Electronics (ACE) industry body CEAMA is "optimistic about good growth in 2023 as well" and expects to almost double the value of the industry in the next three years to ₹ 1.48 lakh crore by 2025. With the thrust on building domestic manufacturing capabilities through PLI (Production-Linked Incentive) schemes for promotion of domestic manufacturing of air conditioners and PMPs (Phased Manufacturing Programmes), the industry expected not to be dependent in the coming years on the vagaries of foreign supply chains and dollar fluctuations that affect prices and operating margins. Additionally, with the growth in the domestic market, manufacturing will achieve economies of scale, which will contribute in making India an alternative export hub for the rest of the world.

Indian Automobile Industry

The automotive industry in India is one of the main pillars of the economy. With strong backward and forward linkages, it is a key driver of growth. Liberalization and conscious policy interventions over the past few years created a vibrant, competitive market, and brought several new players, resulting in capacity expansion of the automobile industry and generation of huge employment.

The contribution of this sector to the National GDP has risen to about 7.1% now from 2.77% in 1992-93. It provides direct and indirect employment to over 19 million people.

The Indian Automotive industry has made great strides over the past two decades, capturing the eye-balls at a global level and is considered as a contender for a top-table position. In terms of global rankings in manufacturing output, it is second largest in two-wheelers, seventh largest in commercial vehicles, sixth largest in passenger vehicles and the largest in tractors. Over the past ten years, India has emerged as one of the most preferred locations in the world for manufacturing high-quality automotive components and vehicles of all kinds, narrowing its gap over several established locations in the process.

Over the next decade, the automotive industry is likely to see some significant transformations at a global level. Principal transformations being the shift of growth in demand for automobiles from developed nations to developing nations (mainly BRICS); a dramatic increase in the share of electronics in automobiles, making them a "computer on wheels and connected to the Internet"; a relentless pursuit of economies of scale and scope in design and engineering of automobiles and components, while also pursuing low-cost manufacturing destinations.

The \$222 Billion Automobile industry is expected to reach \$300 Billion by 2026.

In the Automobile market in India, Two-wheelers and passenger cars accounted for 76% and 17.4% market share, respectively. Passenger car sales are dominated by small and mid-sized cars.

Indian auto-components industry

India's auto component industry is an important sector driving macroeconomic growth and employment. The industry comprises players of all sizes, from large corporations to micro entities, spread across clusters throughout the country. The auto components industry accounted for 2.3% of India's GDP and provided direct employment to 1.5 million people. By 2026, the automobile component sector will contribute 5-7% of India's GDP. The overall Indian auto components industry is set to become the 3rd largest globally by 2025. The Government of India's Automotive Mission Plan (AMP) 2006-26 has been instrumental in ensuring growth for the sector.

The industry is a leader in exports and provides jobs to over 3.7 crore people. From FY16 - FY22, the industry registered a CAGR of 6.35% and was valued at US\$ 56.50 billion in FY22. Due to the high development prospects in all vehicle industry segments, the auto component sector is expected to see double-digit growth.

As per the Automobile Component Manufacturers Association (ACMA) forecast, auto components exports from India is expected to reach US\$ 30 Billion by 2026. The auto component industry is projected to record US\$ 200 Billion in revenue by 2026. Strong international demand and resurgence in the local original equipment and aftermarket segments are predicted to help in the growth of the auto component industry.

The overall Indian auto components industry, which accounts for 2.3% of India's GDP currently, is set to become the 3rd largest globally by 2025.

During FY22, India achieved a trade surplus for the first time due to high export volumes, which is very encouraging for the components industry. Moreover, domestic sales across the segments of the industry are bouncing back to the pre-pandemic levels. These trends assure that the Indian auto component industry is set on the trajectory of strong and sustainable growth. The collective effort of the government and the industry players have started to come to fruition, putting India on the world map as the global manufacturing destination.

C. Opportunities & Threats:

Opportunities: There is immense scope for growth, considering the existing supply and demand mismatch, and knowing the fact that the consumption of ABS in India is voluminous larger as compared to the combined output of the domestic manufacturers.

Threats: The limitation arises out of deliberate decision on the part of domestic manufacturers to keep low inventories of its imported key raw materials which is more than 85% (i.e. Styrene and Acrylonitrile monomers) to limit the risk of price fluctuations which may result in huge loss, if the price of monomers drastically falls in the international market, which happen many a times due to unpredictable reasons, i.e. fluctuation in price of crude oil, benzene and ethylene.

D. Risk and Concern:

The ABS business in India is exposed to the risk of foreign exchange fluctuations, as the key raw materials viz. 'Styrene' and 'Acrylonitrile monomers' are import dependent, as there is no indigenous producer for these monomers. The only raw material which is indigenously available is Butadiene monomer, which constitutes 15 per cent (weight wise) of the total raw material composition.

The war between Russia and Ukraine has led to disturbances in the supply chain, resulting in delay / roll over of shipments, further leading to pricing pressure on all petroleum products. During the spread of different variant of COVID 19 virus in the 2nd & 3rd wave, many companies had decided for operational turnarounds. Further, shortage of semi-conductors in Global market had its own impact on the Automobile Industry.

The auction done by Western Coal Field Limited fetched huge premiums and priority was given to Power Sector companies. As the required Coal being procured from other mines, coupled with fluctuation in diesel price had resulted in augmenting of coal and logistic cost.

The Company has long term contracts for smooth supply of basic raw materials and maintains appropriate level of inventories for smooth operations. Further, the Company is taking various steps for energy saving by way of efficient equipment and alternative sources of energy.

**E. Segment/Product Wise Operational Performance:**

The Company deals with single business segment viz. manufacturing of ABS and SAN resins (which is classified under the category of Highly Specialized Engineering Thermoplastics).

Operations -

The Company optimally utilised the production facilities and achieved significant growth in production and sales quantities. The Company recorded the highest ever production levels of ABS and saleable SAN aggregating to 72,529 TPA, thereby achieving a capacity utilisation of 96.71% of the installed capacity of 75,000 TPA. Similarly, the Sales volume for the FY 2022-23 stood at 73,388 TPA as against 59,575 TPA during the previous year 2021-22, registering an impressive growth rate of 23.19%.

During the year under review, the gross sales of goods manufactured and traded by the Company amounted to ₹ 1,60,779.02 lakhs as against ₹ 1,63,834.66 lakhs during last fiscal. The Operational Revenue (net) for FY 23 stood at ₹ 1,36,255.66 lakhs as compared to ₹ 1,39,395.00 lakhs for FY 22. The EBIDTA for FY 2022-23 stood at ₹ 20,588.10 lakhs as against ₹ 48,221.72 lakhs for the previous fiscal. The PBT was ₹ 19,479.24 lakhs as against ₹ 47,208.64 lakhs for previous financial year. After considering the provision for tax of ₹ 5,886.36 (previous year ₹ 12,263.30 lakhs), the profit from continuing operations stood at ₹ 13,562.88 lakhs as against ₹ 34,945.34 lakhs in FY 22. The total Comprehensive Income for FY 2022-23 amounted to ₹ 13,562.91 lakhs as compared to ₹ 34,932.03 lakhs for FY 2021-22.

The Key Financial ratios as per Schedule V of the Listing Regulations have been disclosed in the Board's Report, under the head 'Financial Highlights'.

F. Internal Control System and its adequacy:

The Company has an effective internal control system considering the size of its operations. It maintains its accounting records on SAP, a well renowned software. The financial transactions are properly documented in accordance with the policies & procedures, as set out by the management from time to time and are properly approved and authorized, as per the approval matrix and reported to the management in a prescribed manner.

The Company has appropriate and adequate insurance cover for its immovable and movable assets. Both, the insurance cover and the assets are closely and consistently monitored by the management from time to time.

The Report on Internal Audit, carried by an independent Internal Auditor is placed before the management on quarterly basis, and requisite corrective actions, if any, are being taken. Observations of the auditors are properly reviewed and appropriate follow-up action(s) are taken by the concerned department(s) and reported to the management, who in turn, also reviews the sufficiency and effectiveness of the internal control system and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's internal policy and management practices.

G. Material Development in Human Resources/Industrial Relations Front, including the number of people employed:

The Company firmly believes that an able, disciplined, motivated, trained and skilled manpower is the key for sustaining growth of an organization. The Company organizes and provides requisite training to its employees from time to time. Periodical appraisal and rewarding systems are in place. Industrial Relations at both the plants (i.e. Abu Road, Rajasthan and Satnoor, Madhya Pradesh) as well as inter-se relationship between employer and employee at the head office in Mumbai have been cordial and conducive during the year.

The Company believes in "Right Person for Right Job" and takes appropriate steps towards the same. As on 31st March, 2023, the permanent employee strength of the Company was 446 (previous year 448).

For and on behalf of the Board

M. C. Gupta
Chairman
(DIN: 01362556)

Place : Gurugram
Date : 21st May, 2023

ANNEXURE 2**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES****1. Brief outline on CSR Policy of the Company:**

The Company has set high ethical standards for all its dealings and believes in inspiring trust and confidence. We strongly believe that, we exist not only for doing good business, but equally for the betterment of the Society. The Company has implemented its CSR policy / charter to focus inter-alia on the following areas:

- Happy Childhood;
- Health;
- Education;
- Environment Sustainability; and
- Promoting Sport, Art and Culture

2. Composition of CSR Committee:

Sr. 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. M. C. Gupta	Chairperson – Non- Executive Independent Director	1	1
2.	Mr. B. M. Bhansali	Member – Managing Director		1
3.	Mr. Jayesh B. Bhansali	Member – Executive Director cum CFO		1
4.	Mr. Kiran H. Bhansali	Member- Executive Director		1

3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

The web links are as under:

<https://www.bhansaliabs.com/frontend/board-of-directors/Composition%20of%20Board%20and%20Committees%20-16.06.2020.pdf> and

https://www.bhansaliabs.com/assets/policies_and_procedures/1593593022.Corporate_Social_Responsibility_Policy.pdf

4. 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:**

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
Not Applicable			

6. Average net profit of the Company as per Section 135(5): ₹ **33,316.86 lakhs**

7. (a) Two percent of average net profit of the Company as per Section 135(5): ₹ **666.34 lakhs**

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

(c) Amount required to be set off for the financial year, if any: **Nil**

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ **666.34 lakhs**



8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in lakhs)	Amount Unspent (₹ in lakhs)				
	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
2,432.49	NA		NA		

(b) Details of CSR amount spent against **ongoing projects** for the financial year:

Sr. 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 (₹ in lakhs)	Amount spent in the current financial Year (₹ in lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135 (6) (₹ in lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1	2	3	4	5	6	7	8	9	10	11	12	13
Not Applicable												

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

Sr. 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		Amount spent for the project (₹ In lakhs)	Mode of Implementation Direct (Yes / No)	Mode of Implementation through Implementing Agency	
				State	District			Name	CSR Registration number
1	Contribution towards animal welfare	Animal welfare		Contribution towards Animal Welfare		21.00	No	Shri Mahaveer Guashala Kalyan Sansthan	CSR00013903
2	Contribution towards animal welfare	Animal welfare		Contribution towards Animal Welfare		10.00	No	Gopal Govardhan Goshala	CSR00003538
3	Contribution towards animal welfare	Animal welfare		Contribution towards Animal Welfare		31.00	No	Shree Rajpur Deesa Panjarapole	CSR00007836
4	Contribution towards animal welfare	Animal welfare		Contribution towards Animal Welfare		107.10	Yes	NA	
5	Educational / Skill Development Programme	Education		Notebooks, Stationery, School Bags etc. distributed to students of various schools		3.54	Yes	NA	
6	Health and Social Welfare	Health		Promotion of Health Care including preventive health and sanitation		15.00	No	Shri Raj Sarak Foundation	CSR00031987
7	Health and Social Welfare	Health		Promotion of Health Care including preventive health and sanitation		33.14	Yes	NA	
8	Promotion of Art and Culture *	Protection of National Heritage, Art and Culture		Promotion of Art and Culture		2211.71	Yes	NA	
TOTAL						2432.49			

* The Company held an event in Rajasthan during the period from 24th January 2023 to 4th February 2023 for highlighting and spreading awareness on an unprecedented level among a large cross-section of the Society about our ancient art & culture by creating virtual structures, especially upholding our high cultural ethos, by organizing gatherings, seminars, exhibitions, which was attended by lakhs of people on daily basis.

(d) Amount spent in Administrative Overheads: **Not Applicable.**

(e) Amount spent on Impact Assessment, if applicable: **Not Applicable.**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **₹ 2,432.49**

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

Sr. No.	Particular	Amount (₹ in lakhs)
1.	Two percent of average net profit of the Company as per Section 135(5)	666.34
2.	Total amount spent for the Financial Year	2,432.49
3.	Excess amount spent for the financial year [(2)-(1)]	1,766.15
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any.	0
5.	Amount available for set-off in succeeding financial years [(iii)-(iv)]	1,766.15

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (₹ in lakhs)	Amount spent in the reporting Financial Year (₹ in lakhs)	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 (₹ in lakhs)
-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (₹ in lakhs)	Amount spent on the project in the reporting Financial Year (₹ in lakhs)	Cumulative amount spent at the end of reporting Financial Year (₹ in lakhs)	Status of the project - Completed/ Ongoing
1	2	3	4	5	6	7	8	9
Not Applicable								

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: **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 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.**

For Bhansali Engineering Polymers Limited

Place : Gurugram / Mumbai
Date : 21st May, 2023

M. C. Gupta
Chairman, CSR
(DIN:01362556)

B. M. Bhansali
Managing Director
(DIN:00102930)



ANNEXURE 3

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Bhansali Engineering Polymers Limited ('BEPL') as a Company believes that, good Corporate Governance emerges from the application of the best management practices and compliance with the laws coupled with adherence to the high standards of Transparency, Business Ethics, Integrity, Fairness and Accountability.

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At BEPL, it is imperative that our Company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

The Company in its approach to adopt the best possible practices of Corporate Governance and keeping adherence to the latest rules and regulations prescribed by various regulatory authorities, has taken all the necessary steps to stay in line with the continuously progressing governance demands. During the financial year under review, adequate monitoring systems were followed to safeguard against major risk and to ensure implementation of policies and procedures in order to fulfil the Company's social, legal and ethical responsibilities.

2. BOARD OF DIRECTORS

● Composition of the Board

The Company believes that an active, well informed and independent board is necessary to ensure the highest standards of Corporate Governance. The present composition of the Board has an optimum combination of personnel having the necessary knowledge and experience to direct the Company towards its business goals and at the same time, achieving high standards of Corporate Governance.

As of 31st March, 2023, the Board consisted of 7 (Seven) Directors, out of which 4 (Four) are Non-Executive, Independent Directors including a Woman Director and 3 (Three) are Executive Directors.

The composition of the Board of Directors of the Company is in accordance with Listing Regulations, and the Act read with the applicable rules made thereunder as amended from time to time. The Chairman of the Board is a Non-Executive, Independent Director.

Detailed profile of the Directors is also available on link <https://www.bhansaliabs.com/our-director>

- **Key Skills, Expertise and Competencies:**

The Company recognizes and embraces the importance of a diverse Board and is endowed with appropriate balance of skills, experience and diversity of perspectives, thereby ensuring effective Board governance. The Company is committed towards ensuring that the Directors being appointed on the Board have certain key skills, expertise and competencies, which shall help in effective functioning of the Company. The Board, in addition to having the basic skills and competencies, such as Leadership qualities and adequate financial knowledge, possesses the following key skills/expertise/competencies:

Name of the Director	DIN No	Designation	Key Skills/Experience/Competencies
Mr. M. C. Gupta	01362556	Chairman, Non-Executive Independent Director	General Administration and Management
Mr. B. M. Bhansali	00102930	Managing Director	Business Administration and Management
Dr. B. S. Bhesania	00026222	Non-Executive Independent Director	Legal
Mr. Dilip Kumar	06882358	Non-Executive Independent Director	Accounting & Taxation
Ms. Jasmine F. Batliwalla	00340273	Non-Executive Independent Director	Legal, Compliance and Corporate Secretarial Management
Mr. Jayesh B. Bhansali	01062853	Executive Director cum CFO	Marketing, Finance and General Administration
Mr. Kiran H. Bhansali	05243336	Whole-Time Director	Business Management, Corporate Affairs, Financial Planning, Operations Management, Human Resource Management, Supply Chain Management, Materials & Logistic Management, Project Management, Risk Management & Risk Mitigation; and International & Domestic Business Development.

The Board possesses the necessary skills, expertise and competencies as are required for the Company's business to function smoothly and to achieve significant growth in the industry that the Company is part of.

- **Disclosures, Memberships, Attendance & Other Directorships:**

The necessary disclosures regarding Directorships, Memberships and Chairmanships in various other Boards and Committees and their respective shareholding in other Companies, have been made by all the Directors. None of the Directors on the Board is a Member of more than 10 (Ten) Committees and/or acts as a Chairman of more than 5 (Five) Committees across all Public Companies in which they are Directors.

Further, none of the Directors served as Independent Director in more than 7 (Seven) listed Companies and held Directorship in more than 10 (Ten) public companies. Further, none of the Managing Director, Executive Director and Whole-Time Director of the Company are serving as Independent Director on the Board of any other listed entity.



Details of Memberships and Attendance of each Director at the Board of Directors' Meetings held during the financial year under review and the last Annual General Meeting and the number of other Directorships including the names of listed entities in which they are a Director and Chairmanship/Membership of Board Committees as on 31st March, 2023 are as follows:

Name of the Director	Nature of Directorship	Board Meetings		Attendance at the AGM held on 29 th June, 2022	*No. of Directorships in other Companies (Excluding BEPL)	Chairmanship(s) and Membership(s) of Board Committees in other Companies as on 31 st March, 2023 (Excluding BEPL)		Directorship in other Listed Entities	
		Held	Attended			Member	Chairman	Name of Listed Company	Category of Directorship
Mr. M. C. Gupta (DIN 01362556)	Chairman, Non-Executive Independent Director	4	4	Yes	-	-	-	-	-
Dr. B. S. Bhesania (DIN:00026222)	Non-Executive Independent Director	4	4	Yes	-	-	-	-	-
Mr. Dilip Kumar (DIN:06882358)	Non-Executive Independent Director	4	4	Yes	-	-	-	-	-
Ms. Jasmine F. Batliwalla (DIN 00340273)	Non-Executive Independent Director	4	4	Yes	-	-	-	-	-
Mr. B. M. Bhansali (DIN: 00102930)	Promoter, Managing Director	4	4	Yes	-	-	-	(i) Speedage Commercials Limited; (ii) Sheraton Properties and Finance Limited; and (iii) Bentley Commercial Enterprises Limited	Non-Executive Non-Independent Director
Mr. Jayesh B. Bhansali (DIN 01062853)	Promoter, Executive Director cum CFO	4	4	Yes	-	-	-	(i) Speedage Commercials Limited; (ii) Sheraton Properties and Finance Limited; and (iii) Bentley Commercial Enterprises Limited	Non-Executive Non-Independent Director
Mr. Kiran H. Bhansali (DIN 05243336)	Whole-Time Director	4	4	Yes	-	-	-	-	-

Notes:

* This includes all Indian Companies, excluding Foreign Companies and Section 8 Companies.

- ❖ All the Non-Executive Directors are Independent Directors.
- ❖ The number of Directorships, Committee Membership(s)/Chairmanship(s) of all Directors is within the respective limits prescribed under the Act and the Listing Regulations.
- ❖ Mr. B. M. Bhansali, Managing Director is the father of Mr. Jayesh B. Bhansali, Executive Director cum CFO and uncle of Mr. Kiran H. Bhansali, Whole-Time Director. None of the other Directors of the Company have any inter-se relationship amongst them.
- ❖ None of the Directors of the Company, except the Managing Director and Executive Directors have any pecuniary relationship with the Company, except to the extent of receipt of sitting fees for meetings of the Board/Committee(s) attended by them.

- **Board Meetings**

The Meetings of Board of Directors are scheduled well in advance and are held at least once in every quarter to inter alia review and consider the performance of the Company and approve the Financial Results. The Board also meets, as and when required, to consider other business matters.

The agenda of the business matters to be transacted at the Board Meeting along with detailed note(s) thereto are circulated to the Board members, as per the time limits specified under the applicable acts, rules and regulations. During the financial year under review, the information mentioned in Part A of Schedule II of the Listing Regulations, was periodically placed before the Board for their consideration, to the extent applicable and deemed appropriate by the Management. This information was made available either as a part of the agenda papers or tabled at the Board Meeting(s) to enable them to discharge their responsibilities of closely monitoring the activities of the Company with sound and ethical business practices. The Directors participated in the meetings through video conferencing.

During the financial year 2022-23, 4 Board Meetings were held i.e. on 23rd April, 2022, 18th July, 2022, 16th October, 2022 and 14th February, 2023, respectively, and the gap between any two meetings did not exceed one hundred and twenty days.

- **Independent Directors**

The Company has appointed Independent Directors on the Board in accordance with the provisions of Section 149 of the Act, including the applicable Rules, if any and Regulation 16 of SEBI (LODR) Regulations, 2015 as amended from time to time. Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every Financial Year, gives a declaration that he/she meets the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 as amended from time to time. The Independent Directors are complying with the provisions relating to limit of directorships as required under Regulation 17A of the SEBI (LODR) Regulations, 2015. The Company issues a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed on the website of the Company. The Independent Directors met once during the Financial Year i.e. on 31st March, 2023. During the meeting, the Independent Directors reviewed, among other critical issues, the following:

- (a) The performance of Non-independent Directors and the Board as a whole;
- (b) The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors, and
- (c) Assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has complied with the provisions with respect to the appointment and term of Independent Directors as per the Act and Listing Regulations. The Company has adopted a Code of Conduct for the Independent Directors which is a guide to professional conduct for Independent Directors, pursuant to Section 149(8) and Schedule IV of the Act which is available at the Company's website on

https://www.bhansaliabs.com/assets/policies_and_procedures/1593592689.Code_for_Independent_Directors.pdf

- **Familiarization Programme for Independent Directors:**

The Company has a structured Familiarization framework for the Independent Directors. It takes due steps for familiarizing the Independent Directors with the Company's procedures and practices, by providing them the necessary documents, reports and internal policies. Through the Familiarization Programme, the Independent Directors are briefed about their roles, responsibilities, duties, and obligations as a member of the Board and matters relating to Corporate Governance, Code of Business Conduct, Risk Management, Compliance Programs, Internal Audit, etc.



3. COMMITTEES OF THE BOARD:

The Committees of the Board ('Committee') play an important role in the governance by focusing on specific areas and making informed decisions within the delegated authority. Majority of the members constituting the Committees are Independent Directors and each Committee is guided by its Charter or Terms of Reference or Policy, which provides for the composition, scope, powers & duties and responsibilities. The recommendations, observations and decisions of the Committees are placed before the Board for information/consideration.

The Board has constituted the following Committees:

A. Audit Committee:

In requirement with Regulation 18 of Listing Regulations and Section 177 of the Act, the Company has constituted an Audit Committee. The Audit Committee reviews, acts on and reports to the Board with respect to various auditing and accounting matters. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.\

Terms of Reference:

The matters falling within the ambit of the Audit Committee, are specified under Regulation 18 read with Part C of Schedule II of Listing Regulations and Section 177 of the Act, read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), which inter alia include:

a. Powers of Audit Committee:

The Audit Committee shall have the following powers:

- ❖ to investigate any activity within its terms of reference,
- ❖ to seek information from any employee,
- ❖ to obtain outside legal or other professional advice, and
- ❖ to secure attendance of outsiders with relevant expertise, if it considers necessary.

b. Role of the Audit Committee:

The role of Audit Committee shall include following:

- (i) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Modified opinion(s) in the draft audit report;
- (v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

- (vi) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (vii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (viii) Approval or any subsequent modification of transactions of the listed entity with related parties;
- (ix) Scrutiny of inter-corporate loans and investments;
- (x) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (xi) Evaluation of internal financial controls and risk management systems;
- (xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xiv) Discussion with internal auditors of any significant findings and follow up there on;
- (xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) To review the functioning of the whistle blower mechanism;
- (xix) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (xx) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (xxi) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.

c. Review of information by Audit Committee:

The Audit Committee shall mandatorily review the following information:

- (i) Management discussion and analysis of financial condition and results of operations;
- (ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (iii) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- (iv) Internal audit reports relating to internal control weaknesses;
- (v) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- (vi) Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

**Composition of the Audit Committee and attendance in meetings during the financial year:**

The present composition of the Audit Committee is in accordance with the provisions of the Act and rules made thereunder and Listing Regulations. The Committee consists of 4 (Four) Directors of whom 3 (Three) are Independent Directors. The Chairperson of the Audit Committee is an Independent Director. Further, the Chairperson of the Committee attends the Annual General Meeting of the Company to answer shareholder's queries, if any.

All the Members of the Audit Committee are financially literate. Mr. Ashwin M. Patel, Company Secretary and GM (Legal) acts as the Secretary to the Audit Committee. The representatives of the Auditors are also invited to the meetings. The Committee invites officer(s) of the Company in the meeting, whenever required.

During the financial year under review, 4 (Four) Meetings of the Audit Committee were held. The said meetings were held on 23rd April, 2022, 18th July, 2022, 16th October, 2022 and 14th February, 2023, respectively.

The composition of the Committee and the details of attendance of the Members at the Audit Committee Meetings are given below:

Sr. No.	Name of the Members	Category	No. of Meetings attended during the financial year
1.	Mr. M. C. Gupta	Chairman, Non-Executive Independent Director	4 of 4
2.	Dr. B. S. Bhesania	Member, Non-Executive Independent Director	4 of 4
3.	Mr. Dilip Kumar	Member, Non-Executive Independent Director	4 of 4
4.	Mr. Jayesh B. Bhansali	Member, Executive Director cum CFO	4 of 4

B. Nomination and Remuneration Committee:

The Company has constituted a Nomination and Remuneration Committee (NRC) in line with the provisions of Regulation 19 of Listing Regulations and Section 178 of the Act. All the members of the NRC are Independent Directors.

Terms of reference:

The Nomination and Remuneration Policy has been amended over the years to align it with the requirements of applicable laws, rules and regulations. The roles, powers and broad terms of reference of NRC covers the areas as provided under Regulation 19 read with Part D of Schedule II of Listing Regulations and Section 178 of the Act, which includes the following:

- (i) Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, suitable experience, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to remuneration of directors, Key Managerial Personnel and other employees. The Committee reviews the composition of the Board periodically with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience, etc;
- (ii) Recommend to the Board the appointment or reappointment of Directors;
- (iii) Devise a policy on diversity of Board of Directors;
- (iv) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- (v) Carry out/oversee evaluation of every Director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and Individual Directors. This includes "formulation of criteria for evaluation of Independent Directors and the Board";
- (vi) Recommend to Board the remuneration payable to the Directors and oversee the remuneration of Senior Management/Key Managerial Personnel of the Company being reasonable and competitive, considering the prevalent compensation packages so as to enable the Company to recruit and retain suitable talent/staff in such capacity motivating them for rendering their quality services to carry the business affairs of the Company at its optimum level;

- (vii) Determine whether to extend or continue the term of appointment of the independent director(s), on the basis of performance evaluation report related to them;
- (viii) Take due consideration of Financial position of Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration at the time of appointment or re-appointment;
- (ix) Carry out any other functions referred by the Board from time to time and/or enforced by any statutory notification/ amendment or modification as may be applicable; and
- (x) Perform such other functions as may be necessary or appropriate for the performance of its duties.

Composition of the NRC and attendance in meeting(s) during the financial year

The present composition of the NRC is in accordance with the provisions of the Act, and the rules made thereunder and Listing Regulations. The NRC consists of 3 (Three) Non-Executive Independent Directors. The Chairperson of the NRC is an Independent Director.

Mr. Ashwin M. Patel, Company Secretary and GM (Legal) acts as the Secretary to the NRC.

During the financial year 2022-2023, 1 (One) meeting of the NRC was held on 23rd April, 2022. The composition of the Committee and the details of attendance of the Members at the NRC Meeting is given below:

Sr. No.	Name of the Members	Category	No. of Meetings attended during the financial year
1.	Dr. B. S. Bhesania	Chairman, Non-Executive Independent Director	1 of 1
2.	Mr. M. C. Gupta	Member, Non-Executive Independent Director	1 of 1
3.	Mr. Dilip Kumar	Member, Non-Executive Independent Director	1 of 1

Nomination and Remuneration Policy:

The Nomination and Remuneration policy has been formulated by the NRC considering various relevant parameters, which was adopted by the Board. The said policy is amended from time to time, as per the requirements of the law.

The Nomination and Remuneration policy of the Company is available on the website of the Company at

https://www.bhansaliabs.com/assets/policies_and_procedures/1593593096.Nomination_&_Remuneration_Policy.pdf

● **Performance evaluation of the Board**

In accordance with the provisions of the Act and Listing Regulations, your Company has formulated the criteria for performance evaluation of all the Directors including Independent Directors, the Board and its Committees and the Chairman.

The Independent Directors evaluates the performance of the Non-Independent Directors, Chairman of the Company (taking into account the views of the Executive Directors and the Non-Executive Directors) and assess the quality, quantity and timeliness of the flow of information between Company Management and the Board of Directors, which facilitates the Board in performing their duties in a reasonable & effective manner.

Similarly, the Board evaluates the performance of its Committees and the Independent Directors, excluding the Director being evaluated.

The criteria for performance evaluation include the following:

(i) Individual Director's Performance Evaluation

Attendance at meetings and the extent of preparedness for meetings, participation and contribution, independence of judgment, knowledge updating, initiatives taken, working relationships and guidance to senior management and board members, expressing views, understanding of the Company, industry, sector, geography, etc.

**(ii) Evaluation of the Board as a Whole**

Proper mix of competencies, experience and qualification, adoption of proper, clear and transparent procedure to appoint directors, conducting meeting(s) on a regular basis, confirming agenda with all relevant information, providing entrepreneurial leadership to the Company, understanding of business, strategy and growth, responsibilities towards stakeholders, risk management and financial controls, discussions through healthy debate, quality of decision making, monitoring performance of management, reviewing the CSR initiatives, grievance redressal mechanism, analysis and examines governance and compliances related issues, maintaining high standards of integrity and probity, etc.

(iii) Chairman's Performance Evaluation

Providing effective leadership, setting effective strategic agenda of the Board, encouraging active engagement by the Board members, providing guidance and motivation to the Managing Director, practicality in taking discussions, establishing effective communication with all the stakeholders, etc.

(iv) Performance Evaluation of Board Committees

Sufficiency in the scope for addressing the objectives, effectiveness in performing the key responsibilities, adequacy in composition and frequency of meetings, quality of relationship of the committee with the Board and the management, clarity of agenda being discussed, discussion on critical issues, clarity of role and responsibilities, etc.

Details of Remuneration paid to Directors during Financial Year 2022-23:**(i) Non-Executive Directors (including Independent Directors):**

The Independent Directors have been re-appointed for fixed tenure of five years from their respective date of appointment and are not liable to retire by rotation. Their appointments have been approved by the Members of the Company, through Postal Ballot.

The criteria for making payment to Non-Executive Directors is available on the website of the Company at

https://www.bhansaliabs.com/assets/policies_and_procedures/1622610013.Criteria_for_making_payment_to_Independent_Directors.pdf

The Independent Directors have no pecuniary relationship or transaction with the Company, except for payment of sitting fees, for attending the Board / Committee Meetings. Sitting fees payable for attending the Board Meeting is ₹ 50,000/- per meeting, whereas that for Committee Meeting is ₹ 40,000/- per meeting. Expenses, if any, incurred by the Directors for attending the Board/Committee meetings are reimbursed.

The sitting fees paid to the Non-Executive Independent Directors during financial year 2022-23 is stated below:

Sr. No.	Name of the Director	Sitting fees paid for attending Board and Committee Meetings (including TDS) (Amount in ₹)
1.	Mr. M. C. Gupta	4,80,000
2.	Dr. B. S. Bhesania	5,60,000
3.	Mr. Dilip Kumar	4,40,000
4.	Ms. Jasmine F. Batliwalla	2,40,000

(ii) Terms of appointment and remuneration of Executive Directors / Whole Time Directors:

The terms and conditions of appointment of, and remuneration paid to Managing Director and Executive Director cum CFO are in accordance with the terms approved by the Members of the Company. The details of Managerial Remuneration paid to these Directors during financial year 2022-23 are as under:

Sr. No.	Components	Mr. B. M. Bhansali (Managing Director)	Mr. Jayesh B. Bhansali (Executive Director cum CFO)	Mr. Kiran H. Bhansali (Whole-Time Director)
1	All elements of remuneration package such as salary, benefits, bonuses, PF, pension and commission etc	Salary – ₹ 60.00 lakhs	Salary – ₹ 60.00 lakhs	Salary – ₹ 60.00 lakhs
2	Details of fixed component and performance linked incentives along with the performance criteria	Mr. B. M. Bhansali is entitled for remuneration which together with his fixed salary of ₹ 60 lakhs per annum, shall not exceed 5% of the total net profit of the Company computed in accordance with the provisions of Section 198 of the Act for the respective financial year (being variable in nature), subject to limits as specified under Schedule V to the Act.	Mr. Jayesh B. Bhansali is entitled for remuneration which together with his fixed salary of ₹ 60 lakhs per annum, shall not exceed 5% of the total net profit of the Company computed in accordance with the provisions of Section 198 of the Act for the respective financial year (being variable in nature), subject to limits as specified under Schedule V to the Act.	Mr. Kiran H. Bhansali is entitled for remuneration of ₹ 60 lakhs per annum.
3	Service Contract	01/04/2019 to 31/03/2024	01/04/2021 to 31/03/2026	23/04/2022 to 22/04/2027
	Notice period	Nil	3 Months	3 Months
	Severance Fees	Nil	Nil	Nil
4	Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	The Company does not have any Employee Stock Option Scheme.		

**C. Stakeholders' Relationship Committee:**

The Company has constituted a Stakeholders' Relationship Committee ('SRC') in line with the provisions of Regulation 20 of Listing Regulations and Section 178 of the Act to specifically look into various aspects of interests of the shareholders.

Terms of Reference:**The role of the Committee, shall inter-alia include the following:**

- (i) Oversee the performance of the Company's Registrar and Share Transfer Agent;
- (ii) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (iii) Review of measures taken for effective exercise of voting rights by shareholders.
- (iv) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (v) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- (vi) Carry out any other function as is referred by the Board from time to time and/or enforced by any statutory notification/ amendment or modification as may be applicable.

Composition of the SRC and attendance in meetings during the financial year:

The present composition of the SRC is in accordance with the provisions of the Act, and the rules made thereunder and Listing Regulations. The Committee comprises of 4 (Four) directors, including 1 (One) Independent Director. The Chairperson of the SRC is an Independent Director and attends the Annual General Meeting to answer the queries raised by the Shareholders/ Security holders.

Mr. Ashwin M. Patel, Company Secretary and GM (Legal) is the Compliance Officer and acts as the Secretary to the SRC. During the financial year 2022-23, 1 (One) meeting of the SRC was held on 31st March, 2023.

The composition of the Committee and the details of attendance of the Members at the SRC Meeting are given below:

Sr. No.	Name of the Members	Category	No. of Meetings attended during the financial year
1.	Dr. B. S. Bhesania	Chairman, Non-Executive Independent Director	1 of 1
2.	Mr. B. M. Bhansali	Member, Managing Director	1 of 1
3.	Mr. Jayesh B. Bhansali	Member, Executive Director cum CFO	1 of 1
4.	Mr. Kiran H. Bhansali	Member, Whole-Time Director	1 of 1

Other details:

- (i) Details of investor complaints received and redressed during the financial year 2022-23 are as follows:

No. of complaints pending as on 1 st April, 2022	No. of complaints received during the financial year	No. of complaints attended during the financial year	No. of complaints pending as on 31 st March, 2023
0	11	11	0

D. Corporate Social Responsibility Committee:

The Corporate Social Responsibility ('CSR') Committee is constituted in line with the provisions of Section 135 of the Act. The Corporate Social Responsibility Policy ('CSR Policy') was adopted by the Board of Directors for implementation of CSR objects of the Company on 27th September, 2014. The CSR Policy has been placed on Company's website at:

https://www.bhansaliabs.com/assets/policies_and_procedures/1593593022.Corporate_Social_Responsibility_Policy.pdf

Terms of Reference:

The brief terms of reference of the Committee are as under:

- (i) Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- (ii) Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy;
- (iii) Monitor the CSR projects undertaken by the Company from time to time; and,
- (iv) Ensure effective implementation of aforesaid CSR Policy.

Composition of the CSR Committee:

As on 31st March, 2023, the Committee consisted of 4 (Four) members, of whom 3 (Three) are Executive Directors and 1 (One) Non-Executive Independent Director. The Chairman of the Committee is a Non-Executive Independent Director.

Mr. Ashwin M. Patel, Company Secretary and GM (Legal) acts as the Secretary to the CSR Committee. During the financial year 2022-23, 1 (One) meeting of the CSR Committee was held on 04th November, 2022.

The composition of Committee and the details of attendance of the Members at the CSR Committee Meeting are given below:

Sr. No.	Name of the Members	Category	No. of Meetings attended during the financial year
1.	Mr. M. C. Gupta	Chairman, Non-Executive Independent Director	1 of 1
2.	Mr. B. M. Bhansali	Member, Managing Director	1 of 1
3.	Mr. Jayesh B. Bhansali	Member, Executive Director cum CFO	1 of 1
4.	Mr. Kiran H. Bhansali	Member, Whole-Time Director	1 of 1

The details of CSR initiatives undertaken by the Company for the financial year 2022-23 are mentioned in the CSR Report which forms part of this Annual Report.

**E. Risk Management Committee:**

The Company has constituted a Risk Management Committee (RMC) in line with the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Risk Management Policy may be accessed under the 'Policies and Procedures' section on the website of the Company at the web link:

https://bhansaliabs.com/assets/policies_and_procedures/1593593348.Risk_Management_Policy.PDF

This Policy is intended to document the risk management policies and procedures that have been adopted by the Company and is designed to identify, assess, monitor and manage risks with the objective of minimising losses and maximising shareholder value.

Terms of Reference:

The roles and responsibilities of the Committee, shall inter-alia include the following:

- (i) To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectorial, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
- (ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (iii) To monitor and oversee/ review implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (v) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (vi) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Composition of the RMC and attendance in meetings during the financial year:

As on 31st March, 2023, the Committee consisted of 4 (Four) members, of whom 3 (Three) are Executive Directors and 1 (One) Non- Executive Independent Director. The Chairman of the Committee is a Non-Executive Independent Director.

During the financial year 2022-23, 2 (Two) meetings of the Committee were held on 15th September, 2022 and 16th October, 2022.

The composition of Committee and the details of attendance of the Members at the Committee Meeting are given below:

Sr. No.	Name of the Members	Category	No. of Meetings attended during the financial year
1.	Dr. B. S. Bhesania	Chairman, Non-Executive Independent Director	2 of 2
2.	Mr. B. M. Bhansali	Member, Managing Director	2 of 2
3.	Mr. Jayesh B. Bhansali	Member, Executive Director cum CFO	2 of 2
4	Mr. Kiran H. Bhansali	Member, Whole-Time Director	2 of 2

4. GENERAL BODY MEETINGS:**(i) Details of last three AGMs' and the summary of Special Resolutions passed therein are as under:**

AGM	Financial Year ended	Date & Time	Venue	Special Resolution Passed
38 th	31 st March, 2022	Wednesday, 29 th June, 2022 at 11:00 a.m.	The meeting was conducted through Video Conferencing.	No Special Resolution was passed
37 th	31 st March, 2021	Wednesday, 30 th June, 2021 at 11:00 a.m.	The meeting was conducted through Video Conferencing.	No Special Resolution was passed
36 th	31 st March, 2020	Saturday, 26 th September, 2020 at 11.30 am.	The meeting was conducted through Video Conferencing.	No Special Resolution was passed

(ii) Details of Postal ballot and Special Resolution passed through Postal Ballot:

During the year under review, there was no resolution passed through Postal Ballot.

5. DISCLOSURES:**(i) Related Party Transactions:**

During the financial year under review, there was no materially significant related party transaction entered into by the Company with its Promoters, Directors, Key Managerial Personnel(s) or management or their relatives, etc. which had potential conflict with the interest of the Company at large. Transactions entered into with the related parties, as per respective Accounting Standards and/or other applicable laws are disclosed at Note No. 41 to the Audited Standalone Financial Statement of the Company, forming part of this Annual Report.

All Transactions with related parties were in the ordinary course of business and at arm's length basis. The policy on dealing with related party transactions has been placed on the web link given below:

https://www.bhansaliabs.com/assets/policies_and_procedures/1593593208.Policy_for_Related_Party_Transactions.pdf

(ii) Compliances by the Company:

The Company has made due compliances and no penalties and strictures were imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to the capital market during the last three years.

(iii) Establishment of Whistle Blower/Vigil Mechanism Policy and access to the Chairman of the Audit Committee:

The Company has established a Vigil Mechanism and formulated a Whistle Blower Policy, pursuant to which the Director(s) and employee(s) of the Company (including their representative bodies) have access to the Chairman of the Audit Committee, in appropriate or exceptional cases, in connection with any grievance which is concerned with unethical behaviour, frauds and other illegitimate activities in the Company.

(iv) Compliance with the Mandatory requirements and Implementation of the Non-mandatory requirements:

The Company has fully complied with all the mandatory requirements as stipulated under Regulation 27 of the Listing Regulations with the Stock Exchanges and has also adopted the following Non Mandatory Discretionary requirement as prescribed in Part E of Schedule II to Regulation 27 of the Listing Regulations, as amended from time to time:

- ❖ The Internal Auditor directly reports to the Audit Committee.
- ❖ For the Financial Year 2022-23, the Auditors have expressed an unmodified opinion on the Financial Statements of the Company. The Company continues to adopt best practices to ensure a regime of unmodified Financial Statements.

**(v) Material Subsidiaries:**

The Company did not have any subsidiary company as on 31st March, 2023. However, the Company has adopted a 'Policy on Material Subsidiaries' with regard to determination of Material Subsidiaries.

The above policy is available on the Company's website at

https://www.bhansaliabs.com/assets/policies_and_procedures/1593593282.Policy_on_Material_Subsiidiaries.pdf

(vi) Details of utilization of funds raised through preferential allotment or qualified institutions placement:

During the financial year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under Regulation 32 (7A) of Listing Regulations, is not applicable to the Company.

(vii) Certificate from Practicing Company Secretaries:

As required under Clause 10 (i) of Part C under Schedule V of the Listing Regulations, the Company has received a certificate from M/s Rathi & Associates, Practicing Company Secretaries, (FRN: P1988MH011900) certifying that none of the Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company, by Securities and Exchange Board of India or Ministry of Corporate Affairs or such other statutory authority.

The certificate forms part of this Annual Report and is attached as Annexure 3A to this Report on Corporate Governance.

(viii) Remuneration of Statutory Auditors:

A fees of ₹ 4,50,000/- was paid to M/s. Azad Jain & Co., Chartered Accountants, the Statutory Auditors of the Company during financial year 2022-23.

(ix) Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- (a) Number of complaints filed during the financial year – Nil
- (b) Number of complaints disposed of during the financial year – Nil
- (c) Number of complaints pending as on end of financial year – Nil

(x) Disclosures of the compliance with corporate governance requirements:

The Company is in compliance with the requirements under Regulation 17 to 27 read with Schedule V and clause (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations, as amended from time to time.

(xi) Disclosure with respect to Demat Suspense Account/Unclaimed Suspense Account:

Particulars	Number of Shareholders	Number of Equity shares
Aggregate number of shareholders and the outstanding shares in suspense account lying as on 1 st April, 2022 (Demat and Physical)	11	8300
Number of shareholders who approached the Company for transfer of shares from suspense account during the financial year	--	--
Number of shareholders to whom shares were transferred from the suspense account during the year and the number of shares transferred	--	--
Number of shareholders and shares which were transferred to IEPF Account during the financial year	--	--
Aggregate number of shareholders and outstanding shares in the suspense account lying as on 31 st March, 2023 (Demat and Physical)	11	8300

The voting rights on the shares outstanding in the suspense account shall remain frozen till the rightful owner of such shares claims the shares.

(xii) Compliance Reports of applicable laws:

The Board periodically reviews Compliance Reports, pertaining to all laws applicable to the Company, received from the heads of various departments, from time to time, as well as steps taken by it to rectify instances of non-compliances, if any.

(xiii) Code of Conduct:

The Company has formulated and laid down a Comprehensive Code of Conduct for the Board of Directors and Senior Management of the Company which is available at the Company's website on

https://www.bhansaliabs.com/assets/policies_and_procedures/1593592739.Code_of_Conduct_for_Directors_and_Senior_Management.pdf

All the Board Members and Senior Management Personnel have affirmed compliance with the Code. The necessary declaration by the Managing Director as required under Regulation 34(3) read with Schedule V(D) of the Listing Regulations, regarding adherence to the Code of Conduct has been obtained for the financial year 2022-23 and forms part of this Annual Report.

(xiv) Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Act, with a view to regulate trading in securities of the Company by the Designated Persons.

Further, the Company has also adopted the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information under the aforesaid SEBI Regulations for preserving the confidentiality of unpublished price sensitive information and preventing misuse of such information and also ensuring timely, fair and adequate disclosure of events and occurrences that could impact price discovery in the market for the Company's securities.

The same is available on the website of the Company at:

https://www.bhansaliabs.com/assets/policies_and_procedures/1593592773.Code_of_Conduct_for_Prohibition_of_Insider_Trading.pdf

(xv) Confirmation:

In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified in the Act and the Listing Regulations and are independent of the management. Further, the Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience (including the proficiency) and expertise in their respective fields and that they hold highest standards of integrity.

6. MEANS OF COMMUNICATION:**1. Financial Results:**

The financial results of the Company are generally published in Business Standard (English) and Mumbai Lakshadweep (Marathi) newspapers, having wide circulation.

The financial results of the Company are also placed on the web link given below:

<https://www.bhansaliabs.com/financial-result>

In compliance with Regulation 46 of Listing Regulations, a separate dedicated section under the caption "Investors Relations" on the Company's website www.bhansaliabs.com provides information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half yearly/Nine-months and Annual financial results along with the applicable policies of the Company. The Company's official news releases are also available on the said website.

**7. GENERAL INFORMATION TO SHAREHOLDERS:**

I	Day, Date, Time and Venue of Annual General Meeting (AGM)	Monday, 19 th June, 2023 at 11.00 am through Video Conferencing/ Other Audio Visual Means
II	Financial Year	1 st April, 2022 to 31 st March, 2023
III	Date of Book Closure for the purpose of AGM	12 th June, 2023 to 19 th June, 2023 (Both days inclusive)
IV	Listing on Stock Exchanges and payment of Listing Fees	The Company is listed on the below mentioned stock exchanges: BSE Limited, P. J. Towers, Dalal Street, Mumbai - 400 001 National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Further, the Listing Fees for the financial year 2023-24, is already paid.
V	Stock Code	BSE: 500052 NSE: BEPL-EQ
VI	Registrar and Transfer Agents	Link Intime India Private Limited C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083 Tel.: 022 - 4918 6000, Fax: 022 - 4918 6060 Website: https://www.linkintime.co.in/ E-mail: RNT.helpdesk@linkintime.co.in

(i) Share Transfer System:

The Stakeholders' Relationship Committee has been authorized to oversee and review all matters connected with transfer of Company's securities.

The Company ensures that the Compliance Certificate pursuant to Regulations 40(9) and 40(10) of the Listing Regulations are filed with the Stock Exchanges within the prescribed timeline.

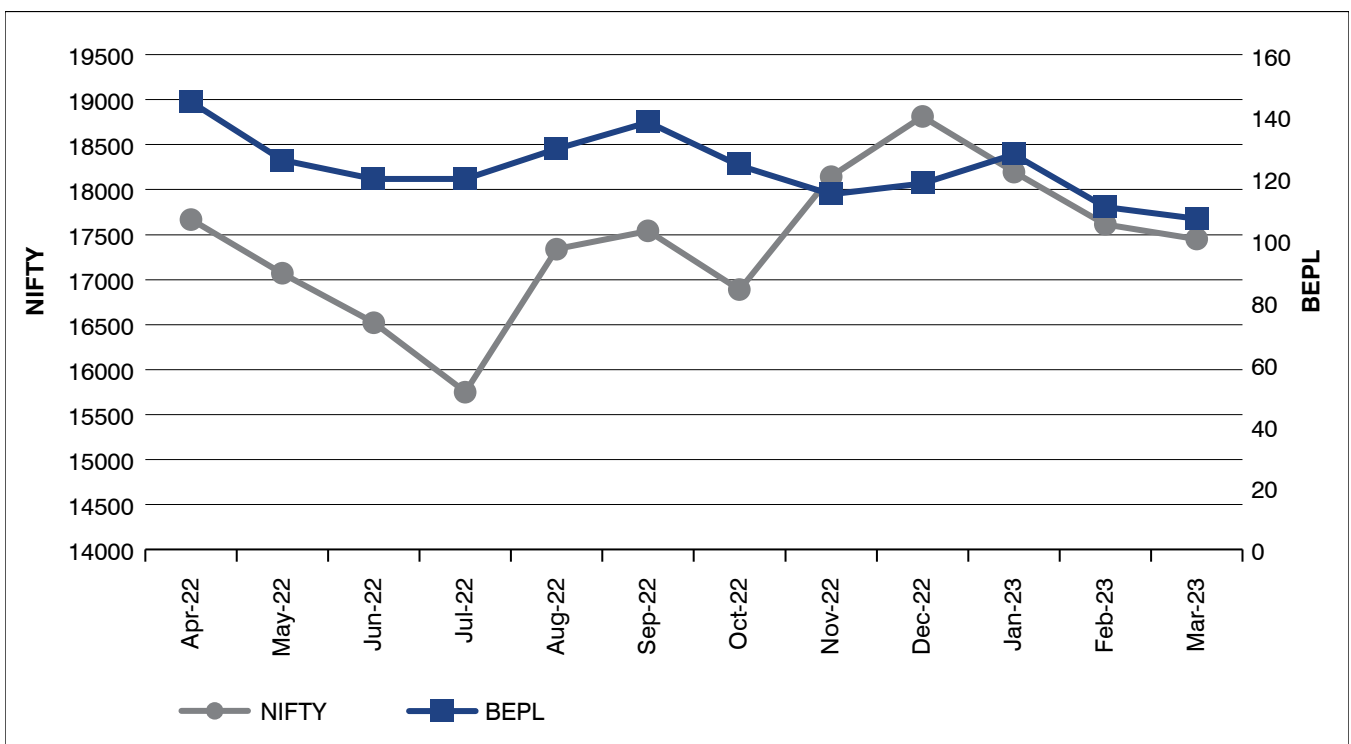
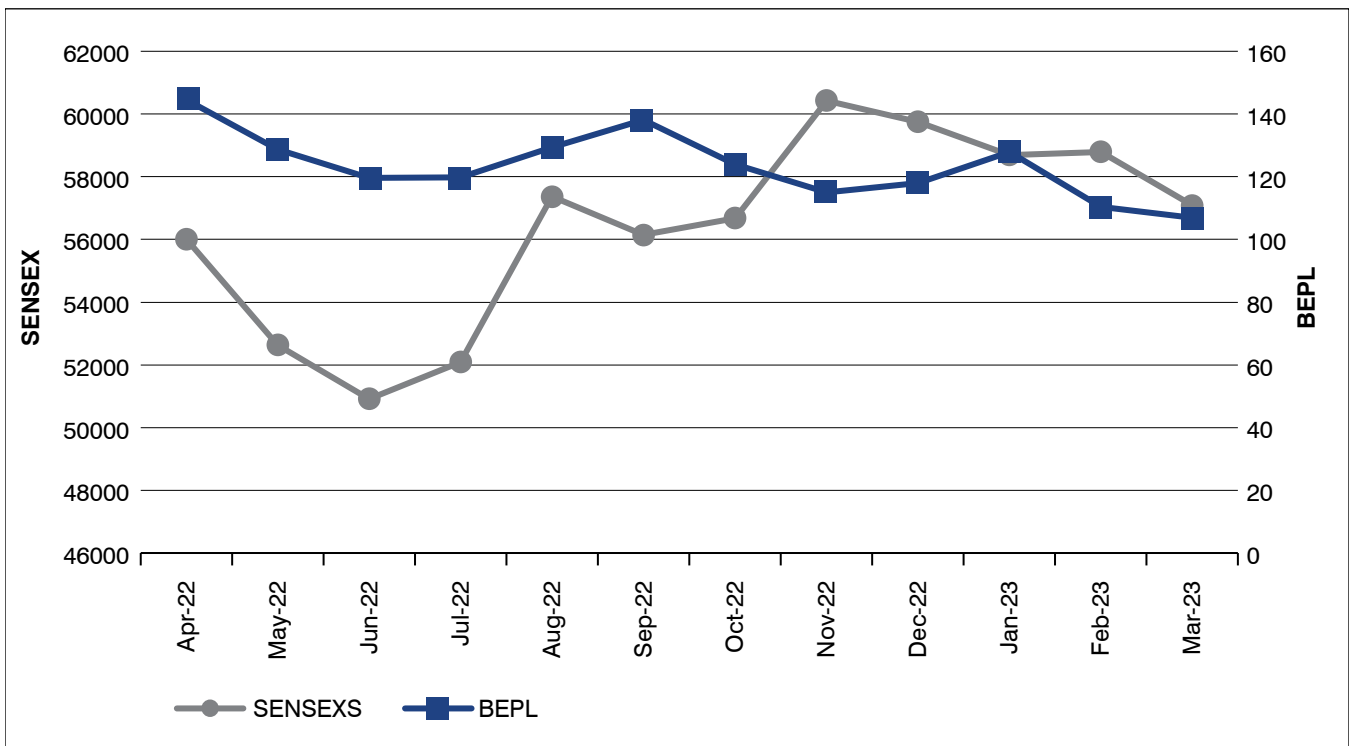
As mandated by SEBI, requests for effecting transfer of securities (except in case of transmission or transposition of securities) cannot be processed from 30th October, 2022 unless the securities are held in the dematerialized form with the depositories. Therefore, Members holding shares in physical form were requested to take necessary action to dematerialize their holdings.

(ii) Market Price Data – High, Low and Volumes during each month of the Financial Year 2022-23:

Month	BSE Limited			National Stock Exchange of India Limited		
	High Price	Low Price	No. of Shares	High Price	Low Price	No. of Shares
April 2022	144.65	125.15	19,80,146	144.75	125.10	98,82,000
May 2022	128.80	103.50	12,25,674	126.00	103.50	50,87,000
June 2022	119.60	98.00	11,19,987	119.90	98.00	47,44,000
July 2022	119.75	104.70	8,70,993	119.75	104.60	61,35,000
August 2022	129.35	106.05	11,47,795	129.50	107.00	94,63,000
September 2022	138.10	113.75	11,22,772	138.20	113.80	78,54,000
October 2022	124.00	105.60	5,52,102	124.15	106.70	39,46,000
November 2022	115.05	104.50	5,33,742	114.95	104.00	34,41,000
December 2022	118.00	101.05	5,24,455	118.40	101.10	38,25,000
January 2023	127.85	102.70	22,20,004	127.80	102.70	2,40,01,000
February 2023	110.35	101.10	10,58,788	110.75	101.75	51,13,000
March 2023	106.90	87.15	11,73,353	107.00	87.05	73,95,000



Performance in comparison to Indices:



(iii) Distribution of Shareholding:

The Distribution of Shareholding as on 31st March, 2023 is as under:

No of Equity Shares held	Shareholders		Shares	
	Number	% of total Shareholding	Amount	% of total Capital
1-500	93019	85.88	10774823	6.49
501-1000	8085	7.46	6681154	4.02
1001-2000	3697	3.40	5692452	3.43
2001-3000	1236	1.14	3213942	1.94
3001-4000	558	0.52	2023586	1.22
4001-5000	481	0.44	2284240	1.38
5001-10000	681	0.63	5006959	3.02
10001 & above	568	0.52	130228484	78.50
Total			165905640	100.00

(iv) Categories of Shareholding:

The Categories of Shareholding as on 31st March, 2023 are as under:

Category	Shareholders		Shares	
	Number	% of Total Shareholders	Amount (INR)	% of Total Capital
Promoter and Promoter Group	13	0.01	94077000	56.71
Central Government	1	0.00	4000	0.00
Clearing Members	43	0.04	93887	0.06
Other Bodies Corporate	426	0.39	5590116	3.37
Director and relatives of Director	2	0.00	30500	0.02
Hindu Undivided Family	1697	1.57	3919260	2.36
Mutual Funds	1	0.00	6500	0.00
Nationalised Banks	2	0.00	750	0.00
Non Resident Indians	1088	1.02	1271278	0.77
Non Resident (Non Repatriable)	554	0.51	451312	0.27
Public	104430	96.42	51145709	30.83
Foreign Portfolio Investors (Corporate)	35	0.04	1543953	0.93
Unclaimed Shares	1	0.00	8300	0.01
Investor Education And Protection Fund	1	0.00	3199797	1.93
Director and their relatives (Excluding Independent Director and Nominee directors)	5	0.00	124138	0.07
Relatives of promoters (Other than "Immediate relatives" of Promoters disclosed under Promoters and Promoter group category)	8	0.01	4439140	2.67
Total	108307	100	165905640	100.00

**(v) Dematerialization of shares and liquidity:**

Equity shares of the Company representing 98.37 per cent are dematerialized as on 31st March, 2023.

Under the Depository (NSDL & CDSL) System, the shares are dematerialized and are available in the electronic segment under International Securities Identification Number (ISIN) – INE922A01025 which is allotted to the Company's shares.

(vi) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on 31st March, 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments, which may impact the Equity Share Capital of the Company.

(vii) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence, the disclosure pursuant to SEBI Circular dated 15th November, 2018 is not required to be given. However, the Company has taken suitable steps from time to time for protecting it against foreign exchange risk(s).

(viii) Plant locations:**(a) Satnoor Plant:**

Bhansali Nagar, Post: Paradsinga, Taluka: Sausar, Dist.: Chhindwara, Satnoor - 480 108 (Madhya Pradesh).

(b) Abu Road Plant

Plot No. SP-138-143, Ambaji Industrial Area, Abu Road, Sirohi - 307 026 (Rajasthan)

(ix) Address for correspondence:**Registrar & Transfer Agent:**

Link Intime India Private Limited
C-101, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai 400 083
Tel.: 022 - 4918 6000
Fax: 022 - 4918 6060
Website: www.linkintime.co.in
E-mail: RNT.helpdesk@linkintime.co.in

Company's Registered Office:

301 & 302, 3rd Floor, Peninsula Heights,
C. D. Barfiwala Road, Andheri (West),
Mumbai - 400 058
Tel.: 022 - 2621 6060
Fax: 022 - 2621 6077
Website: www.bhansaliabs.com
E-mail: investors@bhansaliabs.com

For and on behalf of the board

M. C. Gupta
Chairman
(DIN: 01362556)

Place : Gurugram

Date : 21st May, 2023

Annexure 3

To,
The Members of
Bhansali Engineering Polymers Limited

We have examined the compliance of conditions of Corporate Governance by Bhansali Engineering Polymers Limited (**‘the Company’**), for the year ended March 31, 2023, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) as amended from time to time.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examinations have been limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the Listing Regulations. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the Listing Regulations.

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

For and on behalf of
RATHI & ASSOCIATES
Company Secretaries

HIMANSHU S. KAMDAR
Partner
M. No. FCS No. 5171
CP No. 3030
UDIN:F005171E000348327

Place : Mumbai
Date : 21st May, 2023

**CERTIFICATE**

To,
The Members of
Bhansali Engineering Polymers Limited
301 and 302, 3rd Floor, Peninsula Heights, C.D. Barfiwala Road, Andheri (West), Mumbai 400058.

Sub: Certificate pursuant to Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Bhansali Engineering Polymers Limited (CIN: L27100MH1984PLC032637) (hereinafter referred to as '**the Company**') is a Public Limited Company incorporated under the provisions of the erstwhile Companies Act, 1956 and whose equity shares are listed on The National Stock Exchange of India Limited and BSE Limited, has approached us to issue certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority and based on the individual confirmations received from the Board of Directors of the Company who are in their respective office as on 31st March, 2023 viz.

Sr. No.	Name of the Director	DIN
1.	Dr. Bakhtiar Shapurji Bhesania	00026222
2.	Mr. Babulal Mishrimal Bhansali	00102930
3.	Ms. Jasmine Firoze Batliwalla	00340273
4.	Mr. Jayesh Babulal Bhansali	01062853
5.	Mr. Munish Chandra Gupta	01362556
6.	Mr. Dilip Kumar	06882358
7.	#Mr. Kiran Hiralal Bhansali	05243336

#Mr. Kiran Hiralal Bhansali was appointed as Additional Director (Designated as Whole Time Director) of the Company w.e.f. 23rd April, 2022. His appointment was approved by shareholders in the AGM held on 29th June, 2022

and we certify that:

"None of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority."

This certificate is issued by us only for the purpose of disclosure to be furnished in the Corporate Governance Report of the Company for the financial year ended 31st March, 2023, pursuant to Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and should not be used for any other purpose.

**For RATHI AND ASSOCIATES
COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR
PARTNER**

**M. NO. FCS 5171
COP NO. 3030**

UDIN: F005171E000348250

Place : Mumbai
Date : 21st May, 2023

Annexure 3B**DECLARATION BY MANAGING DIRECTOR UNDER REGULATION 17(5) READ WITH SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the members of Board of Directors and Senior Management Personnel (including Chief Financial Officer, Company Secretary and President level employees) of the Company have affirmed compliance with the Code of Conduct of Bhansali Engineering Polymers Limited, as applicable to them, for the FY ended 31st March, 2023.

For Bhansali Engineering Polymer Limited

B. M. Bhansali
Managing Director
(DIN: 00102930)

Place : Mumbai
Date : 21st May, 2023

Annexure 4

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

To
The Members
BHANSALI ENGINEERING POLYMERS LIMITED
301 and 302, 3rd Floor, Peninsula Heights,
C.D. Barfiwala Road, Andheri (West),
Mumbai – 400058.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bhansali Engineering Polymers Limited** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s Books, Papers, Minutes 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 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, however subject to verification of the audited financial statements for the Financial year ended March 31, 2023 and documents related thereto.

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure I**, for the financial year ended on March 31, 2023, according to the provisions of:
 - (i) The Companies Act, 2013 (**‘the Act’**) and the rules made there under to the extent applicable;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings; (**not applicable to the Company during the audit period**)
 - (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 (Prohibition of Insider Trading) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding dealing with client;



2. Provisions of the following Regulations and Guidelines prescribed under the SEBI Act were **not applicable** to the Company under the financial year under report: -
 - a. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - b. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - c. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
3. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with other Acts, Laws and Regulations applicable specifically to the Company as mentioned hereunder:
 - a. The Water (Prevention and Control of Pollution) Act, 1974 and rules made thereunder;
 - b. The Air (Prevention and Control of Pollution) Act, 1981 and rules made thereunder;
 - c. The Environment (Protection) Act, 1986 and rules made thereunder;
 - d. The Water (Prevention and Control of Pollution) Cess Act, 1977 and rules made thereunder;
 - e. The Public Liability Insurance Act, 1991 and rules made thereunder;
 - f. Explosives Act, 1884 and rules made thereunder;
 - g. The Petroleum Act, 1934 and rules made thereunder; and
 - h. The Standards of Weights and Measures Act, 1976 and rules made thereunder.

We have also examined compliance with the applicable clauses of the Secretarial Standards including the amended Secretarial Standards applicable with effect from October 01, 2017 issued by The Institute of Company Secretaries of India under the provisions of the Act.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 since the Company did not capture unpublished price sensitive information till the quarter ended 31st December, 2022 in the Structured Digital Database.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one-woman director in compliance with the provisions of the Companies Act, 2013. 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.

As per the minutes of the meetings, the decisions of the Board were taken unanimously.

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.

**For RATHI AND ASSOCIATES
COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR
PARTNER**

M. NO. FCS 5171

C.P. NO. 3030

UDIN: F005171E000348206

P.R. Certificate No.: 668/2020

Place : Mumbai

Date : 21st May, 2023

Note: This report should be read with our letter of even date which is annexed as Annexure II and forms an integral part of this report.

ANNEXURE – I**List of documents verified**

1. Memorandum and Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2022.
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee held during the financial year under report.
4. Minutes of Annual General Meeting held during the financial year under report;
5. Proof of circulation & Delivery of notice for Board meetings and Committee Meetings.
6. Proof of circulation of draft Board and Committee meetings minutes as per Secretarial Standards.
7. Various Policies made under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. Statutory Registers maintained under the Companies Act, 2013;
9. Copies of Notice, Agenda and Notes to Agenda submitted to all the directors / members for the Board Meetings and Committee Meetings as well as resolutions passed by circulation;
10. Declarations received from the Directors of the Company pursuant to the provisions of Section 184(1), Section 164(2) and Section 149(7) of the Companies Act, 2013.
11. Intimations received from Directors under the Code of Prohibition of Insider Trading.
12. E-Forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
13. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year under report;
14. Confirmation related to payments of dividend made to its shareholders during the financial year under report;
15. E-mails evidencing dissemination of information related to closure of Trading window;
16. Internal Code of Conduct for prevention of Insider Trading by Employees / Directors / Designated Persons of the Company;
17. Statement of Related Party Transactions entered into by the Company during the financial year under report;
18. Compliance Certificate placed before the Board of Directors from time to time;
19. Details of Sitting Fees paid to all Non - Executive Directors for attending the Board Meetings and Committees.



ANNEXURE- II

To
The Members
BHANSALI ENGINEERING POLYMERS LIMITED
301 and 302, 3rd Floor, Peninsula Heights,
C.D. Barfiwala Road, Andheri (West),
Mumbai – 400058.

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 and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For RATHI AND ASSOCIATES
COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR
PARTNER**

M. NO. FCS 5171

C.P. NO. 3030

P.R. Certificate No.: 668/2020

Place : Mumbai

Date : 21st May, 2023

ANNEXURE 5**DISCLOSURE PURSUANT TO RULE 5 OF COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL
PERSONNEL) RULES, 2014**

Sr. No.	Requirements	Disclosure
1	*The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-2023	Managing Director – 260.86 Executive Director cum CFO –260.86
2	*The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Managing Director – (58.77)% Executive Director cum CFO- (58.77)%
3	The percentage increase in the median remuneration of employees in the financial year	The median remuneration of the employees in the financial year was increased by 19.41%. The calculation of percentage increase in median remuneration is done based on comparable employees.
4	The number of permanent employees on the rolls of Company	There were 446 permanent employees as on 31 st March, 2023.
5	Average percentile increase already made in the salaries of employees, other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 6.40% and that of KMP was 5.08%.
6	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, It is confirmed.

* The figures stated under point no. 2 & 3 pertaining to ratio of remuneration and percentage increase in remuneration, respectively, have been calculated, excluding the sitting fees paid to the Non-Executive Independent Directors, during the financial year 2022-23.

Disclosures as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Disclosures as required under Section 134 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as amended, forms part of this report. However, pursuant to the provisions of Section 136 of the Act, this report is being sent to all shareholders of the Company excluding the aforesaid information and the said particulars will be made available at the registered office of the Company. The Members interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

For Bhansali Engineering Polymers Limited

Place : Gurugram
Date : 21st May, 2023

M. C. Gupta
Chairman
(DIN: 01362556)

**ANNEXURE 6****DISCLOSURE PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014.****1. Conservation of Energy:**

Your Company's focus on Energy Management, Operational Excellence, Plant Reliability improvement continued during the year under report. Your Company continued its policy of giving priority to energy conservation measures including regular review of energy generation, distribution, consumption and effective control on utilization of energy in its manufacturing sites at Satnoor and Abu Road (Rajasthan)

Requirements	Disclosure
Steps taken or impact on conservation of energy	<ol style="list-style-type: none">30 M³ two new Silo Installations at 18 Mtr & automatic Jumbo bag packing facility at 12-meter floor of Compounding was installed to Save Cost and Energy.New 60 KVA UPS for Weather meter was installed for achieving higher efficiencies without any disruption in Testing facilitiesNew ASCON Controller by Thermax with Automatic PLC was installed to improve the overall efficiency of the Thermic Fluid heater to save Diesel Cost and Energy.New zero loss auto drain valve were installed in Compressed Air pipelines to save Power consumption by reducing air losses.New Detachable jacketed insulation on flanges & valves were installed at utility heater area to reduce heat loss.Insulation Replacement from LRB to perlite type of Thermic Fluid heater – Supply and Return Header main lines (140 Meter) was installed for reducing the Heat LossReplacement of 150Watt/160W HPMV conventional lights with 40watt LED (FLP) in SAN processing & Compounding section, installation of 25W (7 Nos) integrated solar lights in Plant & pump house premises for Energy ConservationA Close loop steam trap system was installed in Boiler main stream line for condensate recovery to feed water tank for saving energy.Installation of new plate type heat exchanger in F&D area for recovery of heat from A2 drain line.
Steps taken by the company for utilizing alternate sources of energy	The Company is in discussion with GAIL and GGL regarding natural gas supply for Boiler operation at Satnoor plant and Thermic fluid heater at Abu Road plant respectively. The laying of Gas Pipeline is in the advanced stage.
Capital investment on energy conservation equipment	₹ 49.33 lakhs

B. Technology Absorption:

Efforts made towards technology absorption	
Benefits derived like product improvement, cost reduction, product development or import substitution	The new technology is helping in reducing the colouring cost and improving the colour quality. The Company is also putting R&D efforts for use of the new colour technology in special and critical colours.
In case of imported technology (imported during the last three years reckoned from beginning of the financial year)	NA
Details of technology imported	NA
Year of import	NA
Whether the technology has been fully absorbed	NA
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA

Expenditure incurred on Research and Development:

Sr. No.	Particulars	Amount (₹ in lakhs)
a.	Capital	0.00
b.	Recurring	97.92
c.	Total (a) + (b)	97.92
d.	Total R&D expenditure as a percentage of:	
	Gross Turnover	0.061
	Net Turnover	0.072

C. Foreign Exchange Earnings & Outgo during the financial year under review:

Particulars	Amount (₹ in lakhs)
Foreign Exchange Earnings	143.58
Foreign Exchange Outgo	74,591.11

For Bhansali Engineering Polymers Limited

M. C. Gupta
Chairman
(DIN: 01362556)

Place : Gurugram
Date : 21st May, 2023

**Annexure 7****BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT OF BHANASALI ENGINEERING POLYMERS LIMITED****FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023****SECTION A: GENERAL DISCLOSURES****Details of the listed entity**

1.	Corporate Identity Number (CIN) of the Listed Entity	L27100MH1984PLC032637
2.	Name of the Listed Entity	Bhansali Engineering Polymers Limited
3.	Year of incorporation	1984
4.	Registered office address	301 & 302, 3 rd Floor Peninsula Heights, C.D Barfiwala Road, Andheri (West), Mumbai – 400058, Maharashtra
5.	Corporate address	Same as Registered Office Address
6.	E-mail	investors@bhansaliabs.com
7.	Telephone	+91-22-2621 6060-64
8.	Website	www.bhansaliabs.com
9.	Financial year for which reporting is being done	Financial year ended 31 st March, 2023
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited and BSE Limited
11.	Paid-up Capital	₹ 16,59,05,640/-
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Ashwin M. Patel Ph: +91-22-26216060-64 Email ID: investors@bhansaliabs.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Consolidated Basis

Products / Services

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

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Petrochemical	Acrylonitrile Butadiene Styrene (ABS) Styrene Acrylonitrile (SAN) Trading Sales	92.58 1.74 5.68

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

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Acrylonitrile Butadiene Styrene Resins	2209	92.58
2.	Styrene Acrylonitrile Resins	2209	1.74

Operations

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

Location	Number of plants	Number of offices	Total
National	2	7	9
International	NIL	NIL	NIL

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	25
International (No. of Countries)	2

b. What is the contribution of exports as a percentage of the total turnover of the entity? - **The contribution of exports was 0.12 % of the total turnover of the Company for the Financial Year ended 31st March, 2023.**

c. A brief on types of customers: **The Company is engaged in manufacturing of ABS & SAN resins. Our customers include leading companies dealing in Automobiles, Home Appliances, Electronics, Healthcare & Kitchenware, Stationery and Toys.**

Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	361	357	98.90	4	1.10
2.	Other than Permanent (E)	NIL	NIL	NIL	NIL	NIL
3.	Total employees (D + E)	361	357	98.90	4	1.10
WORKERS						
4.	Permanent (F)	85	85	100	NIL	NIL
5.	Other than Permanent (G)	261	261	100	NIL	NIL
6.	Total workers (F + G)	346	346	100	NIL	NIL



b. Differently abled Employees and workers:

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

19. Participation / Inclusion / Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14.29
Key Management Personnel (*)	4	0	0

(*) Includes Managing Director, Executive Directors, CFO, Company Secretary

20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)			FY 2020-21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	19.83	0	19.83	20.35	0	20.35	18.58	0	18.58
Permanent Workers	5.56	0	5.56	8.16	0	8.16	3.92	0	3.92

Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding/subsidiary/associate companies/joint ventures:

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A; participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Bhansali Nippon A&L Private Limited	Joint Venture Company	50	Yes

CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **(Yes/No): Yes**
- (ii) Turnover (in ₹) : ₹ **1,60,779.02 lakhs**
- (iii) Net worth (in ₹) **As on 31st March, 2023: ₹ 1,06,626.01 lakhs**

Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable
Investors (other than shareholders)	Yes	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable
Shareholders	Yes	11	NIL	Not Applicable	17	NIL	Not Applicable
Employees and workers	Yes	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable
Customers	Yes	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable
Value Chain Partners	Yes	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable
Other (please specify)	NIL	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable



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

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

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Occupational Health and Safety (OHS) and Environment Safety	Risk and Opportunity	Risk: Being in the business of manufacturing of ABS & SAN resins, the health and safety of workforce is an inherent risk and failure to comply with the safety norms can negatively impact the Company's image. Opportunity: Robust internal control mechanism and governance practice helps in enriching safety, overall health and well-being, leading to productive workforce.	The Company follows effective incident and investigation procedures and CAPA System. Safety meetings are conducted at regular intervals wherein plant inspection, risk assessment, job safety analysis, permit to work system, HAZOP study, Quantitative Risk Assessment, Environmental Impact Assessment (EIA) etc. are discussed for developing appropriate remedial action plans for mitigating the risks.	Risk: Negative Opportunity: Positive
2	Business Ethics, Compliance, and Governance	Risk	Risk: Non-compliance with regulatory and legal requirements may impair the Company's Reputation.	Key Managerial Personnel are responsible and accountable for ensuring effective, timely, and appropriate compliance with regulatory and legal mandates. The Company has a whistle blower policy for its employees, vendors and Channel partners for reporting of any unethical business practices, encouraging culture of openness and accountability. Overall it rejects 'harm doing'.	Risk: Negative
3	Waste Management	Risk	The hazardous waste should be stored safely inside the premises and scientifically disposed off through authorized / approved disposal facilities to avoid/ reduce the impact on environment.	Waste management practices include segregation at source, responsible disposal of hazardous waste and reducing waste. Across both the plants, Company officials regularly monitor the waste generated from its operations. Waste disposal is carried out through appropriate methods and directed to authorised disposal channels as per the laws and regulations of the respective State Pollution Boards.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Water Stewardship	Opportunity	Water efficiency, Reducing water wastage, recycling water, and reusing the treated water for gardening within premises.	The Company believes in ensuring optimum utilisation of water resources through efficient usage. There is ' zero discharge ' outside the plants and the treated water is used for development of green belt.	Positive
5	Human Rights & Labour Conditions	Opportunity	. -	The Company believes in equality, non-discrimination, integrity & ethics, customer satisfaction, accountability and having a culture of care and trust. This is embedded in its various corporate policies.	Positive
6	Supply Chain Management	Risk and Opportunity	Risk: High dependencies on specific / limited vendors, inefficiency/ interruptions in the supply chain may lead to Supply chain disruptions. Opportunity: Maintaining long lasting business relationship with suppliers through effective Communication and have efficient and sustainable sourcing practices.	Regular interactions with Stakeholders has helped in having long lasting business relationships resulting in responsible and sustainable operations	Risk – Negative Opportunity - Positive
7	Community Development	Opportunity	-	With the motive of 'giving back to the society' the Company through various NGOs / Trusts helps in betterment of the weaker strata of the Communities in the nearby areas.	Positive



SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the National Guidelines for Responsible Business Conduct (NGRBC) Principles and Core Elements. The NGRBC as prescribed by the Ministry of Corporate Affairs advocate nine principles referred as P1-P9.

P1	Governance with Ethics, Transparency and Accountability	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Providing Sustainable Services	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Promote Employees' Well-being	Businesses should promote the wellbeing of all employees.
P4	Stakeholder Engagement	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Promote Human Rights	Businesses should respect and promote human rights.
P6	Reducing Environmental Impact	Businesses should respect, protect, and make efforts to restore the environment.
P7	Responsible Policy Advocacy	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Inclusive Growth & Equitable Development	Businesses should support inclusive growth and equitable development.
P9	Providing Value to Customers	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Disclosure Questions	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://www.bhansaliabs.com/policies								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes, wherever required.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No	No	No	No	No	No	No	No	No
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fair trade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<p>Most of the principles are covered by our Code of Conduct which is in line with national and international standards and practices.</p> <p>The Company has ISO 9001-2015 certification (Quality Management Certificate) for its Manufacturing units.</p> <p>Further, Company has obtained accreditation under the BIS Certification for ABS Grades as per IS 17077 (Part 1):2022 and implemented all relevant standards and norms in compliance with the same.</p>								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	-								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	-								

Governance, Leadership and Oversight

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	<p>Global warming and climate change are seen as global concern. Adapting to and mitigating its impact and ensuring inclusive growth and transitioning to a sustainable economy have emerged as major issues. In order to mitigate negative impact and build a sustainable economy, organizations across the world are adopting stringent measures.</p> <p>In India, SEBI has introduced and mandated a Business Responsibility and Sustainability (BRSR) framework for the top 1000 listed companies from FY 2022-23. The objective of the new format is to ensure that sustainability reporting is at par with financial reporting and helps companies make better sustainable investment choices based on quantifiable matrices. It provides an avenue for companies and global audience at large to gain deeper insights into their non-financial business risks and opportunities.</p> <p>On the governance front, the Management and the Board are involved in active review of the Company's ESG performance on a regular basis. The Company periodically reassesses its key policies. The Company strives to continue its business operations across the value chain in an ethical, responsible and sustainable manner.</p>																	
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	<p>Name: Mr. Babulal M. Bhansali Designation: Managing Director DIN: 00102930</p>																	
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	<p>Yes, the Company has a Board level Safety, Health and Environment ('SHE') Committee. This Committee provides valuable direction and guidance to the Management to ensure that Safety and Sustainability implications are duly addressed in all- new strategic initiatives, audit actions and improvement plans.</p> <p>This BRSR is a testimony of the Company's commitment to sustainability in all its dimensions and the Company will endeavour to strengthen it on a continuing basis.</p> <p>The Managing Director is responsible for decision making on Sustainability related issues.</p>																	
10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	<p>As a practice, Business Responsibility policies of the Company are reviewed periodically or on a need basis by Senior Leadership Team including Managing Director & Executive Director. During the assessment, the efficacy of the policies is reviewed and necessary changes to policies and procedures are implemented.</p>																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	<p>The Company is in compliance with the existing regulations as applicable and a Statutory Compliance Certificate on applicable laws is provided by the Managing Director & Executive Director cum Chief Financial Officer / Company Secretary to the Board of Directors.</p>																	



Disclosure Questions	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	The Company conducts periodic review of the charters, policies internally by the Senior Management and Board Committees which then drives the policies, projects and performance of the aspects of business responsibility and sustainability.								

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

Disclosure Questions	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9
The entity does not consider the Principles material to its business (Yes/No)	All principles are covered by policies								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

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

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors (BoD)	1	Business, strategy, risk, update of laws, Principles of Corporate Governance	100
Key Managerial Personnel (KMP)	1	Business, strategy, risk, update of laws, Principles of Corporate Governance	100
Employees other than BoD and KMPs	12	Induction Training, business ethics and values	90
Workers	12	Induction Training, business ethics and values	90

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year,** in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

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

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

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

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy- **Yes, The Company has 'zero tolerance' of any practice that may be classified as corruption, bribery or giving or receipt of bribes and the same has been mentioned in its Code of Conduct. The Web-link is <https://www.bhansaliabs.com/policies>**
5. Number of Directors / KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Directors	Nil	Nil
KMPs		
Employees		
Workers		

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

	FY 2022-23 (Current Financial Year)		FY 2021-22 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NA	NIL	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. – No such instances.**Leadership Indicators****1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness programmes held	Topics/Principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
NIL	NIL	NIL

Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same. – **The Company has processes on avoidance / management of conflict of interests involving members of the Board which may arise due to Directors joining the Boards of other companies and even conflicts which would take place during the course of normal business activities. The process allows the Directors to recuse themselves from the discussions pertaining to the matters which could result in conflict of interest. The Directors have to exercise their responsibilities in a bonafide manner in the interest of the Company, should not allow any extraneous considerations that may vitiate their exercise of objective independent judgment in the paramount interest of the Company and not abuse their position to the detriment of the Company for the purpose of gaining direct or indirect personal advantage. Any conflict of interest arising with the Board Members needs to be reported to the Chairman of the Audit Committee /Chairman of the Board.**

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe**Essential Indicators****1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	97.92 lakhs (100%)	110.24 lakhs (100%)	All R&D Investments are focussed at sustainable technologies and application development enabling customers in Automobiles, Home appliances and electrical industry to improve fuel efficiency, energy storage devices, human health and well-being from sustainable sources.
Capex	28.29 lakhs (5.66%)	99.57 lakhs (7.28%)	Refer Point 6 of Leadership Indicator of Principle 6

Company conducts R&D linked to environmental and social initiatives, however currently the expenditures are not tracked.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) - **The Company has a procedure for sustainable sourcing where all the new and existing supply chain partners are mandatorily evaluated on environment, health & safety and sustainability parameters before on-boarding. The key raw material viz. 'Styrene' and 'Acrylonitrile Monomers' are import dependent (as there is no indigenous producer for these monomers). The only raw material which is indigenously available is Butadiene monomer, which constitutes 15 per cent of the total raw material consumption. Majority of the key raw material is sourced sustainably. The Company follows sustainable approach for ensuring optimum utilization of its resources.**
- b. If yes, what percentage of inputs were sourced sustainably? – **All key raw materials are sustainably sourced.**
3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste. **The Company's manufacturing plants are governed by the Consent to Operate and authorisation under the Hazardous Waste Management Rules. Under these Rules / Regulations, the Company has declared all its waste. All the wastes generated are handed over to disposal service providers who are authorised to do so by State Pollution Control Board, ensuring that the waste is properly disposed off.**
4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same. – **The Company manufactures products which are intermediate products (input materials) for our customers who in turn finally produce the finished products. Therefore, these products packaging materials becomes pre-consumer plastic waste to our customers who recycle it. The Company is recycling all waste packaging material through WMA (Waste Management Agencies) via certified recyclers as per waste collection plan submitted to Central Pollution Control Board ('CPCB').**

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format? **No**

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
Not Applicable					

2. If there are any significant social or environmental concerns and / or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action taken
Not Applicable		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
NIL	NIL	NIL



4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NIL	NIL	NIL	NIL	NIL	NIL
E-waste						
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate Product Category	Reclaimed products and their packaging materials as % of total products sold in respective category
NIL	NIL

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

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

Category	% of Employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B / A)	No. (C)	% (C / A)	No. (D)	% (D / A)	No. (E)	% (E / A)	No. (F)	% (F / A)
Permanent Employees											
Male	357	NIL	NIL	357	100	NA	NA	NA	NA	NA	NA
Female	4	NIL	NIL	4	100	4	100	NA	NA	NA	NA
Total	361	NIL	NIL	361	100	4	1.11	NA	NA	NA	NA
Other than Permanent Employees											
Male	NIL	NIL	NIL	NIL	NIL	NA	NA	NA	NA	NA	NA
Female	NIL	NIL	NIL	NIL	NIL	NA	NA	NA	NA	NA	NA
Total	NIL	NIL	NIL	NIL	NIL	NA	NA	NA	NA	NA	NA

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

Category	% of Workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B / A)	No. (C)	% (C / A)	No. (D)	% (D / A)	No. (E)	% (E / A)	No. (F)	% (F / A)
Permanent Workers											
Male	85	NIL	NIL	85	100	NA	NA	NA	NA	NA	NA
Female	NIL	NIL	NIL	NIL	NIL	NA	NA	NA	NA	NA	NA
Total	85	NIL	NIL	85	100	NA	NA	NA	NA	NA	NA
Other than Permanent Workers											
Male	261	NIL	NIL	261	100	NA	NA	NA	NA	NA	NA
Female	NIL	NIL	NIL	NIL	NIL	NA	NA	NA	NA	NA	NA
Total	261	NIL	NIL	261	100	NA	NA	NA	NA	NA	NA

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

Benefits	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	No. of employees covered as a % of total employees (361)	No. of workers covered as a % of total workers (346)	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees (358)	No. of workers covered as a % of total workers (351)	Deducted and deposited with the authority (Y/N/N.A.)
PF	357 (98.90%)	346 (100%)	Yes	354 (98.89%)	351 (100%)	Yes
Gratuity	359 (99.45%)	85 (24.57%)	NA	356 (99.45%)	90 (25.65%)	NA
ESI	90 (24.93%)	159 (45.95%)	Yes	95 (26.54%)	169 (48.15%)	Yes
Others – please specify (Medical Allowance)	271 (75.07%)	187 (54.05%)	Yes	263 (73.46%)	182 (51.85%)	Yes

3. Accessibility of workplaces

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

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy. **Yes, the Company's policy on hiring does not discriminate against persons with disabilities.**
5. Return to work and Retention rates of permanent employees and workers that took parental leave.

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



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

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, Grievance(s) by employees and workers need to be submitted to their supervisor who would take appropriate action to resolve the grievance(s) within 48 hours of its receipt. Supervisor to forward the unresolved grievance to Head of Department (HOD) within 72 hours of its receipt. HOD investigates the matter and takes suitable action (in coordination with the Human Resource Team) within 4 days of receipt of such grievance. The grievance remaining unresolved at this level is forwarded to the unit head. Further, Unresolved grievance, if any, is escalated to the KMP for final resolution.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

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

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	361	NIL	NIL	358	NIL	NIL
Male	357	NIL	NIL	354	NIL	NIL
Female	4	NIL	NIL	4	NIL	NIL
Total Permanent Workers	85	85	100	90	90	100
Male	85	85	100	90	90	100
Female	NIL	NIL	NIL	NIL	NIL	NIL

8. Details of training given to employees and workers:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill up gradation		Total (D)	On Health and safety measures		On Skill up gradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	357	357	100	299	83.76	354	354	100	280	79.10
Female	4	4	100	4	100	4	4	100	4	100
Total	361	361	100	303	83.94	358	358	100	284	79.33
Workers										
Male	85	85	100	85	100	90	90	100	90	100
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	85	85	100	85	100	90	90	100	90	100

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

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No.(D)	% (D / C)
Employees						
Male	357	357	100	354	354	100
Female	4	4	100	4	4	100
Workers						
Male	85	85	100	90	90	100
Female	NIL	NIL	NIL	NIL	NIL	NIL

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system? **Yes, the Company has implemented occupational health and Safety Management System, which covers activities across both the manufacturing plants, offices, research laboratories and ensuring the protection of environment and health & safety of its employees, contractors, visitors and relevant stakeholders.**
- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has a process for Risk Management which is essential for preventing incidents, injuries, occupational disease, emergency control & prevention and business continuity. Considering the hazards associated with operations and hazardous chemicals used, sites have deployed structured Hazard Assessment, Risk Assessment and Management Process – both qualitative and quantitative which is regularly reviewed and mitigation plans are put in place for high-risk areas. The process also considers roles and responsibilities, monitoring control measures, competency training and awareness of individuals associated with such activities. Formal risk assessment training has been provided as appropriate.

For all activities including routine or non-routine (permit / project activities) hazards are identified by a trained cross-functional team and risk assessment and management is done through Hazard Identification and Risk Assessment (HIRA)/ Job Safety Analysis (JSA)/ Standard Operating Procedure (SOP) which is referred before starting any activity. The Company has procedures for process safety and functional safety. Identified hazards and associated risks are addressed through operational control measures using hierarchy of control



approach. Techniques like Process Hazard Analysis (PHA), what-if-analysis, Failure Mode Effect Analysis (FMEA) are carried out on a case-to-case basis. On a day-to-day basis unsafe conditions and hazards are also identified by employees and reported. It is also extended to contractors working on sites to ensure their concerns are captured. The closure of same is tracked to ensure risk control at workplace.

Storing and handling of toxic chemicals like ammonia, chlorine, flammable materials like fuel, etc. are identified as the major process hazards at the site for which the Company has carried out Quantitative Risk Assessment; HAZOP study and engineering review by external / internal experts as appropriate. Safety Management System is internally assessed on routine basis and externally assessed by competent consultants / Experts from time to time and the suggestions/ observations are reviewed and implemented.

- c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N) **Yes, we encourage our employees to report near-miss incidents identified through various modes, which is analysed by the Safety Committee. All sites have specific procedure for reporting of work-related hazard, injuries, unsafe condition and unsafe act.**
- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No) **Yes**

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

Safety Incident / Number	Category	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
	Workers	NIL	NIL
Total recordable work-related injuries	Employees	NIL	NIL
	Workers	NIL	NIL
No. of fatalities	Employees	NIL	NIL
	Workers	NIL	NIL
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL	NIL
	Workers	NIL	NIL

12. Describe the measures taken by the entity to ensure a safe and healthy work place. – **The Company believes in providing healthy and safe working environment to its employees and workers. The Company follows effective incident and investigation procedures and CAPA System. In order to ensure healthy work place, following measures were taken:**

- ❖ **MCB were replaced with RCBO, which ensures earth leakage protection in lighting circuit;**
- ❖ **Lighting lumes improved in SRM / Packing locations;**
- ❖ **Signage boards are displayed at specific locations (i.e. Static discharge, Noisy area & Hot surface).**
- ❖ **Plant safety meetings are conducted at regular intervals wherein plant inspection, risk assessment, job safety analysis, permit to work system, HAZOP study are discussed on regular basis.**
- ❖ **Smoke Detectors are installed within plant area to detect leakages, if any. Pill Boxes are also available to manually inform about any exposure or emission.**

As per the systems being implemented, employees are expected to report all accidents, incidents, near miss and even unsafe conditions /unsafe acts at workplace. All such cases are adequately investigated and preventive / corrective actions are taken. As per the safety norms practiced, training is provided to all categories of employees. Best practices like Risk assessment, Workplace exposure measurement, regular medical check-ups, accident / incident reporting etc., along with process safety practices like Safety Health and Environment reviews and Pre Safety Start up Reviews (PSSR) helps in keeping the employees safe and healthy at workplace. In order to mitigate any unforeseen eventualities, adequate emergency preparedness is put in place.

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

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	NIL	NIL	NA	NIL	NIL	NA
Health & Safety	NIL	NIL	NA	NIL	NIL	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and Safety Practices	100% - Plant Safety Audit & Electrical Safety audit are being conducted by Bureau Veritas India Private Limited
Working Conditions	100% - Safety inspection is being conducted by Competent person at company's plants and offices

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.- **The Company also shares best practices across both the plants for prevention of injuries / incidents and ensures safety improvements as well as takes several steps to prevent accidents at workplace such as:**

- ❖ **Implementation of control measures to reduce the risk of workplace accidents**
- ❖ **Periodically review the Policies and Procedures**
- ❖ **Performing regular inspections**
- ❖ **Implementation of Corrective and Preventive Actions (CAPA)**
- ❖ **Hold regular trainings**
- ❖ **Job roles and responsibilities including those on Safety are documented for all employees**
- ❖ **Providing suitable PPEs**
- ❖ **Behavioural-based safety observation round**
- ❖ **Comprehensive process for Emergency Preparedness, Response and Crisis Management**
- ❖ **Risk Management for preventing incidents, injuries, occupational disease, emergency control and prevention and business continuity**

Observations / concerns, if any, pointed by the auditors are discussed in detail and appropriate actions are immediately taken. There are no significant risks / concerns arising from assessments of health & safety practices and working conditions.

**Leadership Indicators**

- Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N). **Yes, the Company has in place the Group Accident Policy and the Workmen Compensation Policy.**
- Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners. **The Company monitors remittance of statutory dues by value chain partners as part of processing their bills on a regular basis with periodic audits.**
- Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees / workers		No. of employees / workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Employees	NIL	NIL	NA	NA
Workers	NIL	NIL	NA	NA

- Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No) - **Yes, subject to conditions, the Company provides assistance as and when required.**
- Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	NIL
Working conditions	NIL

- Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners. **No such assessment was performed.**

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**Essential Indicators**

- Describe the processes for identifying key stakeholder groups of the entity. **The Company identifies stakeholder groups or institutions which help in value addition / positive impact on its business performance through internal processes. Employees, workers, shareholders, investors, customers, and communities etc. are inter-alia some of the identified stakeholders group which impacts the business operations.**
- List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees and Worker	No	Emails, Internal Communication platforms, Notice Board	Regular	Updating on safety and health related issues, key initiatives undertaken by the Company, business performance, career growth & professional development etc.
Shareholders/ Investors	No	Email, Newspaper, Advertisements, Annual General Meeting, Postal Ballot, Website	Real Time, Annual, periodic	Understanding their needs and expectations which are material to the Company. Key topics include company's financial performance, ESG performance etc.
Communities	Yes	On site community meetings, Direct engagement and through the Company's CSR project implementation partners	As and when required	Initiatives for the betterment of society at large (Focusing on education etc.).
Customers & Suppliers	No	Email, SMS, Website	Regular	Engaging with customers and seeking feedback. Ensuring that quality raw materials are procured at competitive prices.



Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board. **The Company has set up various committees viz. CSR Committee, Stakeholder’s Relationship Committee, Safety Health and Environment Committee etc. The CSR Committee is a committee constituted by the Board and is chaired by an Independent Director. The Risk Management Committee is constituted by the Board and is chaired by an Independent Director. The Stakeholders’ Relationship Committee is constituted by the Board and is chaired by an Independent Director. As per their respective terms of reference, the various Committees meet periodically to review the performance of the Company in various areas and the same is reported to the Board from time to time.**
2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity. **Yes, outcome of the stakeholder engagement is analysed to identify the concern(s) on sustainability for the Company. Based on the concern(s), strategy(ies), if required, are formulated, objectives and goal setting with monitoring mechanism are developed and implemented.**
3. Provide details of instances of engagement with, and actions taken to; address the concerns of vulnerable/ marginalized stakeholder groups. **The Company believes in a fair, just, and non-discriminatory treatment to all stakeholder needs and concerns. In the past, while the entire country was reeling under the severe impact of the second wave of Covid-19 pandemic, the Company interacted with the marginalized communities and medical fraternities and undertook exemplary relief measures for the society at large by inter-alia, establishing two Covid Care Centres at South Mumbai & Bhayander (Thane District) in Maharashtra and two Covid Care Centres at Sirohi and Jalore Districts in Rajasthan, setting up three Oxygen Plants at Sirohi District & three Oxygen Plants at Jalore District through Rajasthan CM Relief Fund & one Oxygen Plant through District Magistrate at Chhindwara (M.P), free vaccination for 5000+ people in Mumbai, extended help and support to the deaf animals (Cattles) by contributing to various Gaushalas etc.**

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

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

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. of Employees /Workers covered (B)	% (B/A)	Total (C)	No. of Employees /Workers covered (D)	% (D/C)
Employees						
Permanent	361	361	100	358	358	100
Other than permanent	NIL	NIL	NIL	NIL	NIL	NIL
Total Employees	361	361	100	358	358	100
Workers						
Permanent	85	85	100	90	90	100
Other than permanent	261	NIL	NIL	261	NIL	NIL
Total Workers	346	85	24.57	351	90	25.65

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

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent										
Male	357	NIL	NIL	357	100	354	NIL	NIL	354	100
Female	4	NIL	NIL	4	100	4	NIL	NIL	4	100
Other than Permanent										
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	361	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Workers										
Permanent										
Male	85	NIL	NIL	85	100	90	NIL	NIL	90	100
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Other than Permanent										
Male	261	261	100	NIL	NIL	261	261	100	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	346	261	75.43	85	24.57	351	261	74.36	90	25.64

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

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	6	30.00 lakhs P.A	1	NA
Key Managerial Personnel	4	57.60 lakhs P.A	0	NA
Employees other than BoD and KMP	353	5.03 lakhs P.A	4	5.37 lakhs P.A
Workers	85	3.84 lakhs P.A	NA	NA

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? **YES**
5. Describe the internal mechanisms in place to redress grievances related to human rights issues – **The mechanism to redress grievances under human rights is same as for other grievances. The grievances are addressed as and when received by the respective Plant Heads /Project Managers / Head of Department in coordination with Human Resource Department. All the grievances received are duly investigated and appropriate actions are taken to resolve the issue /complaint. Whenever required, disciplinary actions are initiated as deemed fit and assistance, if required, is sought from regulatory authority.**



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

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	NIL	NIL	NA	NIL	NIL	NA
Discrimination at Workplace	NIL	NIL	NA	NIL	NIL	NA
Child Labour	NIL	NIL	NA	NIL	NIL	NA
Forced Labour / Involuntary Labour	NIL	NIL	NA	NIL	NIL	NA
Wages	NIL	NIL	NA	NIL	NIL	NA
Other human rights related issues	NIL	NIL	NA	NIL	NIL	NA

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases - **The Company has a Whistle Blower Policy wherein the employees report, without fear of retaliation, any wrong practices, unethical behaviour or noncompliance which may have a detrimental effect on the organisation, including financial damage and impact on Company's reputation. Also, the Code of Conduct of the Company requires employees to behave responsibly in their action and conduct. The Company gives prime importance to the dignity and respect of its employees irrespective of their gender or hierarchy and expects responsible conduct and behaviour on the part of employees at all levels. There is an Internal Committee constituted by the Company to address complaints related to sexual harassment.**

8. Do human rights requirements form part of your business agreements and contracts? **Yes, the Company has included compliance with human rights requirements as a part of its standard terms and conditions of its Agreements / Contracts entered into with the Suppliers and Customers.**

9. Assessments for the year:

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

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above – **Not Applicable**

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints - **Not Applicable as there have been no grievances / complaints of human rights violation received by the Company.**
2. Details of the scope and coverage of any Human rights due-diligence conducted - **The Company has not conducted any human rights due-diligence during FY 2022-23.**
3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016 - **The Company's offices are accessible to differently abled visitors, in line with the requirements under the Rights of Persons with Disabilities Act, 2016.**
4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	Currently, this is not being assessed.
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above – **Not Applicable**

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**Essential Indicators**

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

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Total electricity consumption (A)	118669100 MJ	103148982 MJ
Total fuel (Diesel) consumption (B)	194234301 MJ	178806886 MJ
Energy consumption through other sources (Coal) (C)	–	–
Total energy consumption (A+B+C)	312903401 MJ	281955868 MJ
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.0230	0.0215
Energy intensity (optional) – the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency- **No**

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



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

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water (River Water)	1,44,000	1,44,000
(ii) Ground water	87,166	1,02,688
(iii) Third party water	NIL	NIL
(iv) Seawater / desalinated water	NIL	NIL
(v) Others	NIL	NIL
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	2,31,166	2,46,688
Total volume of water consumption (in kilolitres)	2,31,166	2,46,688
Water intensity per rupee of turnover (Water consumed / turnover)	1.70 KL/Lakh	1.76 KL/Lakh
Water intensity (optional) – the relevant metric may be selected by the entity		

The Company has installed DWLR – Digital Ground Water Level recorder & Digital Flow meters with Telemetry for effectively monitoring of ground level water as per Central Ground Water Authority (CGWA) guidelines

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? **The Company has not conducted any independent assessment / evaluation by any external agency.**

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation – **Yes, the Company has implemented a mechanism for Zero Liquid Discharge. (i) New Sewage Treatment Plant of 25KLD was installed at Abu Road plant and treated water is used for gardening / horticulture. (ii) The waste water generated at both the Plants is treated in the Effluent Treatment Plant (ETP) and the treated water is used for development of green belt and gardening purpose, resulting in ‘Zero Discharge’. (iii) New pipeline has been installed for reuse of excess water from high pressure water jet cleaning machine; (iv) New Green Belt water distribution line has been installed at corridor and Boiler area for better growth of plantation;**
5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format: **(Satnoor Plant)**

Parameter	Please specify unit	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
NOx	$\mu\text{g}/\text{m}^3$	25.1 $\mu\text{g}/\text{m}^3$	27.6 $\mu\text{g}/\text{m}^3$
SOx	$\mu\text{g}/\text{m}^3$	40.97 $\mu\text{g}/\text{m}^3$	54.1 $\mu\text{g}/\text{m}^3$
Particulate Matter (PM) (less than 10 micron)	$\mu\text{g}/\text{m}^3$	68.35 $\mu\text{g}/\text{m}^3$	66.0 $\mu\text{g}/\text{m}^3$
Persistent organic pollutants (POP)	Nil	Nil	Nil
Volatile organic compounds (VOC)	Nil	Nil	Nil
Hazardous air pollutants (HAP)	Nil	Nil	Nil
Others – please specify	PPM	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? – **Yes, the Independent assessment has been conducted by Anacon Laboratories Pvt Ltd for Satnoor plant.**

Please provide details of air emissions (other than GHG emissions) by the entity, in the following format: **(Abu Road Plant)**

Parameter	Please specify unit	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
NOx	$\mu\text{g}/\text{m}^3$	13.9 $\mu\text{g}/\text{m}^3$	22.0 $\mu\text{g}/\text{m}^3$
SOx	$\mu\text{g}/\text{m}^3$	7.1 $\mu\text{g}/\text{m}^3$	10.5 $\mu\text{g}/\text{m}^3$
Particulate Matter (PM) (less than 10 micron)	$\mu\text{g}/\text{m}^3$	60.3 $\mu\text{g}/\text{m}^3$	68.2 $\mu\text{g}/\text{m}^3$
Persistent organic pollutants (POP)	Nil	Nil	Nil
Volatile organic compounds (VOC)	Nil	Nil	Nil
Hazardous air pollutants (HAP)	Nil	Nil	Nil
Others – please specify	Nil	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? – **Yes, the Independent assessment has been conducted by SCS Enviro Services Private Limited for Abu Road Plant.**

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

Parameter	Unit	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	<i>Metric tonnes of CO₂ equivalent</i>	NA	NA
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	<i>Metric tonnes of CO₂ equivalent</i>	NA	NA
Total Scope 1 and Scope 2 emissions per rupee of turnover		NA	NA
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		NA	NA

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

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.- **No**



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

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste (A)	Nil	Nil
E-waste (B)	1.68 MT	Nil
Bio-medical waste (C)	0.000227 MT	0.000072 MT
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	Nil	Nil
Radioactive waste (F)*	Nil	Nil
Other Hazardous waste Please specify, if any (G)	Latex Sludge- 118.42 MT Lime Sludge- 252.115 MT	Latex Sludge-171.122 MT Lime Sludge-350 MT
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	Spent Resin Waste-1.09 MT Oily Racks- 0.34 MT Spent Oil- 0.5 MT	Spent Oil- 0.5 MT
Total (A+B + C + D + E + F + G + H)	374.145 MT	521.622 MT
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- **YES, Anacon Laboratories Pvt Ltd for Satnoor Plant (for reducing of Latex and Lime Sludge)**

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes. **The Company has entered into Agreement(s) with entities authorized by the State Pollution Control Board for collection, transportation, treatment, storage and disposal of hazardous /other waste through pre-processing. The disposal pathway is determined on the basis of characteristics of waste generated and as per MoEF, CPCB and SPCB rules and guidelines as issued from time to time. Further, ETP Sludge is being sent to Rajasthan Waste management, Udaipur for Co-processing in cement plant whereas discarded containers / barrels are being reused in process or sold to the authorized recyclers. New electrical batteries are procured under buy-back scheme from the authorised dealers and OEMs;**

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

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
1	Abu Road (Forest NOC)	Petrochemical Plant	Environment Clearance and approvals are required from Ministry of Environment, Forest and Climate Change (for Satnoor Plant) and State Level Environment Assessment Authority, Rajasthan (for Abu Road Plant). The Company has received the aforesaid Environment Clearance (EC) and are available on the website of the Company
2	Abu Road (Wildlife NOC)		
3	Satnoor (Forest NOC)		
4	Satnoor (Wildlife NOC)		

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

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable in the current financial year					

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

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

Leadership Indicators

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

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
From renewable sources		
Total electricity consumption (A)	NIL	NIL
Total fuel consumption (B)	NIL	NIL
Energy consumption through other sources (C)	NIL	NIL
Total energy consumed from renewable sources (A+B+C)	NIL	NIL
From non-renewable sources		
Total electricity consumption (D)	118669100	103148982
Total fuel consumption (E)	194234301	178806886
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	312903401	281955868

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



2. Provide the following details related to water discharged:

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
– No treatment	NIL	NIL
– With treatment – please specify level of treatment	NIL	NIL
(ii) To Groundwater		
– No treatment	NIL	NIL
– With treatment – please specify level of treatment	NIL	NIL
(iii) To Seawater		
– No treatment	NIL	NIL
– With treatment – please specify level of treatment	NIL	NIL
(iv) Sent to third-parties		
– No treatment	NIL	NIL
– With treatment – please specify level of treatment	NIL	NIL
(v) Others		
– No treatment	NIL	NIL
– With treatment – please specify level of treatment	NIL	NIL
Total water discharged (in kilolitres)		

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

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): **Not Applicable**

For each facility / plant located in areas of water stress, provide the following information: **Not Applicable as neither of the Company's plants is in areas of water stress.**

- (i) Name of the area
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater	NA	NA
(iii) Third party water	NA	NA
(iv) Seawater / desalinated water	NA	NA
(v) Others	NA	NA
Total volume of water withdrawal (in kilolitres)	NA	NA
Total volume of water consumption (in kilolitres)	NA	NA
Water intensity per rupee of turnover (Water consumed / turnover)	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
– No treatment	NA	NA
– With treatment – please specify level of treatment	NA	NA
(ii) Into Groundwater	NA	NA
– No treatment	NA	NA
– With treatment – please specify level of treatment	NA	NA
(iii) Into Seawater	NA	NA
– No treatment	NA	NA
– With treatment – please specify level of treatment	NA	NA
(iv) Sent to third-parties	NA	NA
– No treatment	NA	NA
– With treatment – please specify level of treatment	NA	NA
(v) Others	NA	NA
– No treatment	NA	NA
– With treatment – please specify level of treatment	NA	NA
Total water discharged (in kilolitres)	NA	NA

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

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	NA	NA
Total Scope 3 emissions per rupee of turnover		NA	NA
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity		NA	NA

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

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities. **Environment Clearance and approvals are required from Ministry of Environment, Forest and Climate Change (for Satnoor Plant) and State Level Environment Assessment Authority, Rajasthan (for Abu Road Plant). The Company has received the aforesaid Environment Clearance (EC) and are available on the website of the Company. Further, there was no significant direct or indirect impact of the business operations on biodiversity at the Company's Plants.**



6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative undertaken for	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	To improve Air environment	New dust collection and wet scrubber were installed in compounding section improving the overall environment of the plant;	Resulting in Clean Technology, Energy Efficiency and Renewal Energy
		New Degasser system was installed in SAN plant and compounding section for collection of condensate monomer from die head fume duct blower, thus improving overall environment of the plant.	
2	To improve Dust environment	3 nos. of new industrial Karcher vaccum cleaner were installed in compounding section for improving the overall housekeeping and work environment of the plant;	
3	Safety	New fire suppression system was installed in critical electrical panels;	
		New lightening arresters were installed at both the plants for protection against abnormal lightening;	
		New Breather valve with flame arrestor installed in Styrene & ACN storage tanks for safe & stable operation;	
4	To save energy	Replacement of 150Watt/160W HPMV conventional lights with 40watt LED (FLP) in SAN processing & Compounding section, installation of 25W (7 Nos) integrated solar lights in Plant & pump house premises for Energy Conservation;	
		New facility for unloading the Sub Raw Material directly from Flexi containers in Tanks and Automatic Transfer to the Chemi-mix Area was installed to save cost and Energy.	
5	To save energy and improve environment	For Extruder No M20101, a new Bagging Station was installed for direct filling of ABS granules into 750 KG Jumbo bags to Save Cost and Energy.	
		SP-80 Moulding Machine Panel, Screw Barrel & Hydraulic Pump were replaced and new PLC was installed for improving Machine Efficiency.	
		Underground Pneumatic conveying System along with Jumbo bag Handling System was installed in Compounding Section for SAN Conveying from ground floor to 12 meter to increase overall efficiency in material	

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link- **The On-Site and Offsite Emergency Management Plan (OSEMP/ ONEP) is a document, which describes the emergency organization structure, responsibilities of key personnel, communication means and emergency response strategies to control major incidents. This plan has been drafted after a thorough analysis and assessment of various risks associated with the process and storage of various chemicals in the Company's factory.**
8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard - **NIL**
9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts - **No such assessment was carried.**

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**Essential Indicators**

1. a. Number of affiliations with trade and industry chambers/ associations – **1 (One)**
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	All India Association of Industries	National

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

Name of the authority	Brief of the case	Corrective action taken
Not Applicable, as no adverse orders were passed by regulatory authorities against the Company.		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
NIL					

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development**Essential Indicators**

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

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

2. Provide information on project(s) for which on-going Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format: **No rehabilitation and resettlement were undertaken by the entity during this reporting period.**

S. No.	Name of Project for which R&R is on-going	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						



3. Describe the mechanisms to receive and redress grievances of the community. - **The Company has a process to receive and redress concerns / grievances received from the community. A site level committee consisting of members from various departments viz. administration, security, SHE etc. is formed which receives the concerns (written/verbal) and works towards its Redressal. A joint field visit / investigation are done and the concern is addressed appropriately in a timely manner. The concerns are recorded and tracked for closure.**

In addition, the Company proactively engages with the community as a part of the development work.

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

	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directly sourced from MSMEs/ small producers	884.88 lakhs	342.09 lakhs
Sourced directly from within the district and neighbouring districts	61.49 lakhs	55.23 lakhs

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above): **No such assessment was carried.**

Details of negative social impact identified	Corrective action taken
NIL	NIL

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Though the Company has undertaken various CSR activities, it has not undertaken any such CSR activity in designated aspirational districts identified by government bodies.

S. No.	State	Aspirational District	Amount spent (in ₹)
Not Applicable			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) - **No, the Company does not have a preferential procurement policy.**
- (b) From which marginalized /vulnerable groups do you procure? - **Not Applicable**
- (c) What percentage of total procurement (by value) does it constitute?- **Not Applicable**

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned / Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
Not Applicable				

5. Details of corrective actions taken or underway based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	Distribution of Notebooks, Stationery, school bags etc. to students of various schools	500+	Cannot be ascertained
2	Promotion of health care including preventive health and sanitation	10000+	Cannot be ascertained
3	Protection and Promotion of Art & Culture, Heritage	10 lakhs+	Cannot be ascertained

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**Essential Indicators**

- Describe the mechanisms in place to receive and respond to consumer complaints and feedback. **The Company is into B2B and does not offer its products to ultimate consumers. Feedback is obtained from the B2B customers on the product quality and services. This feedback is evaluated internally, and appropriate actions are taken in order to meet B2B customer expectations.**

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

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

- Number of consumer complaints in respect of the following:

	FY 2022-23 Current Financial Year		Remarks	FY 2021-22 Previous Financial Year		Remarks
	Received during the year	Pending resolution at the end of the year		Received during the year	Pending resolution at the end of the year	
Data privacy	NIL	NIL	Not Applicable	NIL	NIL	Not Applicable
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

- Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	NIL	Not Applicable
Forced recalls	NIL	Not Applicable



5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. **Yes. Company has an internal framework for cyber security and mitigation of associated risks. The Policy is not available in public domain.**
6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services. **Not Applicable, as there were no issues or concerns related to advertising, delivery of essential services, cyber security, penalties or actions initiated by regulatory authorities for safety of the Company's products.**

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available). **The Company's Products can be accessed on the Website <https://www.bhansaliabs.com/product-finder>**
2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services. – **Information on safe and responsible usage of product is provided on Material Safety Data Sheet (MSDS).**
3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services. - **The Company is into B2B and hence not applicable.**
4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No) **The Company adheres to all applicable laws and regulations on product labelling. Material Safety Data Sheet (MSDS) are made available to the B2B customers for safe handling and storage of ABS and SAN resins.**
5. Provide the following information relating to data breaches:
 - a. Number of instances of data breaches along-with impact- **There were no instances of data breaches.**
 - b. Percentage of data breaches involving personally identifiable information of customers – **NIL**

Independent Auditors' Report

To,
The Members of
Bhansali Engineering Polymers Limited

Report on the Audit of Standalone Financial Statements

- We have audited the accompanying standalone Ind AS financial statements of **Bhansali Engineering Polymers Limited** ("the Company") which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement, the Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Opinion

- In our opinion and to the best of our information and according to the explanations given to us, the accompanying standalone financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with 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 31st March 2023, the profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

- We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with 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 opinion on the standalone financial statements.

Key Audit Matters

- Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our audit report.

Sr. No.	Key Audit Matters	Auditor's Response
1	<p>Inventory Valuation</p> <p>Styrene & ACN Monomers are the major imported raw materials of the Company which accounted for 59% of the total inventory lying with company as on 31st March, 2023.</p> <p>There being no domestic manufacturers for Styrene & ACN Monomers, the said raw materials are imported by the Company, therefore subject to high risk of price fluctuations and foreign currency exchange rate volatility.</p> <p>The volatility in the prices of Styrene & ACN Monomers can significantly impact the valuation of not only Raw materials but also other items of inventory.</p> <p>We have considered this as a key audit matter due to the significance of the said Monomers in the amount of inventory.</p>	<p>Principal Audit Procedures</p> <p>We have reviewed the method followed by the company to value the Raw materials and other items lying in Stock at the end of the year.</p> <p>We have also reviewed the valuation of Styrene & ACN Monomers along-with other monomers and sub-raw materials in the SAP software based on the Inventory valuation policy and the exchange rates adopted by the Company to value its Inventories.</p>

**Information other than the Standalone Financial Statements and Auditor's Report thereon**

5. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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 Standalone Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 fraud 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 control, 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 Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal & Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
- As required by Section 143(3) of the Act, we report that:
 - 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;
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - On the basis of written representations received from the Directors as on 31st March, 2023, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2023 from being appointed as a Director in terms of Section 164(2) of the Act.
 - With respect to the adequacy of the internal financials control over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in "Annexure II".
 - With respect to the matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act as amended,

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid/ provided by the Company to its Directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Act.



- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations, on its financial position in its Standalone financial statements.
 - ii. The Company does not have any long-term contracts including derivatives 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. As per the management representation we report,
 - (a) no funds have been advanced or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - (b) no funds have been received by the Company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding that the such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - (c) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) of Rule 11(e) by the management contain any material mis-statement.
- i) The dividends declared and paid by the Company during the year is in compliance with Section 123 of the Act.

For and on behalf of
Azad Jain & Co

Chartered Accountants
F.R. No.: 006251C

Rishabh Verdia
Partner
M.No. : 400600

Place : Mumbai

Dated : 21st May, 2023

UDIN No.: 23400600BGZHHL5090

Annexure I to the Independent Auditors' Report

(Referred to in paragraph 8 under the heading of "Report on Other Legal and Regulatory Requirements" Section of our report of even date)

- 1
 - a) The Company has maintained proper records showing full particulars including quantitative details, wherever applicable, and situation of Property, Plant and Equipment and Intangible assets.
 - b) As explained to us, a major portion of the Plant and Equipment and Intangible Assets has been physically verified by the management during the year in a phased periodical manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed to us no material discrepancies were noticed on such verification.
 - c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - d) The Company has not revalued any of its Property, Plant and Equipment or Intangible assets, hence the provision of Clause 3 (i) (d) of the Order is not applicable to the Company.
 - e) There has been no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence the provisions of Clause 3 (i) (e) of the Order is not applicable to the Company.
- 2
 - a) The Inventories were physically verified by the management during the year except goods in transit and those lying with third parties. In respect of inventory lying with third parties, these have substantially been confirmed by them.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of the above stocks followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - c) As explained to us, the discrepancies between the physical stocks and the book stocks were not material and have been properly dealt with in the books of account.
 - d) During the year the Company has not been sanctioned working capital limit in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets, hence the provision of Clause 3(ii) (b) of the Order is not applicable to the Company.
3.
 - a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to subsidiaries, joint venture and associates. The Company has made investment in its joint venture Company and according to the information and explanations given to us and based on the audit procedures performed by us, the Investments made in the joint venture Company are not prejudicial to the Company's interest. The Company has not made any investments in Firms, Limited Liability Partnerships and other entities. According to the information and explanations given to us and based on the audit procedures performed by us, the Company has granted Unsecured loans ("Loans") to Companies, Firms, Limited Liability Partnerships and other entities. The aggregate amount of Loans given during the year is Rs 18,470.39 lakhs and balance outstanding at the Balance sheet date is Rs 30,227.62 lakhs.
 - b) According to the information and explanations given to us and based on the audit procedures conducted by us, the terms and conditions of the Loans granted by the Company are prima-facie not prejudicial to the Company's interest;
 - c) According to the information and explanations given to us and based on the audit procedures conducted by us, the repayment of the principal amounts of Loans and receipt of interest is regular during the year and the schedule of repayment of principal and interest of all Loans granted by the Company have been stipulated;



- d) According to the information and explanations given to us and based on the audit procedures conducted by us, there is no amount overdue in respect of any Loans granted by the Company;
- e) According to the information and explanations given to us and based on the audit procedures conducted by us, the total Loans renewed during the year amounted to Rs 14,780 lakhs, constituting 48.90 % of the total Loans outstanding.
- f) According to the information and explanations given to us and based on the audit procedures conducted by us, the Company has not granted any Loans repayable on demand or without specifying any terms or period of repayment.
4. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security in respect of any loan(s) to any party covered under Section 185 and 186 of the Act. In respect of Investments by the Company, the provisions of Section 186 of the Act, has been complied with.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73, 74, 75 and 76 of the Act and the Rules framed thereunder to the extent notified.
6. We have broadly reviewed the books of account maintained by the Company in respect of products, pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended and prescribed by the Central Government under sub Section (1) of Section 148 of the Act. We are of the opinion that, prima facie, the cost records and accounts have been maintained by the Company. However, we are not required to carry out and have not carried out any detailed examination of such accounts and records.
7. a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, GST, Cess and any other statutory dues have been generally regularly deposited in time with the appropriate authorities and there are no undisputed statutory dues payable at the year-end for a period of more than six months from the date they became payable.
- b) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, there are no dues outstanding in respect of Income Tax, Custom Duty, GST, Cess and any other statutory dues on account of any dispute other than the following:

Name of the Statute	Nature of Dues	Disputed Amount ₹ in lakhs	Period to which it relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	28.43	FY 11-12	Commissioner of Income Tax (Appeals), Mumbai
The Income Tax Act, 1961	Income Tax	43.10	FY 17-18	Commissioner of Income Tax (Appeals), Mumbai

8. According to the information and explanations given by the management and based on the procedures carried out during the course of our audit, we have not come across any transactions not recorded in the books of account, and which have been surrendered or disclosed as Income in the tax assessments under the Income Tax Act, 1961.
9. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence paragraphs (a), (b), (c), (d), (e) & (f) of Clause 3 (ix) of the Order are not applicable.
10. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and has not availed any term loans during the year under audit. Hence the provisions of clause 3 (x) of the Order is not applicable to the Company.
11. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the course of our audit. Hence the provisions of Clause 3 (xi) of the Order is not applicable to the Company.
- (b) There has been no report filed under sub-Section (12) of Section 143 of the Act by the auditors as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management there were no whistle blower complaints received during the year under audit.

12. In our opinion and according to information and explanations given to us, the Company is not a Nidhi Company, hence the provisions of Clause 3 (xii) of the Order is not applicable to the Company.
13. In our opinion and according to information and explanations given to us, transactions with related parties are in compliance with Sections 177 and 188 of Act and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
14.
 - a) In our opinion the Company has an Internal audit system commensurate with the size and nature of its business;
 - b) We have considered the Internal Audit reports of the Company issued till date for the period under audit in determining the nature, timing and extent of our audit procedures.
15. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him covered under the provisions of Section 192 of the Act. Hence the provisions of Clause 3 (xv) of the Order is not applicable to the Company.
16. According to 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, the provisions of Clause 3 (xvi) of the Order are not applicable to the Company.
17. The Company has not incurred any cash losses during the current financial year and in the immediately preceding financial year and hence the provision of Clause 3 (xvii) is not applicable to the company.
18. There has not been any resignation of the Statutory auditors during the year. Hence the provision of Clause 3 (xviii) is not applicable to the company.
19. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date based on the financial ratios, ageing , expected dates of realisation of financial assets, payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans. We further state that our reporting is based on the facts up to the date of 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.
20. According to the information and explanations given to us and on the basis of our examination of the records, there is no unspent amount under sub-section 5 of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For and on behalf of
Azad Jain & Co
Chartered Accountants
F.R. No.: 006251C

Rishabh Verdia
Partner
M.No. : 400600

Place : Mumbai
Dated : 21st May, 2023
UDIN No.: 23400600BGZHHL5090



Annexure - II to the Independent Auditor's Report

(Referred to in paragraph 9(f) under the heading of "Report on Other Legal and Regulatory Requirements" Section of our report of even date)

Report on the Internal Financial Controls under clause (i) of Sub- Section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Bhansali Engineering Polymers Limited as of 31st March, 2023 in conjunction with our audit of the Ind AS standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 Act.

Auditor's 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 the Institute of Chartered Accountants of India and deemed to be prescribed under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls system 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 depends upon the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For and on behalf of
Azad Jain & Co
Chartered Accountants
F.R. No.: 006251C

Rishabh Verdia
Partner
M.No. : 400600

Place : Mumbai
Dated : 21st May, 2023
UDIN No.: 23400600BGZHHL5090

**Standalone Balance Sheet** as at 31st March, 2023

(₹ in lakhs)

Particulars	Note No	As at 31 st March, 2023	As at 31 st March, 2022
A Assets			
1) Non-Current Assets			
(a) Property, Plant and Equipment	4	13,957.42	14,452.27
(b) Capital work in progress	5	40.44	-
		13,997.86	14,452.27
(c) Intangible assets	4A	0.30	0.85
(d) Financial assets			
(i) Non-current investments	6	112.80	112.80
(ii) Loans	7 (i)	14,780.00	4,200.00
(iii) Other financial assets	8 (i)	-	-
(e) Other non-current assets	9 (i)	973.55	392.31
Total Non-Current Assets (A)		29,864.51	19,158.23
2) Current Assets			
(a) Inventories	10	17,081.41	19,742.09
(b) Financial assets			
(i) Trade Receivables	11	23,796.23	28,240.57
(ii) Cash and cash equivalents	12	15,230.52	7,728.40
(iii) Bank balances other than (ii) above	13	12,719.31	13,137.63
(iv) Loans	7 (ii)	15,447.62	21,702.22
(v) Other Financial assets	8 (ii)	499.24	415.43
(c) Other current assets	9 (ii)	1,893.60	602.06
Total Current Assets (B)		86,667.93	91,568.40
Total Assets (A) + (B)		1,16,532.44	1,10,726.63
B Equity & Liabilities			
1) Equity			
(a) Equity share capital	14	1,659.06	1,659.06
(b) Other Equity	15	1,04,966.95	96,381.20
Total Equity (A)		1,06,626.01	98,040.26
2) Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Other Non-Current Liabilities	16 (i)	86.00	57.55
(b) Provisions	17 (i)	91.15	100.25
(c) Deferred tax liabilities (Net)	18	1,760.65	1,735.35
Total Non-Current Liabilities (B)		1,937.80	1,893.15
Current Liabilities			
(a) Financial Liabilities			
(i) Trade payables	19		
a) total outstanding dues of micro and small enterprises		80.59	143.24
b) total outstanding dues of creditors other than micro and small enterprises		6,151.76	6,839.25
(ii) Other Financial Current Liabilities	16 (ii)	336.83	439.36
(b) Other Current liabilities	20	1,359.90	3,295.20
(c) Provisions	17 (ii)	39.55	35.45
(d) Current tax liabilities (Net)		-	40.72
Total Current Liabilities (C)		7,968.63	10,793.22
Total Equity and Liabilities (A) + (B) + (C)		1,16,532.44	1,10,726.63

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

As per our report of even date attached

For and on behalf of

Azad Jain & Co

Chartered Accountants

F.R.No: 006251C

Rishabh Verdia

Partner

M. No. 400600

Place : Mumbai**Dated** : 21st May, 2023**UDIN No.:** 23400600BGZHHL5090**For and on behalf of the Board of Directors****M. C. Gupta**

Chairman

B. M. Bhansali

Managing Director

Jayesh B. Bhansali

Executive Director cum CFO

Ashwin Patel

Company Secretary

Place : Mumbai / Gurugram**Dated** : 21st May, 2023

Standalone Statement of Profit and Loss for the year ended 31st March, 2023

(₹ in lakhs)

Particulars	Note No	Year ended 31 st March, 2023	Year ended 31 st March, 2022
CONTINUING OPERATIONS			
I. Income:			
Gross Revenue including GST	21	1,60,779.02	1,63,834.66
Less: GST		24,523.36	24,439.66
Revenue from operations (Net of GST)		1,36,255.66	1,39,395.00
Other Income	22	2,891.28	1,901.91
Total Income		1,39,146.94	1,41,296.91
II. Expenses:			
Cost of materials consumed	23	87,440.57	68,627.75
Purchase of Traded goods		7,708.55	9,520.76
Changes in inventories of finished goods and stock in trade	24	3,400.20	(3,288.83)
Employee benefits expense	25	4,678.48	7,259.52
Finance costs	26	117.22	16.75
Depreciation and amortization expense	4	991.64	996.33
Other Expenses	27	15,331.04	10,955.99
Total Expenses		1,19,667.70	94,088.27
III. Profit before tax (I -II)		19,479.24	47,208.64
IV. Tax expense:			
Current tax		5,850.98	12,221.74
Deferred Tax		35.38	41.56
Total Tax Expenses		5,886.36	12,263.30
V. Profit from continuing operations (III -IV)		13,592.88	34,945.34
VI. Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gain / (losses) of defined benefit plans	28	(40.05)	(17.79)
Income tax on above		10.08	4.48
Other Comprehensive Income /(Loss), net of tax		(29.97)	(13.31)
VII. Total Comprehensive Income for the Year (V+VI)		13,562.91	34,932.03
VIII. Earnings per equity share of ₹ 1 each (from continuing operation):			
Basic (₹)		8.19	21.06
Diluted (₹)		8.19	21.06

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

As per our report of even date attached

For and on behalf of
Azad Jain & Co
Chartered Accountants
F.R.No: 006251C

Rishabh Verdia

Partner
M. No. 400600
Place : Mumbai
Dated : 21st May, 2023
UDIN No.: 23400600BGZHHL5090

For and on behalf of the Board of Directors

M. C. Gupta
Chairman

B. M. Bhansali
Managing Director

Jayesh B. Bhansali
Executive Director cum CFO

Ashwin Patel
Company Secretary

Place : Mumbai / Gurugram
Dated : 21st May, 2023



Statement of Changes in Equity

(A) Equity Share Capital

(₹ in lakhs)

Particulars	Number of Shares	Amount
At 1st April, 2022	16,59,05,640	1,659.06
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	16,59,05,640	1,659.06
Changes in Equity Share Capital during the Period	-	-
At 31st March, 2023	16,59,05,640	1,659.06

Particulars	Number of Shares	Amount
At 1st April, 2021	16,59,05,640	1,659.06
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	16,59,05,640	1,659.06
Changes in Equity Share Capital during the Year	-	-
At 31st March, 2022	16,59,05,640	1,659.06

(B) Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus			Total
	Retained Earnings (Note 15)	General Reserve (Note 15)	Securities Premium (Note 15)	
Balance as at 1st April, 2021	63,224.35	225.00	2,977.00	66,426.35
Profit for the Year	34,945.34	-	-	34,945.34
Other comprehensive income / (loss) for the year	(13.31)	-	-	(13.31)
Total Comprehensive Income	34,932.03	-	-	34,932.03
Final Dividends Paid	(1,659.06)	-	-	(1,659.06)
Interim Dividends Paid	(3,318.12)	-	-	(3,318.12)
Balance as at 31st March, 2022	93,179.20	225.00	2,977.00	96,381.20
Profit for the Year	13,592.88	-	-	13,592.88
Other comprehensive income / (loss) for the year	(29.97)	-	-	(29.97)
Total comprehensive Income	13,562.91	-	-	13,562.91
Final Dividend Paid	(1,659.06)	-	-	(1,659.06)
Interim Dividends Paid	(3,318.12)	-	-	(3,318.12)
Balance as at 31st March, 2023	1,01,764.95	225.00	2,977.00	1,04,966.95

As per our report of even date attached

For and on behalf of

Azad Jain & Co

Chartered Accountants

F.R.No: 006251C

Rishabh Verdia

Partner

M. No. 400600

Place : Mumbai**Dated** : 21st May, 2023**UDIN No.:** 23400600BGZHH5090**For and on behalf of the Board of Directors****M. C. Gupta**

Chairman

B. M. Bhansali

Managing Director

Jayesh B. Bhansali

Executive Director cum CFO

Ashwin Patel

Company Secretary

Place : Mumbai / Gurugram**Dated** : 21st May, 2023

Standalone Statement of Cash Flow for the year ended 31st March, 2023

(₹ in lakhs)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Cash flows from operating activities		
Profit before tax as per statement of profit and loss	19,479.24	47,208.64
Adjustments to reconcile profit before tax to net cash flows		
Depreciation of property, plant and equipment	991.09	991.15
Amortisation of Intangible Assets	0.55	5.18
Profit/(Loss) on Disposal/Write Off of Fixed Assets (Net)	(12.70)	-
Net (gain)/loss on sale of investments	-	(12.28)
Interest income	(2,841.78)	(1,520.64)
Finance Costs	-	-
Unrealised exchange (gain) / losses	200.53	73.00
Operating profit before working capital changes	17,816.93	46,745.05
Movement in Working Capital:		
Decrease / (increase) in Inventories	2,660.68	(8,455.51)
Decrease / (increase) in Trade and other receivables	4,444.34	833.07
Decrease / (increase) in other current financial assets	(83.81)	(403.34)
Decrease / (increase) in other current assets	(1,291.54)	292.93
Decrease / (increase) in other non current assets	(598.43)	58.59
Increase / (Decrease) in Trade payable	(950.67)	3,291.50
Increase / (Decrease) in Provision	(45.05)	(303.66)
Increase / (Decrease) in other current financial liabilities	(113.86)	42.88
Increase / (Decrease) in other non-current financial liabilities	(0.30)	-
Increase / (Decrease) in other current liabilities	(1,935.30)	(144.87)
Cash generated from/(used in) operations	19,902.99	41,956.64
Direct taxes paid, net of refunds	(5,891.69)	(12,181.02)
Net cash flow from/(used in) operating activities (A)	14,011.30	29,775.62
Cash flows from investing activities		
Purchase of Property, plant and equipment including CWIP	(523.02)	(1,349.38)
Proceeds from sale of Property, plant and equipment	16.24	-
Fixed Deposits placed	458.40	(10,727.82)
Proceeds from Buyback of Investments in JV	-	49.48
Loans Given	(18,470.39)	(28,775.00)
Loans Returned	14,144.99	9,263.41
Interest income	2,841.78	1,520.64
Net cash from/(used in) investing activities (B)	(1,532.00)	(30,018.67)

**Standalone Statement of Cash Flow** for the year ended 31st March, 2023 (Contd.)

(₹ in lakhs)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Cash flows from financing activities		
Finance Costs	-	-
Dividend paid on equity shares	(4,977.18)	(4,977.18)
Net cash from/(used in) financing activities (C)	(4,977.18)	(4,977.18)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	7,502.12	(5,220.23)
Cash and Cash equivalents at the beginning of year	7,728.40	12,948.63
Cash and Cash equivalents at the end of the year (refer Note 12)	15,230.52	7,728.40

Notes:

- The above Cash Flow Statement has been prepared under the 'Indirect method' as set out in the Ind AS-7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
- Previous year's figures have been regrouped and rearranged wherever necessary.

As per our report of even date attached

For and on behalf of
Azad Jain & Co
Chartered Accountants
F.R.No: 006251C

Rishabh Verdia

Partner
M. No. 400600
Place : Mumbai
Dated : 21st May, 2023
UDIN No.: 23400600BGZHHL5090

For and on behalf of the Board of Directors

M. C. Gupta
Chairman

B. M. Bhansali
Managing Director

Jayesh B. Bhansali
Executive Director cum CFO

Ashwin Patel
Company Secretary

Place : Mumbai / Gurugram
Dated : 21st May, 2023

Notes to the Standalone financial statement for the year ended 31st March, 2023

1 Corporate Information

Bhansali Engineering Polymers Limited is a Public Listed company registered in India, incorporated under the provisions of the Companies Act, 1956 and its shares are listed with NSE and BSE. The Company is engaged in manufacturing of ABS and SAN resins which is classified under the category of Highly Specialized Engineering Thermoplastics. The manufacturing facilities of the Company is located at Abu Road, Rajasthan and Satnoor, Madhya Pradesh.

1.1 Statement of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, and amendments made thereafter and the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

2 Summary of Significant Accounting Policies

(a) Basis of preparation and Measurement

The Financial statements have been prepared on an accrual basis of accounting and under the historical cost convention, except for the following:

Defined benefit plans-Plan assets are measured at fair value (refer note 40).

The Financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest lakhs, except otherwise stated as per the requirement of Schedule III.

All the Assets & Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in AS 1 and Schedule III to the said Act.

(b) Classification of Current and Non-Current

An asset is treated as current when it is:

- i) Expected to be realized or intended to be sold or consumed in normal operating cycle,
- ii) Held primarily for the purpose of trading,
- iii) Expected to be realized within twelve months after the reporting period, or
- iv) 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.

A liability is current when:

- i) It is expected to be settled in normal operating cycle,
- ii) It is held primarily for the purpose of trading,
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to determine the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non – current.

(c) Property, plant and equipment.

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation/ amortization and impairment losses, if any. The cost comprises of the purchase price (net of GST credit wherever applicable) and any attributable cost of bringing the property, plant and equipment to its working condition for its intended use.

Subsequent expenditure related to an item of property, plant and equipment are added to its gross book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

The Company identifies and determines separate useful life for each major component of property, plant and equipment, if they have useful life that is materially different from that of the remaining asset.



Items such as Machinery spares is recognized in accordance with Ind AS 16 "Property, Plant and Equipment" when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventories.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress". Advances given towards acquisition of property, plant and equipment's outstanding at each Balance Sheet date are disclosed as Capital Advances under "Other Non Current Assets".

Losses arising from the retirement of, and gains and losses arising from disposal of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the property, plant and equipment and are recognized in the statement of profit and loss when the property, plant and equipment is derecognized.

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

(d) Depreciation on Property, plant and equipment

Depreciation on property, plant and equipment is provided pro-rata for the period of use, using the Straight Line Method based on the respective estimate of useful life given below.

Class of Asset	Useful life (In Years)
Buildings	30 - 60 Years
Plant & Machinery	25 Years
Furniture & Fixtures	10 Years
Office Equipment's and Computers	3 - 6 Years
Vehicles	8 - 10 Years
Stores & Spares	5 Years

Lease hold land is not depreciated over the useful life of the lease.

(e) Intangible Assets and Amortization

Intangible assets are valued at cost less amortization and comprise mainly of computer software licenses. Amortization takes place on a straight line basis over the assets anticipated useful life. The useful life is determined based on the period over which the asset is expected to be used and generally does not exceed 5 years. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at the end of each reporting period.

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

(f) Investment in Joint Venture

Investments in joint venture is recognized at cost as per Ind AS 28.

(g) Inventories

Inventories are stated at cost or net realizable value whichever is lower. Cost include purchase price, non-refundable taxes and delivery and handling cost and all costs incurred in bringing the inventory to its present location and condition. Cost of raw materials, process chemicals, stores and spares, packing material, and other inventory is determined on weighted average basis.

Work-in-progress and finished goods stock is valued at cost or net realizable value whichever is lower. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

(h) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash on hand, short-term deposits with an original maturity of three months or less, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(i) Retirement and other employee benefits**Defined Contribution plan****Provident fund**

The Company makes contribution to statutory provident fund in accordance with Employees' Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

Superannuation fund

Superannuation is a post-employment benefit defined contribution plan under which the Company pays specified contributions to the insurer. The Group makes specified quarterly contributions to the superannuation fund. The contribution paid or payable is recognized as an expense in the period in which the services are rendered by the employee.

Defined benefit plans

The Company operates a defined benefit gratuity plan in India. The cost of providing benefits under the defined benefit plan is determined on the basis of actuarial valuation using the projected unit credit method. Gratuity fund is administered through Life Insurance Corporation of India.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Other short term benefits

Expense in respect of other short-term benefits is recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

(j) Foreign Currency transactions

The Company's financial statements are presented in INR, which is also the Company's Functional Currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates and recognised in the Statement of Profit and Loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

(k) Taxes on Income**Income Tax**

Income tax expense represents the sum of current tax and deferred tax and includes any adjustments related to past periods in current and /or deferred tax adjustments that may become necessary due to certain developments or reviews during the relevant year. Current income tax is based on the taxable income and calculated using the applicable tax rates.

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 the financial reporting purposes at the reporting date. The carrying amount of deferred tax assets is reviewed at the end of 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.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Current and deferred tax is recognised in Statement of profit or loss except to the extent that it relates to items recognised in other Comprehensive income or directly in Equity. In this case the tax is also recognised in other Comprehensive income or directly in Equity, respectively.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**(l) Revenue Recognition.**

Revenue from contracts with customers are recognised as per Ind AS 115 when control of the goods or services are transferred to the customers at the fair value of consideration received or receivable. The Company recognizes revenue when the same can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below. Revenue is measured at the value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Amounts disclosed as revenue are exclusive of GST and net of returns, trade allowances, rebates, discounts, and amounts collected on behalf of third parties.

i) Sale of goods

Sales are recognized when substantial risk and rewards of ownership are transferred to customer. In case of domestic customers, sales generally take place when goods are dispatched or delivery is handed over to the transporter. In case of export customers, sales generally take place when goods are shipped on-board based on bill of lading.

ii) Interest & Dividend Income

Interest income is recognised on time proportion basis taking into account the amount invested and rate of interest. Dividend income is recognized when the Company's right to receive dividend is established by the Balance Sheet date, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

ii) Revenue in respect of other claims is recognised on accrual basis to the extent the ultimate realisation is reasonably certain.

(m) Leases.

The company recognises the Right to Use for Assets taken on lease only if the Lease is of a long term duration and the underlying value of Asset is substantial in terms of Ind AS 116 Leases.

(n) Provisions

A provision is recognized when the Company has a present obligation Legal or Constructive that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the obligation. These estimates are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

(o) Segment Reporting

The Company manufactures and sells ABS and SAN which belong to the same product group i.e. "Highly Specialized Engineering Thermoplastics" alongwith Trading in raw materials used for manufacturing of ABS and SAN. The product has the same risks and returns, which are predominantly governed by market conditions, namely demand and supply position. Thus, in the context of Ind AS 108 "Operating Segment", issued by the Institute of Chartered Accountants of India, there is only one identified reportable segment.

(p) Earnings per Share

Basic earnings per share are calculated by dividing the net profit/ loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of diluted potential equity shares, if any.

(q) Contingent Liabilities and Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent Assets are not disclosed in the Financial Statements.

(r) Impairment**Financial Assets**

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired, if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure :

- a) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.
- b) Other financial assets which are measured at amortised cost.

The Company follows simplified approach for recognition of impairment loss allowance on Trade receivables and other financial assets. The Company recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Non Financial Assets

The carrying amount of non-financial assets other than inventories are assessed at each reporting date to ascertain whether there is any indication of impairment. If any such indication exists or when annual impairment testing for an asset is required, then the asset's recoverable amount is estimated. An impairment loss is recognised, as an expense in the Statement of Profit and Loss, for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels into cash generating units for which there are separately identifiable cash flows.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment had been recognised.

(s) Financial Instruments

Financial assets and liabilities are recognised when the company becomes a party to the contractual provisions of the instruments.

Financial Assets**Initial recognition and measurement:**

Financial assets are classified into the following categories upon initial recognition:

- (a) those measured at amortised cost
- (b) those to be measured subsequently at fair value through Statement of Profit & Loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income as the case may be.

All financial assets are initially recognised at fair value. Transaction costs of acquisition of financial assets carried at fair value through profit and loss are expensed in the Statement of Profit and Loss.

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 subsequently at amortised cost. Interest income from these financial assets is included in Other income using the effective interest rate method.

Derecognition:

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

**Financial liabilities****Initial recognition and measurement**

All financial liabilities are recognized initially at fair value. The Company's financial liabilities majorly comprises trade and other payables.

Financial liabilities are classified as 'Financial liabilities at fair value through profit or loss' if they are held for trading or if they are designated as financial liabilities upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offsetted and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(t) Fair Value Measurement

The fair value of an asset or a liability is measured using the assumptions that the market participants would use when pricing the asset or liability.

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

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

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

(u) Research and Development Expenditure

Revenue expenditure on Research and Development is charged to the Statement of Profit and Loss in the year in which it is incurred and Capital Expenditure are included in Property, Plant and Equipment.

(v) Effective Amendments

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 23rd March, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1st April, 2022 as below.

(i) Ind AS 103- Business Combination

The amendments specifies that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definition of assets and liabilities in the Conceptual Framework for Financial Reporting under Ind AS(Conceptual Framework), issued by the ICAI at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not have any significant impact in this standalone and consolidated financial statements.

(ii) Ind AS 16-Property, Plant and Equipment (PPE)

The amendments clarifies that excess of net sale proceeds of items produced over the cost of testing while preparing the asset for its intended use (if any), shall not be recognise in the profit or loss but deducted from the directly attributable cost considered as part of cost of an item PPE. The Company has evaluated the amendment and there is no impact in recognition of its property, plant and equipment on its standalone and consolidated financial statements

(iii) Ind AS 37-Provisions, Contingent Liabilities and Contingent Assets

The amendments specify that the 'cost of fulfilling ' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendment is essentially a clarification and the Company does not have any significant impact in its standalone and consolidated financial statements.

(iv) Ind AS 109-Financial Instruments

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability or to consider as modification of existing financial liability. The Company does not have any significant impact in its standalone financial statements.

3 Use of Judgment's, Estimates and Assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialise. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised .

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements which have a significant effect on the amounts recognised in the financial statements:

Defined benefit plans (Gratuity and Leave encashment benefits)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation and Leave encashment are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include 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 is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Useful life of Property, plant and equipment

The Company reviews the useful life of Property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expenses in the future years.


NOTE 4: PROPERTY PLANT AND EQUIPMENT
As at 31st March, 2023

(₹ in lakhs)

Particulars	Gross carrying Amount			Depreciation and Amortisation				Net carrying Amount	
	As at 1 st April, 2022	Additions	Deductions	As at 31 st March, 2023	As at 1 st April, 2022	For the Year	Deductions	As at 31 st March, 2023	As at 31 st March, 2023
Land (Free hold)	14.85	-	-	14.85	-	-	-	-	14.85
Land (Lease hold)	140.99	-	-	140.99	-	-	-	-	140.99
Buildings	4,006.47	27.79	-	4,034.26	998.63	100.45	-	1,099.08	2,935.18
R & D-Buildings	718.83	-	-	718.83	72.29	22.76	-	95.05	623.78
Plant & Machinery	20,243.22	105.05	-	20,348.27	11,361.64	689.40	-	12,051.04	8,297.23
R & D Plant & Machinery & Equipments	1,153.47	11.77	-	1,165.24	174.35	54.72	-	229.07	936.16
Furniture, Fixtures & Office Equipments	1,905.75	2.75	-	1,908.50	1,310.64	53.61	-	1,364.25	544.25
Vehicles	503.53	352.41	24.42	831.52	317.28	70.15	20.89	366.54	464.98
Total	28,687.11	499.77	24.42	29,162.46	14,234.83	991.09	20.89	15,205.03	13,957.42

NOTE 4: PROPERTY PLANT AND EQUIPMENT
As at 31st March, 2022

(₹ in lakhs)

Particulars	Gross carrying Amount			Depreciation and Amortisation				Net carrying Amount	
	As at 1 st April, 2021	Additions	Deductions	As at 31 st March, 2022	As at 1 st April, 2021	For the Year	Deductions	As at 31 st March, 2022	As at 31 st March, 2022
Land (Free hold)	14.85	-	-	14.85	-	-	-	-	14.85
Land (Lease hold)	140.99	-	-	140.99	-	-	-	-	140.99
Buildings	2,770.37	1,236.10	-	4,006.47	921.81	76.82	-	998.63	3,007.84
R & D-Buildings	718.83	-	-	718.83	49.53	22.76	-	72.29	646.54
Plant & Machinery	20,115.28	127.94	-	20,243.22	10,651.57	710.07	-	11,361.64	8,881.58
R & D Plant & Machinery & Equipments	1,153.47	-	-	1,153.47	119.36	54.99	-	174.35	979.12
Furniture, Fixtures & Office Equipments	1,902.50	3.25	-	1,905.75	1,238.16	72.48	-	1,310.64	595.11
Vehicles	502.88	0.65	-	503.53	263.25	54.03	-	317.28	186.25
Total	27,319.17	1,367.94	-	28,687.11	13,243.68	991.15	-	14,234.83	14,452.27

NOTE 4A: INTANGIBLE ASSETSAs at 31st March, 2023

(₹ in lakhs)

Particulars	Gross carrying Amount			Depreciation and Amortisation					Net carrying Amount
	As at 1 st April, 2022	Additions	Deductions	As at 31 st March, 2023	As at 1 st April, 2022	For the Year	Deductions	As at 31 st March, 2023	As at 31 st March, 2023
Computer Software & Licenses	422.81	-	-	422.81	421.96	0.55	-	422.51	0.30
Total	422.81	-	-	422.81	421.96	0.55	-	422.51	0.30

NOTE 4A: INTANGIBLE ASSETSAs at 31st March, 2022

(₹ in lakhs)

Particulars	Gross carrying Amount			Depreciation and Amortisation					Net carrying Amount
	As at 1 st April, 2021	Additions	Deductions	As at 31 st March, 2022	As at 1 st April, 2021	For the Year	Deductions	As at 31 st March, 2022	As at 31 st March, 2022
Computer Software & Licenses	422.81	-	-	422.81	416.78	5.18	-	421.96	0.85
Total	422.81	-	-	422.81	416.78	5.18	-	421.96	0.85



NOTE 5 : CAPITAL WORK IN PROGRESS

(₹ in lakhs)

Particular	Capital Work in Progress
Gross Block	
Balance as at 1st April, 2021	-
Addition during the Year	-
Capitalisation during the year	-
Other Adjustments	-
Balance as at 31st March, 2022	-
Balance as at 1st April, 2022	-
Addition during the Year	40.44
Capitalisation during the year	-
Other Adjustments	-
Balance as at 31st March, 2023	40.44

(a) Ageing of Capital work-in Progress (CWIP)

(₹ in lakhs)

Particulars	Amount in CWIP for a period of			Total
	Less than 1 year	Less than 1 -2 years	More than 2 years	
Balance as at 31st March, 2023				
Projects in progress	40.44	-	-	40.44
Projects temporarily suspended	-	-	-	-
Total	40.44	-	-	40.44
Balance as at 31st March, 2022				
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	-	-
Total	-	-	-	-

NOTE 6 : NON CURRENT INVESTMENTS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Investments consist of the following:		
NON CURRENT INVESTMENTS		
(i) Investments- Non-current- At Cost		
Fully paid unquoted investments of Joint Venture Company		
11,28,000 (Previous Year :11,28,000) Equity Shares of ₹ 10 each fully paid up of Joint Venture Company Bhansali Nippon A&L Private Limited	112.80	112.80
Total Value of Investment (unquoted)	112.80	112.80

NOTE 7: LOANS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(i) Long-term loans		
(a) Loans & Advances to Employees	-	-
(b) Loans Receivables considered good – Secured;	-	-
(c) Loans Receivables considered good – Unsecured;	14,780.00	4,200.00
(d) Loans Receivables which have significant increase in Credit Risk; and	-	-
(e) Loans Receivables – credit impaired.	-	-
	14,780.00	4,200.00
(ii) Short-term loans		
(a) Loans & Advances to Employees	2.62	2.22
(b) Loans Receivables considered good – Secured;	-	-
(c) Loans Receivables considered good – Unsecured;	15,445.00	21,700.00
(d) Loans Receivables which have significant increase in Credit Risk; and	-	-
(e) Loans Receivables – credit impaired.	-	-
	15,447.62	21,702.22

NOTE 8: OTHER FINANCIAL ASSETS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Other financial assets consist of the following:		
(i) Non-current financial assets	-	-
(ii) Current financial assets		
(a) Advances recoverable in cash or kind (Unsecured Considered good)	98.64	87.06
(b) Interest accrued on deposits	400.60	328.37
	499.24	415.43

**NOTE 9: OTHER ASSETS**

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Other assets consist of the following:		
(i) Other non-current assets		
Considered good		
(a) Security deposits	380.80	375.12
(b) Prepaid expenses	-	-
(c) Balance with statutory/government authorities	592.75	-
(d) Capital advance in kind or for value to be received	-	17.19
	973.55	392.31
(ii) Other current assets		
Considered good unless otherwise stated		
(a) Security deposits	1.00	5.29
(b) Prepaid expenses	26.52	22.77
(c) Balance with statutory/government authorities	757.52	369.98
(d) Advance to suppliers	1,108.56	204.02
	1,893.60	602.06

NOTE 10: INVENTORIES

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(Valued at lower of cost and net realisable value)		
Finished Goods	223.52	1,641.58
Stock-in-Process	2,537.49	4,519.63
Raw Materials	5,104.31	3,712.00
Stock at Port including Goods in Transit	8,388.23	9,187.38
Packing Materials	63.91	49.23
Stores & Spares	763.95	632.27
	17,081.41	19,742.09

NOTE 11: TRADE RECEIVABLES

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(i) Undisputed Secured, Considered Good	-	-
(ii) Undisputed Unsecured Considered good from due date of payment		
Current but not Due	18,427.99	23,872.05
Due less than six months	4,875.21	4,298.12
Due six months to one Year	493.03	70.40
(iii) Undisputed Unsecured-Credit Impaired	-	-
(iv) Disputed Secured, Considered Good	-	-
(v) Disputed Unsecured considered good	-	-
(vi) Disputed Unsecured-Credit Impaired	-	-
	23,796.23	28,240.57

There are no trade or other receivable due from Directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any Director is a partner, a Director or a member. All trade receivables are less than 1 year hence detailed ageing not given.

NOTE 12: CASH AND CASH EQUIVALENTS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Cash and cash equivalents consist of the following:		
(i) Balances with banks		
In current accounts	5,221.35	7,716.45
In Fixed Deposits Accounts with Original Maturity upto 3 months	10,000.01	-
(ii) Cash on hand	9.16	11.95
	15,230.52	7,728.40

NOTE 13: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(i) Earmarked balance towards dividend#	150.71	110.63
(ii) Earmarked Fixed Deposits	43.59	1,831.58
(iii) In Fixed Deposits Accounts with Original Maturity more than 3 months	12,525.01	11,195.42
	12,719.31	13,137.63

These balances are available for use only towards settlement of corresponding unpaid dividend liabilities.

**NOTE 14 : SHARE CAPITAL**

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Authorised Share Capital		
40,00,00,000 (P.Y. 40,00,00,000) Equity Shares of ₹.1/- each	4,000.00	4,000.00
	4,000.00	4,000.00
Issued, subscribed and fully paid-up		
16,59,05,640 (P.Y. 16,59,05,640) Equity Shares of ₹.1/- each fully paid up	1,659.06	1,659.06
	1,659.06	1,659.06

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	As at 31 st March, 2023		As at 31 st March, 2022	
	Nos.	(₹ in lakhs)	Nos.	(₹ in lakhs)
At the beginning of the Year	16,59,05,640	1,659.06	16,59,05,640	1,659.06
Changes during the year	-	-	-	-
Outstanding at the end of the period	16,59,05,640	1,659.06	16,59,05,640	1,659.06

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at 31 st March, 2023		As at 31 st March, 2022	
	Nos.	% holding in the class	Nos.	% holding in the class
Mr. B.M.Bhansali	1,63,86,887	9.88	1,63,86,887	9.88
Bhansali International Pvt. Ltd.	1,61,05,183	9.71	1,61,05,183	9.71
Sheraton Properties & Finance Limited	1,18,18,000	7.12	1,17,34,000	7.07
Mr.Jayesh B. Bhansali	1,16,61,945	7.03	1,15,61,945	6.97
Bentley Commercial Enterprises Limited	89,78,043	5.41	88,83,043	5.35
Speedage Commercials Limited	84,64,009	5.10	83,84,009	5.05

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) Details of Shareholding of Promoters

Promoter's Name	Shares held by Promoter at the end of the year				% of change during the year
	As at 31 st March, 2023		As at 31 st March, 2022		
	Nos. of Shares	% of Total Shares	Nos. of Shares	% of Total Shares	
Babulal M Bhansali	1,63,86,887	9.88	1,63,86,887	9.88	NIL
Bhansali International Pvt. Ltd.	1,61,05,183	9.71	1,61,05,183	9.71	NIL
Sheraton Properties and Finance Limited	1,18,18,000	7.12	1,18,18,000	7.12	NIL
Jayesh B Bhansali	1,16,61,945	7.03	1,15,61,945	6.97	0.86
Bentley Commercial Enterprises Ltd.	89,78,043	5.41	89,78,043	5.41	NIL
Speedage Commercials Ltd.	84,64,009	5.10	84,64,009	5.10	NIL
Bhansali Industrial Investment & Finance Pvt. Ltd.	43,32,000	2.61	43,32,000	2.61	NIL
Babulal M Bhansali HUF	41,99,000	2.53	41,99,000	2.53	NIL
Meenakshi J Bhansali	41,27,677	2.49	41,27,677	2.49	NIL
Dhudidevi B Bhansali	37,18,256	2.24	37,18,256	2.24	NIL
Bhansali Innovative Finance Pvt. Ltd.	23,54,000	1.42	23,54,000	1.42	NIL
Bhansali Engineering Industries Pvt. Ltd.	19,32,000	1.16	19,32,000	1.16	NIL

(e) Final Dividend paid and proposed

	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Dividend on equity shares declared and paid:		
Final Dividend for the year ended 31 st March, 2022 : ₹.1 per share * (PY: ₹.1 per share)	1,659.06	1,659.06
Date of approval (date of Annual General Meeting)	29 th June, 2022	30 th June, 2021
Proposed Dividend on equity shares		
Final Dividend for the year ended 31 st March, 2023 : ₹ 1/- per share (Previous year: ₹ 1/- per share)	1,659.06	1,659.06
One-time Special Dividend for the year ended 31 st March, 2023 : ₹ 14/- per share (Previous year: ₹ Nil)	23,226.79	-

* Dividend declared on 29th June, 2022 was paid on 8th July, 2022.

**NOTE-15 : OTHER EQUITY**

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Securities Premium Reserve		
Opening balance	2,977.00	2,977.00
Closing balance	2,977.00	2,977.00
General Reserve		
Opening balance	225.00	225.00
Closing balance	225.00	225.00
Retained Earnings		
Opening balance	93,179.20	63,224.35
Profit for the year	13,592.88	34,945.34
Final Dividend paid for the year ended 31 st March	(1,659.06)	(1,659.06)
Interim Dividends paid	(3,318.12)	(3,318.12)
Other comprehensive income/ (loss)	(29.97)	(13.31)
Closing balance	1,01,764.95	93,179.20
Total Other Equity	1,04,966.95	96,381.20

NOTE-16: OTHER FINANCIAL LIABILITIES

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Other financial liability consist of the following:		
(i) Other Financial Non- Current Liabilities		
Deposit	-	0.30
Unclaimed Dividend	86.00	57.25
	86.00	57.55
(ii) Other Financial Current Liabilities		
Employee Dues	234.14	362.21
Unclaimed Dividend	64.71	53.38
Other Dues	37.98	23.77
	336.83	439.36

NOTE-17 : PROVISIONS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Provisions consist of the following:		
(i) Long term provisions		
(a) Provision for gratuity	-	-
(b) Provision for leave benefits	91.15	100.25
	91.15	100.25
(ii) Short term provisions		
(a) Provision for gratuity	30.46	22.54
(b) Provision for leave benefits	9.09	12.91
	39.55	35.45

NOTE-18 : DEFERRED TAX LIABILITIES (NET)

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Deferred Tax Liabilities:		
Property, Plant and equipment	1,785.99	1,769.51
	1,785.99	1,769.51
Deferred Tax Assets:		
Gratuity and other employee benefits	25.34	34.15
	25.34	34.15
Deferred tax liabilities (Net)	1,760.65	1,735.35

NOTE-19: TRADE PAYABLES

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(i) MSME		
Not Due	80.59	143.24
(ii) Others		
Not Due	6,151.76	6839.25
(iii) Disputed dues MSME	-	-
(iv) Disputed dues Others	-	-
	6,232.35	6,982.49

All Trade Payables are not due and hence detailed ageing not given.

NOTE-20: OTHER CURRENT LIABILITIES

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Statutory Dues	1,359.90	3,295.20
	1,359.90	3,295.20

**NOTE 21 : REVENUE FROM OPERATIONS**

(₹ in lakhs)

	Year ended 31st March, 2023	Year ended 31st March, 2022
Sale of Finished Goods	1,51,640.07	1,51,732.81
Trading Sales	9,138.95	12,101.85
	1,60,779.02	1,63,834.66
Less: GST	24,523.36	24,439.66
Net Sales (Net of GST)	1,36,255.66	1,39,395.00

NOTE 22 : OTHER INCOME

(₹ in lakhs)

	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest Income on		
Bank Deposits	945.08	678.30
Others	1,896.70	842.34
Profit on Sales of Assets	12.70	-
Foreign Exchange Fluctuation	5.30	276.54
Bad Debts Recovered	-	42.39
Profit on Sale of Investment	-	12.28
Other non-operating income	31.50	50.06
	2,891.28	1,901.91

NOTE 23 : COST OF MATERIALS CONSUMED

(₹ in lakhs)

	Year ended 31st March, 2023	Year ended 31st March, 2022
Raw Material		
Inventory at the beginning of the Year	12,899.38	7,885.11
Purchases	88,033.73	73,642.02
	1,00,933.11	81,527.13
Less: Inventory at the end of the Year	13,492.54	12,899.38
	87,440.57	68,627.75

NOTE 24 :CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN PROCESS

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Inventories at the end of the Year:		
Finished Goods	223.52	1,641.58
Stock-in-trade	2,537.49	4,519.63
	2,761.01	6,161.21
Less: Inventories at the beginning of the Year:		
Finished Goods	1,641.58	797.19
Stock-in-trade	4,519.63	2,075.19
	6,161.21	2,872.38
	3,400.20	(3,288.83)

NOTE 25: EMPLOYEE BENEFIT EXPENSES

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Salaries, wages and bonus	4,293.87	6,883.76
Contributions to Provident Fund etc.	137.11	132.27
Staff welfare expenses	247.50	243.49
	4,678.48	7,259.52

NOTE 26 : FINANCE COSTS

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Others	74.95	4.79
Finance & Bank Charges	42.27	11.96
	117.22	16.75

**NOTE 27 : OTHER EXPENSES**

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Stores and Spares Consumed	748.21	632.29
Packing Materials Consumed	653.45	508.55
Power & Fuel	3,765.00	3,002.58
Rent, Rates & Taxes	693.17	829.83
Insurance	156.90	185.42
Travelling & Conveyance	651.81	402.93
Repairs & Maintenance :		
Buildings	69.69	123.24
Machinery and Others	285.24	475.18
Printing & Stationery	37.06	22.19
Postage, Telephone, Fax etc.	39.78	37.63
Miscellaneous Expenses	650.14	434.84
Donation	1,400.42	1,009.37
Research & Development Expenses	97.72	110.24
Legal & Professional Charges	155.37	83.67
Auditors' Remuneration :		
Audit Fees	4.50	4.50
Tax Audit Fees	0.45	0.45
Review Audit Fees and Certification	0.50	0.50
Director's Sitting Fees	17.20	14.20
Royalty & Commission	483.85	382.01
Freight & Forwarding	2,988.09	2,291.24
CSR Expenses*	2,432.49	404.38
Cash discount	-	0.75
	15,331.04	10,955.99

* During the year, the Company was required to spend ₹ 666.34 lakhs (P.Y. ₹ 403.07 lakhs). The Company has incurred CSR expenses of ₹ 2,432.49 lakhs (P.Y. ₹ 404.38 lakhs).

NOTE 28: COMPONENTS OF OTHER COMPREHENSIVE INCOME

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Re-measurement gain / (loss) on defined benefit plans as per Ind AS 19	(40.05)	(17.79)
	(40.05)	(17.79)

29 LEASES**Operating Lease**

The leasing arrangements are in most cases renewable by mutual consent, on mutually agreeable terms.

The Company's significant leasing arrangements are mainly in respect of residential and office premises. The aggregate lease rentals payable on these leasing arrangements are charged as rent under "Other Expenses".

Future lease rentals payable in respect of residential and office premises is as follows:

(₹ in lakhs)

Particulars	As at	
	31 st March, 2023	31 st March, 2022
i. Payable Not later than one year	23.84	22.52
ii. Payable Later than one year but not later than five years	61.96	58.55
iii. Payable Later than five years	-	-
Total	85.80	81.07

30 CONTINGENT LIABILITIES & CAPITAL COMMITMENTS

(₹ in lakhs)

Particulars	As at	
	31 st March, 2023	31 st March, 2022
Claims against the Company not acknowledged as debts		
i. Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances).	-	4.38
ii. Income tax demand under appeal	71.53	71.53
Total	71.53	75.91

31 LOANS & ADVANCES

The Company has granted Unsecured loans to Companies, Firms, Limited Liability Partnerships and various other parties other than those covered under Section 185 of the Act. The aggregate amount of Loans given during the year is ₹18,470.39 lakhs and balance outstanding at the Balance sheet date is ₹ 30,227.62 lakhs (P.Y. ₹ 25,902.22 lakhs).

- 32** According to the information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has amounts due to micro and small enterprises under the said Act as at 31st March, 2023 as follows:

(₹ in lakhs)

Particulars	As at	
	31 st March, 2023	31 st March, 2022
Principle Amount Not Due	80.59	143.24
Interest due on above	-	-
Amount of interest paid in terms of Section 16 of the MSME Act, 2006	-	-
Amount of interest due and payable for the period of delay	-	-
Amount of interest accrued and remaining unpaid as at year end	-	-
Amount of further interest remaining due and payable in the succeeding year	-	-

**33 DETAILS OF FORWARD CONTRACTS & UNHEDGED FOREIGN CURRENCY EXPOSURE:****33.1 Forward contracts outstanding as at the Balance Sheet date**

There are no forward contract outstanding as at Balance Sheet date.

33.2 Foreign currency exposures which are not hedged as at the Balance Sheet date:

Particulars	As at 31 st March, 2023			As at 31 st March, 2022		
	Amount in Forex	Currency	Amount ₹ in lakhs	Amount in Forex	Currency	Amount ₹ in lakhs
(i) Trade payables	61,91,934.00	USD	5,087.91	75,22,253.00	USD	5,701.87
(ii) Other Financial Assets	915.00	EURO	0.81	-	EURO	-
Total	61,92,849.00	-	5,088.72	75,22,253.00	-	5,701.87

34 CORPORATE SOCIAL RESPONSIBILITY (CSR)

(₹ in lakhs)

Sr. no	Particulars	2022-23	2021-22
a)	Amount required to be spent as per Section 135 of the Act	666.34	403.07
	Amount approved by the board to be spent during the year	2,200.00	403.07
b)	Amount Spent during the year		
	Construction/Acquisition of assets - -	-	-
	On purpose other than above	2432.49	404.38
c)	Short/Excess amount spent under Section 135 (5) of the Act		
	Amount required to be spent during the year	666.34	403.07
	Actual amount spent/incurred during the year	2432.49	404.38
	Excess amount spent	1,766.15	1.31

34.1 Amount spent during the year on:

(₹ in lakhs)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
i) Promotion of Art and Culture	2211.71	94.00
ii) Education	3.54	50.00
iii) Covid-19 Activities	-	248.38
iv) Veterinary	169.11	12.00
v) Health and Social Work	48.13	-
Total	2432.49	404.38

35 EARNINGS PER SHARE

The following reflects the income and share data used in the Basic and Diluted EPS computation:

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Profit for the year attributable to equity holders for Basic and Diluted Earnings (₹ in Lakhs)	13,592.88	34,945.34
Number of equity shares for Basic/ Diluted EPS	16,59,05,640	16,59,05,640
Earnings per share - Basic/ Diluted (in ₹) (face value of ₹ 1 per share)	8.19	21.06

36 RATIOS:

Sr No.	Particulars	Current Year	Previous Year	Difference	Change %	Reason for Variance
1	Current Ratio (Current Assets/ Current Liability)	10.88	8.48	2.39	28.20%	Due to Increase in Fixed Deposits in Bank the ratio has improved.
2	Debt-Equity Ratio	-	-	-	-	The Company is debt free hence not applicable.
3	Debt Service Coverage Ratio	-	-	-	-	
4	Return on Equity Ratio (Net Profit after Taxes/ Average Net Worth)	13.25%	42.05%	-28.80%	-68.48%	Due to lower Net Profit the ratio has declined.
5	Inventory Turnover Ratio (Cost of Goods Sold /Average Inventory)	7.40	8.98	-1.58	-17.63%	
6	Trade Receivables Ratio (Revenue from Operation/Average Trade receivables)	5.24	4.86	0.37	7.66%	
7	Trade Payables Ratio (Net Credit Purchases / Average Trade Payable)	14.49	15.69	-1.20	-7.65%	
8	Net Capital Turnover Ratio (Revenue from Operations / Average Working Capital)	1.73	1.73	0.01	0.33%	
9	Net Profit Ratio (Net profit After Tax /Total Income)	9.75%	25.07%	-15.32%	-61.12%	Due to lower Net Profit the ratio has declined.
10	Return on Capital employed (EBIT /Average Capital Employed)	19.15%	56.86%	-37.71%	-66.32%	Due to lower Net Profit the ratio has declined.
11	Return on Investment (Interest Income/Average Loans & Fixed Deposit Investment)	6.20%	5.85%	0.35%	6.00%	

37 SEGMENT REPORTING

The Company manufactures and sells ABS and SAN and Trading in Styrene which belong to the same product group i.e. "Highly Specialized Engineering Thermoplastics" alongwith Trading in raw materials used for manufacturing ABS and SAN. The product has the same risks and returns, which are predominantly governed by market conditions, namely demand and supply position. Thus, in the context of Indian Accounting Standard - 108 "Segment Reporting", issued by the Institute of Chartered Accountants of India, there is only one identified reportable segment.

**38 CAPITAL MANAGEMENT**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value and to safeguard the Company's ability to remain as a going concern.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The current capital structure of the Company is equity based with no financing through borrowings. The Company is not subject to any externally imposed capital requirement.

No changes were made in the objectives, policies or processes during the year ended 31st March, 2023 and 31st March, 2022 respectively.

39 FAIR VALUE DISCLOSURES**39.1 The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:**

The categories used are as follows:

- **Level 1:** This hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds, ETFs and mutual funds that have quoted price. ;
- **Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2; and
- **Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The carrying value of financial assets/ liabilities by categories are as follows:

Particulars	Notes	Amortised Cost (₹ in lakhs)	
		As at 31 st March, 2023	As at 31 st March, 2022
Financial assets			
(a) Trade Receivables	11	23,796.23	28,240.57
(b) Cash and cash equivalents	12	15,230.52	7,728.40
(c) Bank balances other than above	13	12,719.31	13,137.63
(d) Loans	7 (i)7 (ii)	30,227.62	25,902.22
(e) Other financial assets	8 (i)8(ii)	499.24	415.43
(f) Other assets	9 (i)9 (ii)	2,867.15	994.37
Total		85,340.07	76,418.62

Investment in Joint Venture are measured at cost as per Ind AS 28, 'Investment in Associates and Joint Ventures' and hence not presented here.

Particulars	Notes	Amortised Cost (₹ in lakhs)	
		As at 31 st March, 2023	As at 31 st March, 2022
Financial Liabilities			
(a) Trade payables	19	6,232.35	6,982.49
(b) Other Financial liabilities	16 (i)16 (ii)	422.83	496.91
Total		6,655.18	7,479.40

The carrying value of all the financials assets and financial liabilities are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and liabilities have not been disclosed separately.

39.2 Financial Risk Management- Objectives And Policies

The Company's activities exposes it to variety of financial risk viz. credit risk, liquidity risk and market risk. The Company has various financial assets such as deposits, Loans & Advances, trade and other receivables and cash and bank balances directly related to their business operations. The Company's principal financial liabilities comprise of trade and other payables. The Company's senior management focus is to foresee the unpredictability and minimise the potential adverse effects on the Company's financial performance. The Company's overall risk, management procedures to minimize the potential adverse effect of the financial market on the Company's performance are as follows:

39.3 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily from trade receivables, cash and cash equivalents, and financial assets measured at amortised cost.

A Trade Receivables:

Trade receivables of the Company are generally unsecured. The Company performs ongoing credit evaluations of its customers' financial conditions and monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business through internal evaluation. The allowance for impairment of trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables. The Company has no concentration of credit risk as the customer base is geographically distributed in India.

B Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

C Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously and is based on the credit worthiness of those parties.

D Investments

Investment in Joint Venture are measured at cost as per Ind AS 28, 'Investment in Associates and Joint Ventures' and hence not presented here.

Provision for expected credit losses

a) Expected credit losses for financial assets other than trade receivables

The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature.

b) Expected credit loss for trade receivables under simplified approach

The Company recognizes lifetime expected credit losses on trade receivables using a simplified approach, wherein Company has defined percentage of provision by analyzing historical trend of default and such provision percentage determined have been considered to recognize life time expected credit losses on trade receivables (other than those where default criteria are met in which case the full expected loss against the amount recoverable is provided for). Based on such simplified approach, no allowance has been recognised.



39.4 Liquidity risk is the risk that the Company will not be able to meet its financial obligation as they fall due. Liquidity risk arises because of the possibility that the Company could be required to pay its liabilities earlier than expected. Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet any future commitments. The Company manages its liquidity risk by maintaining sufficient bank balance .

As on 31st March, 2023, the Company's financial liabilities of ₹ 6655.18 lakhs (31st March, 2022 ₹ 7479.40 lakhs) are all current and due in the next financial year.

Particulars	31 st March, 2023	31 st March, 2022
Current Ratio	10.88	8.48
Liquid Ratio	6.47	4.37

39.5 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The Company is not exposed to other price risk whereas the exposure to currency risk and interest risk is given below:

A Foreign Currency Risk

Foreign currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. It arises mainly where receivables and payables exist due to transactions entered in foreign currencies.

A.1 Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters. Quarterly reports are submitted to Board of Directors on the unhedged foreign currency exposures.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

(In lakhs)

Particulars	As at 31 st March, 2023			As at 31 st March, 2022		
	USD	EURO	Total	USD	EURO	Total
(a) Trade payables	61.92	-	61.92	75.22	-	75.22
Net financial liabilities	61.92	-	61.92	75.22	-	75.22

A.2 Foreign Currency sensitivity analysis

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	(₹ in lakhs)		(₹ in lakhs)	
	1% Increase	1% Decrease	1% Increase	1% Decrease
(a) USD	(50.88)	50.88	(57.02)	57.02
Increase /(Decrease) in Profit or Loss	(50.88)	50.88	(57.02)	57.02

B Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of financial instrument will fluctuate due to change in market interest rates. The Company's investments are primarily in fixed rate interest bearing investments and Loans.

Exposure to Interest Rate Risk

(₹ in lakhs)

Particulars	31 st March, 2023	31 st March, 2022
Loans	30,227.62	25,902.22
Margin Money with Banks	43.59	1,831.58
Fixed Deposits	22,525.02	11,195.42

Particulars	31 st March, 2023		31 st March, 2022	
	(₹ in lakhs)		(₹ in lakhs)	
	2% Increase	2% Decrease	2% Increase	2% Decrease
Loans	37.60	(37.60)	16.52	(16.52)
Margin Money with Banks	0.04	(0.04)	0.02	(0.02)
Fixed Deposits	18.86	(18.86)	13.55	(13.55)
Increase / (Decrease) in Profit or Loss	56.50	(56.50)	30.09	(30.09)

40 GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS.**40.1 Defined Contribution Plans :**

The Company has recognised the following amounts in the Statement of Profit and Loss :

(₹ in lakhs)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Employer's contribution to Provident Fund	137.11	132.27
Employer's contribution to Superannuation Fund and ESIC	14.55	11.91

Company's contributions paid/payable during the year to Provident Fund, ESIC, Labour Welfare Fund and Superannuation Fund are recognised in the Statement of Profit & Loss.

40.2 Defined Benefit Plans :

The Company's liabilities towards gratuity and leave encashment, a defined benefit obligation, is accrued and provided for on the basis of actuarial valuation, using the projected unit credit method as at the Balance Sheet date.


40.3 Statement of Profit and Loss

Amount recognised in Statement of profit and loss in respect of these defined benefit plans are as follows:

(₹ in lakhs)

Particulars	Gratuity		Leave Encashment	
	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Current service cost	32.83	30.17	18.94	17.35
Past service cost and (gain)/loss on settlements	-	-	-	-
Net interest expense	(0.69)	8.76	5.78	5.85
Component of defined benefit costs recognised in Statement of Profit and Loss	32.14	38.93	24.72	23.20
Remeasurement of net defined benefit liability:				
Actuarial gain on defined benefit obligation	(2.21)	(20.33)	42.26	38.13
Components of defined benefit costs recognised in other comprehensive income	(2.21)	(20.33)	42.26	38.13
Total	29.93	18.60	66.98	61.33

The current service cost and net interest expense for the year are included in the 'Employee benefits expense' line item in the Statement of Profit and Loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

40.4 The amount included in balance sheet arising from the entity's obligation in respect of its defined benefit plans are as follows:

(₹ in lakhs)

Particulars	Gratuity		Leave Encashment	
	As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022
Present value of defined benefit obligation	526.76	513.98	100.24	113.15
Fair value of plan assets	496.30	491.44	-	-
Net liability/(asset) arising from defined benefit obligation	30.46	22.54	100.24	113.15

Movement in the present value of the defined benefit obligation are as follows:

(₹ in lakhs)

Particulars	Gratuity		Leave Encashment	
	As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022
Balance at the beginning of the year	513.98	505.41	113.15	122.60
Current service cost	32.83	30.17	18.94	17.35
Interest cost	34.69	32.57	5.78	5.85
Remeasurement (gains)/losses:				
Actuarial (gains)/losses	(2.66)	(14.22)	42.26	38.13
Benefits paid	(52.08)	(39.96)	(79.89)	(70.78)
Balance at the end of the year	526.76	513.98	100.24	113.15

Movement in the fair value of the plan assets are as follows:

(₹ in lakhs)

Particulars	Gratuity		Leave Encashment	
	As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022
Balance at the beginning of the year	491.44	206.46	-	-
Acquisition adjustment	-	-	-	-
Interest income on plan assets	35.38	23.82	-	-
Remeasurement gain (loss):	(10.32)	4.11	-	-
Employer Contribution	22.02	295.00	-	-
Employer Direct Benefit Payments	-	-	-	-
Benefits paid from Plan Assets	(42.22)	(37.95)	-	-
Balance at the end of the year	496.30	491.44	-	-

40.5 The Company has opened an Employees Group Gratuity Cash Accumulation Scheme for its Employees with LIC of India for Gratuity payments. The Company has made an contribution of ₹ 22.02 lakhs during the current year. (P.Y. ₹ 295.00 lakhs).

40.6 The principal assumptions used in determining gratuity for the Company's plans are shown below:

Particulars	Gratuity		Leave Encashment	
	As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022
Discount rate	7.35%	7.11%	7.35%	7.11%
Salary Escalation	4.00%	4.00%	4.00%	4.00%

40.7 Sensitivity Analysis

The financial results are sensitive to the actuarial assumptions. The changes to the Defined Benefit Obligations for increase in decrease of 1% from assumed salary escalation, withdrawal and discount rates are given below:

Particulars	Gratuity		Leave Encashment	
	As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022
Under Base Scenario	0.00%	0.00%	0.00%	0.00%
Salary Escalation - Up by 1%	7.00%	7.40%	13.00%	13.50%
Salary Escalation - Down by 1%	-6.40%	-6.70%	-8.00%	-8.10%
Withdrawal Rates - Up by 1%	1.50%	1.70%	3.10%	3.00%
Withdrawal Rates - Down by 1%	-1.70%	-2.00%	-3.60%	-3.50%
Discount Rates - Up by 1%	-5.90%	-6.60%	-8.70%	-9.00%
Discount Rates - Down by 1%	6.70%	7.60%	10.40%	10.70%


41 RELATED PARTY DISCLOSURE:
A Related Party Disclosures:

As per Accounting Standard 18 issued by the Institute of Chartered Accountants of India the Company's related parties and transactions are disclosed below:

(i) List of related parties where control exists and with whom transactions have taken place and relationships:

Sr No	Name	Relationship
1	Mr. B.M.Bhansali - Managing Director	Key Managerial Personnel
2	Mr. Jayesh B.Bhansali - Executive Director cum CFO	
3	Mr. Jaivardhan - Whole Time Director*	
4	Mr. Kiran H.Bhansali - Executive Director - Operations	
5	Mr. Ashwin Patel - Company Secretary	
6	Bhansali Nippon A & L Private Limited	Joint Venture Company

* Resigned on 21st August ,2021

B Transactions with related parties

Nature of transactions	Joint Venture & Other Enterprises		Key Managerial Personnel	
	2022-23	2021-22	2022-23	2021-22
	(₹ in lakhs)		(₹ in lakhs)	
(i) Remuneration				
(a) Mr. B.M.Bhansali	-	-	973.32	2,360.43
(b) Mr. Jayesh B Bhansali	-	-	973.32	2,360.43
(c) Mr. Kiran H Bhansali			56.40	-
(d) Mr. Jaivardhan	-	-	-	27.06
(e) Mr. Ashwin Patel	-	-	49.60	53.16
(ii) Royalty & Commission Paid				
(a) Bhansali Nippon A & L Private Limited	483.07	381.21	-	-
(iii) Service Support Charges Received				
(a) Bhansali Nippon A & L Private Limited	12.00	12.00	-	-

C Balance with related parties

Nature of transactions	Joint Venture & Other Enterprises		Key Managerial Personnel	
	2022-23	2021-22	2022-23	2021-22
	(₹ in lakhs)		(₹ in lakhs)	
(i) Other Payables (Salary & Others)				
(a) Mr. B.M.Bhansali	-	-	-	62.66
(b) Mr. Jayesh B Bhansali	-	-	-	60.11
(c) Mr. Kiran H Bhansali			3.34	-
(d) Mr. Ashwin Patel	-	-	3.23	6.05
(e) Bhansali Nippon A & L Private Limited	120.22	108.01	-	-
(ii) Other Receivable (Service Support Charges)				
(a) Bhansali Nippon A & L Private Limited	1.08	1.08	-	-

42 INCOME TAXES

The Company has exercised the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 from the financial year 2019-20. Accordingly, the provision for income tax and deferred tax balances have been recorded/ remeasured using the such rates.

A Income taxes recognised in Statement of Profit and Loss

Particulars	For the year ended 31 st March, 2023 (₹ in lakhs)	For the year ended 31 st March, 2022 (₹ in lakhs)
Recognised in Profit and Loss account:		
Current tax		
In respect of the current year	5,858.75	12,221.73
In respect of prior years	(7.77)	0.01
Deferred tax		
In respect of the current year	35.38	41.56
Recognised in Other comprehensive income:		
Deferred tax liabilities on Employee benefit Expense	(10.08)	(4.48)
Total	5,876.28	12,258.82

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognise income tax expense for the year is as follows :

Particulars	As at 31 st March, 2023 (₹ in lakhs)	As at 31 st March, 2022 (₹ in lakhs)
Accounting profit before income tax	19,479.24	47,208.64
Statutory income tax rate	25.168%	25.168%
Tax at statutory income tax rate of 25.168%	4,902.50	11,881.38
Tax Effect of:		
Non Deductible business Expenses	1,214.23	606.56
Deduction on Capital Expenditure	(257.96)	(266.22)
Taxes of prior year	(7.77)	0.01
Deferred tax:		
Property, plant and equipment	16.48	15.48
Gratuity and other employee benefit	8.81	21.62
Income taxes recognized in the statement of income	5,876.28	12,258.82

**B Deferred tax Assets and Liabilities****Significant components of deferred tax liabilities / (assets) recognized in the financial statements are as follows :**

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	(₹ in lakhs)	(₹ in lakhs)
Deferred tax liabilities (net)	1,760.65	1,735.35
Total	1,760.65	1,735.35

Deferred tax balances in relation to	As at	Recognized /	As at
	31 st March, 2022	reversed during	31 st March, 2023
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
Property, plant and equipment	1,769.51	16.48	1,785.99
Gratuity and other employee benefit	(34.15)	8.81	(25.34)
Total deferred tax for the year	1,735.35	25.29	1,760.65

43 ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III OF COMPANIES ACT, 2013**43.1 Details of Benami property:**

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

43.2 Utilisation of borrowed funds and share premium:

- (a) 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 person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like or on behalf of the ultimate beneficiaries.
- (b) 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 person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like or on behalf of the ultimate beneficiaries.

43.3 Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

43.4 Compliance with approved scheme(s) of arrangements:

The Company has not entered into any scheme or arrangement which has an accounting impact on current or previous year.

43.5 Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

43.6 Details of crypto currency or virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

43.7 Valuation of Property, Plant and Equipment:

The Company has not revalued its property, plant and equipment (including right-of-use-assets) during the current or previous year.

43.8 Willful Defaulter:

The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

43.9 Details of Transaction with Struck of Companies:

There are no Transactions with Struck of Companies during the Current and Previous Year.

44 The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

As per our report of even date attached

For and on behalf of

Azad Jain & Co

Chartered Accountants

F.R.No: 006251C

Rishabh Verdia

Partner

M. No. 400600

Place : Mumbai

Dated : 21st May, 2023

UDIN No.: 23400600BGZHHL5090

For and on behalf of the Board of Directors**M. C. Gupta**

Chairman

B. M. Bhansali

Managing Director

Jayesh B. Bhansali

Executive Director cum CFO

Ashwin Patel

Company Secretary

Place : Mumbai / Gurugram

Dated :21st May, 2023



Independent Auditors' Report

To,
The Members of
Bhansali Engineering Polymers Limited

Report on the Audit of Consolidated Financial Statements

- We have audited the accompanying consolidated Ind AS financial statements of **Bhansali Engineering Polymers Limited** ("the Company") comprising its jointly controlled entity Bhansali Nippon A & L Private Limited together referred to as ("the Group") which comprise of the Consolidated Balance Sheet as at 31st March, 2023, the Consolidated Statement of Profit and Loss including other Comprehensive Income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Opinion

- In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditor on separate financial statements and on the other financial information of such jointly controlled entity as were audited by the other auditor, the aforesaid consolidated financial statements give the information required by the Companies Act 2013, as amended ("the Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2023, the consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis of Opinion

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

Key Audit Matters

- Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our audit report.

Sr. No.	Key Audit Matters	Auditor's Response
1	<p>Inventory Valuation</p> <p>Styrene & ACN Monomers are the major imported raw materials of the Company which accounted for 59% of the total inventory lying with Company as on 31st March, 2023.</p> <p>There being no domestic manufacturers for Styrene & ACN Monomers, the said raw materials are imported by the Company, therefore subject to high risk of price fluctuations and foreign currency exchange rate volatility.</p> <p>The volatility in the prices of Styrene & ACN Monomers can significantly impact the valuation of not only Raw materials but also other items of inventory.</p> <p>We have considered this as a key audit matter due to the significance of the said Monomers in the amount of inventory.</p>	<p>Principal Audit Procedures</p> <p>We have reviewed the method followed by the Company to value the Raw materials and other items lying in Stock at the end of the year.</p> <p>We have also reviewed the valuation of Styrene & ACN Monomers along-with other monomers and sub-raw materials in the SAP software based on the Inventory valuation policy and the exchange rates adopted by the Company to value its Inventories.</p>

Information other than the Consolidated Financial Statements and Auditor's Report thereon

5. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our 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 Consolidated Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting fraud 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

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

Those respective Board of Directors of the Company included in the Group are also responsible for overseeing the Company's financial reporting process of each Company.

Auditor's responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal financial controls 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of the Company. For the jointly controlled entity included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (8) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

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

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

Other Matters

8. The consolidated financial statements also includes the Company's share of net profit of Rs 82.95 lakhs for the year ended 31st March 2023, as considered in the consolidated financial statements, in respect of a jointly controlled entity whose financial statements and other financial information have been audited by other auditor and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these jointly controlled entity and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid jointly controlled entity, is based solely on the reports of such other auditors.

Report on Other Legal & Regulatory Requirements

9. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of jointly controlled entity, as noted in the 'Other matter' paragraph above we report, to the extent applicable, that:
 - a) We/ the other auditors whose report we have relied upon have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and reports of the other auditor;

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow statement and the Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of written representations received from the Directors as on 31st March, 2023, taken on record by the Board of Directors of the Company, and the reports of the statutory auditors who are appointed under Section 139 of the Act of the jointly controlled entity, none of the Directors of the Group are disqualified as on 31st March, 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 financials control over financial reporting of the Company and its jointly controlled entity and the operative effectiveness of such controls, refer to our separate report in "Annexure I".
- g) With respect to the matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act as amended,

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid/ provided by the Company to its Directors during the year is in accordance with the provisions of Section 197 and read with Schedule V to the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements of the jointly controlled entity, as noted in the 'Other Matters' paragraph:
- i. The consolidated financial statements discloses the impact of pending litigations as at 31st March, 2023 on the consolidated financial position of the Group.
 - ii. The Group does not have any long-term contracts including derivatives 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 Group.
 - iv. As per the management representation we report,
 - (a) no funds have been advanced or loaned or invested by the Company or its joint venture to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - (b) no funds have been received by the Company or its joint venture from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding that the such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - (c) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) of Rule 11 (e) by the management contain any material mis-statement.
 - i) The dividends declared and paid by the company during the year is in compliance with Section 123 of the Act.

For and on behalf of
Azad Jain & Co
Chartered Accountants
F.R. No.: 006251C

Place : Mumbai
Dated : 21st May, 2023
UDIN No: 23400600BGZHMM4418

Rishabh Verdia
Partner
M.No. : 400600



Annexure - I to the Independent Auditor's Report

(Referred to in paragraph 9 (f) under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date)

Report on the Internal Financial Controls under clause (i) of Sub- Section 3 of Section 143 of the Act

In conjunction with our audit of the consolidated financial statements of Bhansali Engineering Polymers Limited as of and for the year ended 31st March, 2023 we have audited the internal financial controls over financial reporting of Bhansali Engineering Polymers Limited ("the Company") and its jointly controlled entity Bhansali Nippon A& L Private Limited together referred to as (" the Group"), as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Group are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 Act.

Auditor's 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 the Institute of Chartered Accountants of India and deemed to be prescribed under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls system 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 depends upon the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditor 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 transaction 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For and on behalf of**Azad Jain & Co**

Chartered Accountants

F.R. No.: 006251C

Place : Mumbai**Dated :** 21st May, 2023**UDIN No:** 23400600BGZHMM4418**Rishabh Verdia**

Partner

M.No. : 400600


Consolidated Balance Sheet as at 31st March, 2023

(₹ in lakhs)

Particulars	Note No	As at	
		31 st March, 2023	31 st March, 2022
A Assets			
1) Non-Current Assets			
(a) Property, Plant and Equipment	4	13,957.42	14,452.27
(b) Capital work in progress	5	40.44	-
		13,997.86	14,452.27
(c) Intangible assets	4A	0.30	0.85
(d) Investment in Joint Venture	6	288.54	205.59
(e) Financial assets			
(i) Loans	7 (i)	14,780.00	4,200.00
(ii) Other financial assets	8 (i)	-	-
(f) Other non-current assets	9 (i)	973.55	392.31
Total Non-Current Assets (A)		30,040.25	19,251.02
2) Current Assets			
(a) Inventories	10	17,081.41	19,742.09
(b) Financial assets			
(i) Trade Receivables	11	23,796.23	28,240.57
(ii) Cash and cash equivalents	12	15,230.52	7,728.40
(iii) Bank balances other than (ii) above	13	12,719.31	13,137.63
(iv) Loans	7 (ii)	15,447.62	21,702.22
(v) Other Financial assets	8(ii)	499.24	415.43
(c) Other current assets	9 (ii)	1,893.60	602.06
Total Current Assets (B)		86,667.93	91,568.40
Total Assets (A)+ (B)		1,16,708.18	1,10,819.42
B Equity & Liabilities			
1) Equity			
(a) Equity share capital	14	1,659.06	1,659.06
(b) Other Equity	15	1,05,142.69	96,473.99
Total Equity (A)		1,06,801.75	98,133.04
2) Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Other Non-Current Liabilities	16 (i)	86.00	57.55
(b) Provisions	17 (i)	91.15	100.25
(c) Deferred tax liabilities (Net)	18	1,760.65	1,735.35
Total Non-Current Liabilities (B)		1,937.80	1,893.15
Current Liabilities			
(a) Financial Liabilities			
(i) Trade payables	19		
a) total outstanding dues of micro and small enterprises		80.59	143.24
b) total outstanding dues of creditors other than micro and small enterprises		6,151.76	6,839.25
(ii) Other Financial Current Liabilities	16 (ii)	336.83	439.36
(b) Other Current liabilities	20	1,359.90	3,295.20
(c) Provisions	17 (ii)	39.55	35.45
(d) Current tax liabilities (Net)		-	40.72
Total Current Liabilities (C)		7,968.63	10,793.22
Total Equity and Liabilities (A)+ (B) + (C)		1,16,708.18	1,10,819.42

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

As per our report of even date attached

For and on behalf of

Azad Jain & Co

Chartered Accountants

F.R.No: 006251C

Rishabh Verdia

Partner

M. No. 400600

Place : Mumbai

 Dated : 21st May, 2023

UDIN No: 23400600BGZHMH4418

For and on behalf of the Board of Directors
M. C. Gupta

Chairman

B. M. Bhansali

Managing Director

Jayesh B. Bhansali

Executive Director cum CFO

Ashwin Patel

Company Secretary

Place : Mumbai / Gurugram

 Dated : 21st May, 2023

Consolidated Statement of Profit and Loss for the Year ended 31st March, 2023

(₹ in lakhs)

Particulars	Note No	Year ended 31 st March, 2023	Year ended 31 st March, 2022
CONTINUING OPERATIONS			
I. Income:			
Gross Revenue including GST		1,60,779.02	1,63,834.66
Less: GST		24,523.36	24,439.66
Revenue from operations (Net of GST)	21	1,36,255.66	1,39,395.00
Other Income	22	2,891.28	1,901.91
Total Income		1,39,146.94	1,41,296.91
II. Expenses:			
Cost of materials consumed	23	87,440.57	68,627.75
Purchase of Traded goods		7,708.55	9,520.76
Changes in inventories of finished goods and stock in trade	24	3,400.20	(3,288.83)
Employee benefits expense	25	4,678.48	7,259.52
Finance costs	26	117.22	16.75
Depreciation and amortization expense	4	991.64	996.33
Other Expenses	27	15,331.04	10,955.99
Total Expenses		1,19,667.70	94,088.27
III. Profit before share of net profits/(loss) of investment accounted for using equity method and tax (I -II)		19,479.24	47,208.64
IV. Share of net Profit/(loss) from Joint venture accounted for using the equity method		82.95	58.39
V. Profit before tax (III+IV)		19,562.19	47,267.03
VI. Tax expense:			
Current tax		5,850.98	12,221.74
Deferred Tax		35.38	41.56
Total Tax Expenses		5,886.36	12,263.30
VII. Profit from continuing operations (V -VI)		13,675.83	35,003.73
VIII. Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gain / (losses) of defined benefit plans	28	(40.05)	(17.79)
Income tax on above		10.08	4.48
Other Comprehensive Income /(Loss), net of tax		(29.97)	(13.31)
IX. Total Comprehensive Income for the Year (VII-VIII)		13,645.86	34,990.42
X. Earnings per equity share of ₹ 1 each (from continuing operation):			
Basic (₹)		8.24	21.10
Diluted (₹)		8.24	21.10

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

As per our report of even date attached

For and on behalf of

Azad Jain & Co

Chartered Accountants

F.R.No: 006251C

Rishabh Verdia

Partner

M. No. 400600

Place : Mumbai

Dated :21st May, 2023

UDIN No: 23400600BGZHMM4418

For and on behalf of the Board of Directors**M. C. Gupta**

Chairman

B. M. Bhansali

Managing Director

Jayesh B. Bhansali

Executive Director cum CFO

Ashwin Patel

Company Secretary

Place : Mumbai / Gurugram

Dated :21st May, 2023



Consolidated Statement of Changes in Equity

(A) Equity Share Capital

(₹ in lakhs)

Particulars	Number of Shares	Amount
At 1st April, 2022	16,59,05,640	1,659.06
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	16,59,05,640	1,659.06
Changes in Equity Share Capital during the Period	-	-
At 31st March, 2023	16,59,05,640	1,659.06

Particulars	Number of Shares	Amount
At 1st April, 2021	16,59,05,640	1,659.06
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	16,59,05,640	1,659.06
Changes in Equity Share Capital during the Year	-	-
At 31st March, 2022	16,59,05,640	1,659.06

(B) Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus			Total
	Retained Earnings (Note 15)	General Reserve (Note 15)	Securities Premium (Note 15)	
Balance as at 1st April, 2021	63,273.87	225.00	2,977.00	66,475.87
Profit for the Year	35,003.73	-	-	35,003.73
Other comprehensive income / (loss) for the year	(13.31)	-	-	(13.31)
Total Comprehensive Income	34,990.42	-	-	34,990.42
Final Dividends Paid	(1,659.06)	-	-	(1,659.06)
Dividend distribution tax	(3,318.12)	-	-	(3,318.12)
Buy Back of Shares by JV Company	(15.14)	-	-	(15.14)
Balance as at 31st March, 2022	93,271.99	225.00	2,977.00	96,473.99
Profit for the Year	13,675.83	-	-	13,675.83
Other comprehensive income / (loss) for the year	(29.97)	-	-	(29.97)
Total comprehensive Income	13,645.86	-	-	13,645.86
Final Dividend Paid	(1,659.06)	-	-	(1,659.06)
Interim Dividends Paid	(3,318.12)	-	-	(3,318.12)
Buy Back of Shares by JV Company	-	-	-	-
Balance as at 31st March, 2023	1,01,940.69	225.00	2,977.00	1,05,142.69

As per our report of even date attached

For and on behalf of

Azad Jain & Co

Chartered Accountants

F.R.No: 006251C

Rishabh Verdia

Partner

M. No. 400600

Place : Mumbai**Dated** : 21st May, 2023**UDIN No**: 23400600BGZHHM4418

For and on behalf of the Board of Directors

M. C. Gupta

Chairman

B. M. Bhansali

Managing Director

Jayesh B. Bhansali

Executive Director cum CFO

Ashwin Patel

Company Secretary

Place : Mumbai / Gurugram**Dated** : 21st May, 2023

Consolidated Statement of Cash Flow for the year ended 31st March, 2023

(₹ in lakhs)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Cash flows from operating activities		
Profit before tax as per statement of profit and loss	19,479.24	47,208.64
Adjustments to reconcile profit before tax to net cash flows		
Depreciation of property, plant and equipment	991.09	991.15
Amortisation of Intangible Assets	0.55	5.18
Profit/(Loss) on Disposal/Write Off of Fixed Assets (Net)	(12.70)	-
Net (gain)/loss on sale of investments	-	(12.28)
Interest income	(2,841.78)	(1,520.64)
Finance costs	-	-
Unrealised exchange (gain) / losses	200.53	73.00
Operating profit before working capital changes	17,816.93	46,745.05
Movement in Working Capital:		
Decrease / (increase) in Inventories	2,660.68	(8,455.51)
Decrease / (increase) in Trade and other receivables	4,444.34	833.07
Decrease / (increase) in other current financial assets	(83.81)	(403.34)
Decrease / (increase) in other current assets	(1,291.54)	292.93
Decrease / (increase) in other non current assets	(598.43)	58.59
Increase / (Decrease) in Trade payable	(950.67)	3,291.50
Increase / (Decrease) in Provision	(45.05)	(303.66)
Increase / (Decrease) in other current financial liabilities	(113.86)	42.88
Increase / (Decrease) in other non-current financial liabilities	(0.30)	-
Increase / (Decrease) in other current liabilities	(1,935.30)	(144.87)
Cash generated from/(used in) operations	19,902.99	41,956.64
Direct taxes paid, net of refunds	(5,891.69)	(12,181.02)
Net cash flow from/(used in) operating activities (A)	14,011.30	29,775.62
Cash flows from investing activities		
Purchase of Property, plant and equipment including CWIP	(523.02)	(1,349.38)
Proceeds from sale of Property, plant and equipment	16.24	-
Fixed Deposits placed	458.40	(10,727.82)
Proceeds from Buyback of Investments in JV	-	49.48
Loans Given	(18,470.39)	(28,775.00)

**Consolidated Statement of Cash Flow** for the year ended 31st March, 2023

(₹ in lakhs)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Loans Returned	14,144.99	9,263.41
Interest income	2,841.78	1,520.64
Net cash from/(used in) investing activities (B)	(1,532.00)	(30,018.67)
Cash flows from financing activities		
Finance costs	-	-
Dividend paid on equity shares	(4,977.18)	(4,977.18)
Net cash from/(used in) financing activities (C)	(4,977.18)	(4,977.18)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	7,502.12	(5,220.23)
Cash and Cash equivalents at the beginning of year	7,728.40	12,948.63
Cash and Cash equivalents at the end of the year (refer Note 12)	15,230.52	7,728.40

Notes:

- The above Cash Flow Statement has been prepared under the 'Indirect method' as set out in the Ind AS-7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
- Previous year's figures have been regrouped and rearranged wherever necessary.

As per our report of even date attached

For and on behalf of

Azad Jain & Co

Chartered Accountants

F.R.No: 006251C

Rishabh Verdia

Partner

M. No. 400600

Place : Mumbai**Dated** : 21st May, 2023**UDIN No:** 23400600BGZHMH4418**For and on behalf of the Board of Directors****M. C. Gupta**

Chairman

B. M. Bhansali

Managing Director

Jayesh B. Bhansali

Executive Director cum CFO

Ashwin Patel

Company Secretary

Place : Mumbai / Gurugram**Dated** : 21st May, 2023

Notes to the Consolidated financial statement

- 1 The consolidated financial statements include results of the following Joint Venture Company of Bhansali Engineering Polymers Limited

Name of the Company	Country of incorporation	% Shareholding	Consolidated as
Bhansali Nippon A & L Private Limited	India	50	Joint Venture

1.1 Statement of Compliance

The Consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, and amendments made thereafter and the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

1.2 Basis of Preparation

The Financial statements have been prepared on an accrual basis and under the historical cost convention, except for the following:

Defined benefit plans-plan assets measured at fair value (refer note 40 of Standalone Financials).

The Financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest lakhs, except otherwise stated as per the requirement of Schedule III.

All the Assests & Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in Schedule III to the said Act.

- 1.3 Notes to these consolidated financial statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the Company. Recognising this purpose, the Company has disclosed only such notes from the standalone financial statements, which fairly represent the needed disclosures.
- 2 The accounting policies of the parent are best viewed in its standalone financial statements, Note 1-3. Difference in accounting policies followed by the other entity consolidated have been reviewed and no adjustments have been made, since the impact of these differences is not significant.
- 3 Significant accounting policies followed by joint venture, to the extent, different and unique from the parent.
(The accounting policies of the parent are best viewed in its standalone financial statements, Note 1-3).

Bhansali Nippon A & L Private Limited.

a Depreciation & Amortisation

In respect of fixed assets acquired during the year, depreciation / amortization is charged on a written down basis so as to write-off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life based on an evaluation. Assets individually costing up to ₹ 5,000 are fully depreciated in the year of purchase. Depreciation on additions/deletion is provided on pro-rata basis from/up to the date of such addition/ deletions.

b Investment in Joint Venture

Investments in Joint Venture is accounted as per the equity method prescribed in Ind AS 28-Investments in Associates and Joint Ventures.

c Retirement and other employee benefits

In respect of Company's contribution towards statutory dues of employees such as Provident Fund, ESIC, Super Annuation etc. the same is not applicable due to insignificant number of employees during the year. Similary remeasurements comprising of actuarial gains and losses of Leave encashment and Gratuity is not recognised in the Balance sheet since there is no liability towards the same.


NOTE 4: PROPERTY PLANT AND EQUIPMENT
As at 31st March, 2023

(₹ in lakhs)

Particulars	Gross carrying Amount			Depreciation and Amortisation				Net carrying Amount	
	As at 1 st April, 2022	Additions	Deductions	As at 31 st March, 2023	As at 1 st April, 2022	For the Period	Deductions	As at 31 st March, 2023	As at 31 st March, 2023
Land (Free hold)	14.85	-	-	14.85	-	-	-	-	14.85
Land (Lease hold)	140.99	-	-	140.99	-	-	-	-	140.99
Buildings	4,006.47	27.79	-	4,034.26	998.63	100.45	-	1,099.08	2,935.18
R & D-Buildings	718.83	-	-	718.83	72.29	22.76	-	95.05	623.78
Plant & Machinery	20,243.22	105.05	-	20,348.27	11,361.64	689.40	-	12,051.04	8,297.23
R & D Plant & Machinery & Equipments	1,153.47	11.77	-	1,165.24	174.35	54.72	-	229.07	936.16
Furniture, Fixtures & Office Equipments	1,905.75	2.75	-	1,908.50	1,310.64	53.61	-	1,364.25	544.25
Vehicles	503.53	352.41	24.42	831.52	317.28	70.15	20.89	366.54	464.98
Total	28,687.11	499.77	24.42	29,162.46	14,234.83	991.09	20.89	15,205.03	13,957.42

NOTE 4: PROPERTY PLANT AND EQUIPMENT
As at 31st March, 2022

(₹ in lakhs)

Particulars	Gross carrying Amount			Depreciation and Amortisation				Net carrying Amount	
	As at 1 st April, 2021	Additions	Deductions	As at 31 st March, 2022	As at 1 st April, 2021	For the Year	Deductions	As at 31 st March, 2022	As at 31 st March, 2022
Land (Free hold)	14.85	-	-	14.85	-	-	-	-	14.85
Land (Lease hold)	140.99	-	-	140.99	-	-	-	-	140.99
Buildings	2,770.37	1,236.10	-	4,006.47	921.81	76.82	-	998.63	3,007.84
R & D-Buildings	718.83	-	-	718.83	49.53	22.76	-	72.29	646.54
Plant & Machinery	20,115.28	127.94	-	20,243.22	10,651.57	710.07	-	11,361.64	8,881.58
R & D Plant & Machinery & Equipments	1,153.47	-	-	1,153.47	119.36	54.99	-	174.35	979.12
Furniture, Fixtures & Office Equipments	1,902.50	3.25	-	1,905.75	1,238.16	72.48	-	1,310.64	595.11
Vehicles	502.88	0.65	-	503.53	263.25	54.03	-	317.28	186.25
Total	27,319.17	1,367.94	-	28,687.11	13,243.68	991.15	-	14,234.83	14,452.27

NOTE 4A: INTANGIBLE ASSETSAs at 31st March, 2023

(₹ in lakhs)

Particulars	Gross carrying Amount			Depreciation and Amortisation					Net carrying Amount
	As at 1 st April, 2022	Additions	Deductions	As at 31 st March, 2023	As at 1 st April, 2022	For the Period	Deductions	As at 31 st March, 2023	As at 31 st March, 2023
Computer Software & Licenses	422.81	-	-	422.81	421.96	0.55	-	422.51	0.30
Total	422.81	-	-	422.81	421.96	0.55	-	422.51	0.30

NOTE 4A: INTANGIBLE ASSETSAs at 31st March, 2022

(₹ in lakhs)

Particulars	Gross carrying Amount			Depreciation and Amortisation					Net carrying Amount
	As at 1 st April, 2021	Additions	Deductions	As at 31 st March, 2022	As at 1 st April, 2021	For the Year	Deductions	As at 31 st March, 2022	As at 31 st March, 2022
Computer Software & Licenses	422.81	-	-	422.81	416.78	5.18	-	421.96	0.85
Total	422.81	-	-	422.81	416.78	5.18	-	421.96	0.85



NOTE 5 : CAPITAL WORK IN PROGRESS

(₹ in lakhs)

Particular	Capital Work in Progress
Gross Block	
Balance as at 1st April, 2021	-
Addition during the Year	-
Capitalisation during the year	-
Other Adjustments	-
Balance as at 31st March, 2022	-
Balance as at 1st April, 2022	-
Addition during the Year	40.44
Capitalisation during the year	-
Other Adjustments	-
Balance as at 31st March, 2023	40.44

(a) Ageing of Capital work-in Progress (CWIP)

(₹ in lakhs)

Particulars	Amount in CWIP for a period of			Total
	Less than 1 year	Less than 1 -2 years	More than 2 years	
Balance as at 31st March, 2023				
Projects in progress	40.44	-	-	40.44
Projects temporarily suspended	-	-	-	-
Total	40.44	-	-	40.44
Balance as at 31st March, 2022				
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	-	-
Total	-	-	-	-

NOTE 6 : NON CURRENT INVESTMENTS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Investments consist of the following:		
NON CURRENT INVESTMENTS		
(i) Investments- Non-current - Valued as per Equity method		
Fully paid unquoted investments of Joint Venture Company		
11,28,000 (Previous Year :11,28,000) Equity Shares of ₹ 10 each fully paid up of Joint Venture Company Bhansali Nippon A&L Private Limited	288.54	205.59
Total Value of Investment (unquoted)	288.54	205.59

NOTE 7: LOANS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(i) Long-term loan		
(a) Loans & Advances to Employees	-	-
(b) Loans Receivables considered good – Secured;	-	-
(c) Loans Receivables considered good – Unsecured;	14,780.00	4,200.00
(d) Loans Receivables which have significant increase in Credit Risk; and	-	-
(e) Loans Receivables – credit impaired.	-	-
	14,780.00	4,200.00
(ii) Short-term loans		
(a) Loans & Advances to Employees	2.62	2.22
(b) Loans Receivables considered good – Secured;	-	-
(c) Loans Receivables considered good – Unsecured;	15,445.00	21,700.00
(d) Loans Receivables which have significant increase in Credit Risk; and	-	-
(e) Loans Receivables – credit impaired.	-	-
	15,447.62	21,702.22

NOTE 8: OTHER FINANCIAL ASSETS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Other financial assets consist of the following:		
(i) Non-current financial assets	-	-
(ii) Current financial assets		
(a) Advances recoverable in cash for value to be received	98.64	87.06
(b) Interest accrued on deposits	400.60	328.37
	499.24	415.43

**NOTE 9: OTHER ASSETS**

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Other assets consist of the following:		
(i) Other non-current assets		
Considered good		
(a) Security deposits	380.80	375.12
(b) Prepaid expenses	-	-
(c) Balance with statutory/government authorities	592.75	-
(d) Capital advance in kind or for value to be received	-	17.19
	973.55	392.31
(ii) Other current assets		
Considered good unless otherwise stated		
(a) Security deposits	1.00	5.29
(b) Prepaid expenses	26.52	22.77
(c) Balance with statutory/government authorities	757.52	369.98
(d) Advance to suppliers	1,108.56	204.02
	1,893.60	602.06

NOTE 10: INVENTORIES

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(Valued at lower of cost and net realisable value)		
Finished Goods	223.52	1,641.58
Stock-in-Process	2,537.49	4,519.63
Raw Materials	5,104.31	3,712.00
Stock at Port including Goods in Transit	8,388.23	9,187.38
Packing Materials	63.91	49.23
Stores & Spares	763.95	632.27
	17,081.41	19,742.09

NOTE 11: TRADE RECEIVABLES

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(i) Undisputed Secured, Considered Good	-	-
(ii) Undisputed Unsecured Considered good from due date of payment		
Current but not Due	18,427.99	23,872.05
Due less than six months	4,875.21	4,298.12
Due six months to one Year	493.03	70.40
(iii) Undisputed Unsecured-Credit Impaired	-	-
(iv) Disputed Secured, Considered Good	-	-
(v) Disputed Unsecured considered good	-	-
(vi) Disputed Unsecured-Credit Impaired	-	-
	23,796.23	28,240.57

There are no trade or other receivable due from Directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any Director is a partner, a Director or a member. All trade receivables are less than 1 year hence detailed ageing not given.

NOTE 12: CASH AND CASH EQUIVALENTS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Cash and cash equivalents consist of the following:		
(i) Balances with banks		
In current accounts	5,221.35	7,716.45
In Fixed Deposits Accounts with Original Maturity upto 3 months	10,000.01	-
(ii) Cash on hand	9.16	11.95
	15,230.52	7,728.40

NOTE 13: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(i) Earmarked balance towards dividend#	150.71	110.63
(ii) Margin Money with banks	43.59	1,831.58
(iii) In Fixed Deposits Accounts with Original Maturity more than 3 months	12,525.01	11,195.42
	12,719.31	13,137.63

These balances are available for use only towards settlement of corresponding unpaid dividend liabilities.

**NOTE 14 : SHARE CAPITAL**

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Authorised Share Capital		
40,00,00,000 (P.Y. 40,00,00,000) Equity Shares of ₹.1/- each	4,000.00	4,000.00
	4,000.00	4,000.00
Issued, subscribed and fully paid-up		
16,59,05,640 (P.Y. 16,59,05,640) Equity Shares of ₹.1/- each fully paid up	1,659.06	1,659.06
	1,659.06	1,659.06

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	As at 31 st March, 2023		As at 31 st March, 2022	
	Nos.	(₹ in lakhs)	Nos.	(₹ in lakhs)
At the beginning of the Year	16,59,05,640	1,659.06	16,59,05,640	1,659.06
Changes during the year	-	-	-	-
Outstanding at the end of the period	16,59,05,640	1,659.06	16,59,05,640	1,659.06

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at 31 st March, 2023		As at 31 st March, 2022	
	Nos.	% holding in the class	Nos.	% holding in the class
Mr. B.M.Bhansali	1,63,86,887	9.88	1,63,86,887	9.88
Bhansali International Pvt. Ltd.	1,61,05,183	9.71	1,61,05,183	9.71
Sheraton Properties & Finance Limited	1,18,18,000	7.12	1,18,18,000	7.12
Mr.Jayesh B. Bhansali	1,16,61,945	7.03	1,15,61,945	6.97
Bentley Commercial Enterprises Limited	89,78,043	5.41	89,78,043	5.41
Speedage Commercials Limited	84,64,009	5.10	84,64,009	5.10

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) Details of Shareholding of Promoters

Shares held by Promoter at the end of the year					
Promoter's Name	As at 31 st March, 2023		As at 31 st March, 2022		% of Change During the year
	Nos. of Shares	% of Total Shares	Nos. of Shares	% of Total Shares	
Babulal M. Bhansali	1,63,86,887	9.88	1,63,86,887	9.88	NA
Bhansali International Pvt. Ltd.	1,61,05,183	9.71	1,61,05,183	9.71	NA
Sheraton Properties and Finance Limited	1,18,18,000	7.12	1,18,18,000	7.12	NA
Jayesh B. Bhansali	1,16,61,945	7.03	1,15,61,945	6.97	0.86
Bentley Commercial Enterprises Ltd.	89,78,043	5.41	89,78,043	5.41	NA
Speedage Commercial Ltd.	84,64,009	5.10	84,64,009	5.10	NA
Bhansali Industrial Investment & Finance Pvt. Ltd.	43,32,000	2.61	43,32,000	2.61	NA
Babulal M Bhansali HUF	41,99,000	2.53	41,99,000	2.53	NA
Meenakshi J. Bhansali	41,27,677	2.49	41,27,677	2.49	NA
Dhudidevi B. Bhansali	37,18,256	2.24	37,18,256	2.24	NA
Bhansali Innovative Finance Pvt. Ltd.	23,54,000	1.42	23,54,000	1.42	NA
Bhansali Engineering Industries Pvt. Ltd.	19,32,000	1.16	19,32,000	1.16	NA

(e) Final Dividend paid and proposed

	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Dividend on equity shares declared and paid:		
Final Dividend for the year ended 31 st March, 2022 : ₹ 1/- per share * (PY: ₹ 1/- per share)	1,659.06	1,659.06
Date of approval (date of Annual General Meeting)	29 th June, 2022	30 th June, 2021
Proposed Dividend on equity shares		
Final Dividend for the year ended 31 st March, 2023 : ₹ 1/- per share (Previous year: ₹ 1/- per share)	1,659.06	1,659.06
One-time Special Dividend for the year ended 31 st March, 2023 : ₹ 14/- per share (Previous year: ₹ Nil)	23,226.79	-

* Dividend declared on 29th June, 2022 was paid on 8th July, 2022.

**NOTE-15 : OTHER EQUITY**

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Securities Premium account		
Opening balance	2,977.00	2,977.00
Closing balance	2,977.00	2,977.00
General Reserve		
Opening balance	225.00	225.00
Closing balance	225.00	225.00
Retained Earning		
Opening balance	93,271.99	63,273.87
Profit for the Year	13,675.83	35,003.73
Final Dividend paid for the year ended 31 st March	(1,659.06)	(1,659.06)
Interim Dividends paid	(3,318.12)	(3,318.12)
Buy Back of Shares by JV Company	-	(15.14)
Other comprehensive income/ (loss)	(29.97)	(13.31)
Closing balance	1,01,940.69	93,271.99
Total Other Equity	1,05,142.69	96,473.99

NOTE-16: OTHER FINANCIAL LIABILITIES

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Other financial liability consist of the following:		
(i) Other Financial Non- Current Liabilities		
Deposit	-	0.30
Unclaimed Dividend	86.00	57.25
	86.00	57.55
(ii) Other Financial Current Liabilities		
Employee Dues	234.14	362.21
Unclaimed Dividend	64.71	53.38
Other Dues	37.98	23.77
	336.83	439.36

NOTE-17 : PROVISIONS

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Provisions consist of the following:		
(i) Long term provisions		
(a) Provision for gratuity	-	-
(b) Provision for leave benefits	91.15	100.25
	91.15	100.25
(ii) Short term provision		
(a) Provision for gratuity	30.46	22.54
(b) Provision for leave benefits	9.09	12.91
	39.55	35.45

NOTE-18 : DEFERRED TAX LIABILITIES (NET)

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Deferred Tax Liabilities:		
Property, Plant and equipment	1,785.99	1,769.51
	1,785.99	1,769.51
Deferred Tax Assets:		
Gratuity and other employee benefits	25.34	34.15
	25.34	34.15
Deferred tax liabilities (Net)	1,760.65	1,735.35

NOTE-19: TRADE PAYABLES

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
(i) MSME		
Not Due	80.59	143.24
(ii) Others		
Not Due	6,151.76	6839.25
(iii) Disputed dues MSME	-	-
(iv) Disputed dues Others	-	-
	6,232.35	6,982.49

All Trade Payables are not due and hence detailed ageing not given.

NOTE-20: OTHER CURRENT LIABILITIES

(₹ in lakhs)

	As at 31 st March, 2023	As at 31 st March, 2022
Statutory Dues	1,359.90	3,295.20
	1,359.90	3,295.20

**NOTE 21 : REVENUE FROM OPERATIONS**

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Sale of Finished Goods	1,51,640.07	1,51,732.81
Trading Sales	9,138.95	12,101.85
	1,60,779.02	1,63,834.66
Less: GST	24,523.36	24,439.66
Net Sales (Net of GST)	1,36,255.66	1,39,395.00

NOTE 22 : OTHER INCOME

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Interest Income on		
Bank Deposits	945.08	678.30
Others	1,896.70	842.34
Profit on Sale of Assets	12.70	-
Foreign Exchange Fluctuation	5.30	276.54
Bad Debts Recovered	-	42.39
Profit on Sale of Investment	-	12.28
Other non-operating income	31.50	50.06
	2,891.28	1,901.91

NOTE 23 : COST OF MATERIALS CONSUMED

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Raw Material		
Inventory at the beginning of the Year	12,899.38	7,885.11
Purchases	88,033.73	73,642.02
	1,00,933.11	81,527.13
Less: Inventory at the end of the Year	13,492.54	12,899.38
	87,440.57	68,627.75

NOTE 24 :CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN PROCESS

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Inventories at the end of the Year:		
Finished Goods	223.52	1,641.58
Stock-in-trade	2,537.49	4,519.63
	2,761.01	6,161.21
Less: Inventories at the beginning of the Year:		
Finished Goods	1,641.58	797.19
Stock-in-trade	4,519.63	2,075.19
	6,161.21	2,872.38
	3,400.20	(3,288.83)

NOTE 25: EMPLOYEE BENEFITS EXPENSE

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Salaries, wages and bonus	4,293.87	6,883.76
Contributions to Provident Fund etc.	137.11	132.27
Staff welfare expenses	247.50	243.49
	4,678.48	7,259.52

NOTE 26 : FINANCE COSTS

(₹ in lakhs)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Others	74.95	4.79
Finance & Bank Charges	42.27	11.96
	117.22	16.75

**NOTE 27 : OTHER EXPENSES**

(₹ in lakhs)

	Year ended 31st March, 2023	Year ended 31st March, 2022
Stores and Spares Consumed	748.21	632.29
Packing Materials Consumed	653.45	508.55
Power & Fuel	3,765.00	3,002.58
Rent, Rates & Taxes	693.17	829.83
Insurance	156.90	185.42
Travelling & Conveyance	651.81	402.93
Repairs & Maintenance :		
Buildings	69.69	123.24
Machinery and Others	285.24	475.18
Printing & Stationery	37.06	22.19
Postage, Telephone, Fax etc.	39.78	37.63
Miscellaneous Expenses	650.14	434.84
Donation	1,400.42	1,009.37
Research & Development Expenses	97.72	110.24
Legal & Professional Charges	155.37	83.67
Auditors' Remuneration :		
Audit Fees	4.50	4.50
Tax Audit Fees	0.45	0.45
Review Audit Fees and Certification	0.50	0.50
Director's Sitting Fees	17.20	14.20
Royalty & Commission	483.85	382.01
Freight & Forwarding	2,988.09	2,291.24
CSR Expenses*	2,432.49	404.38
Cash discount	-	0.75
	15,331.04	10,955.99

* During the year, the Company was required to spend ₹ 666.34 lakhs (P.Y. ₹ 403.07 lakhs). The Company has incurred CSR expenses of ₹ 2,432.49 lakhs (P.Y. ₹ 404.38 lakhs).

NOTE 28: COMPONENTS OF OTHER COMPREHENSIVE INCOME

(₹ in lakhs)

	Year ended 31st March, 2023	Year ended 31st March, 2022
Re-measurement gain / (loss) on defined benefit plans as per Ind AS 19	(40.05)	(17.79)
	(40.05)	(17.79)

29 DETAIL OF JOINT VENTURE AND COMPOSITION OF GROUP

Following Joint Venture have been considered in the preparation of consolidated financial statements.

Sr. No.	Name of the Company	Country of Incorporation	Proportion of ownership Interest (%)		Principal activity
			As at 31 st March, 2023	As at 31 st March, 2022	
1	Bhansali Nippon A & L Private Limited	India	50	50	Sales support service

29.1 Financial information of Bhansali Nippon A & L Private Limited

(₹ in lakhs)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Non current assets	8.16	25.07
Current assets	621.71	434.29
Current liabilities	52.82	48.19
Equity attributable to the owners of the equity	577.06	411.17

(₹ in lakhs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Revenue	498.46	386.18
Expenses	268.61	224.06
Profit/ (Loss) for the year	165.89	116.78
Other comprehensive income for the year	-	-


30 ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013
As on 31st March, 2023

Name of the entities in the Group	Net assets, i.e. total assets minus total liabilities as at 31 st March, 2023		Share of profit or loss for the year ended 31 st March, 2023		Share in other Comprehensive Income / (loss) for the year ended 31 st March, 2023		Share in total Comprehensive Income / (loss) for the year ended 31 st March, 2023	
	As % of consolidated net assets	(₹ in lakhs)	As % of consolidated profit or loss	(₹ in lakhs)	As % of consolidated comprehensive income / (loss)	(₹ in lakhs)	As % of total comprehensive income / (loss)	(₹ in lakhs)
Parent Group								
Bhansali Engineering Polymers Limited	99.84%	1,06,626.01	99.39%	13,592.88	100.00%	(29.97)	99.39%	13,562.91
Joint Venture (Investment as per the equity method) :-								
Indian								
Bhansali Nippon A & L Private Limited	0.16%	175.74	0.61%	82.95	0.00%	-	0.61%	82.95
Grand Total	100.00%	1,06,801.75	100.00%	13,675.83	100.00%	(29.97)	100.00%	13,645.86

As on 31st March, 2022

Name of the entities in the Group	Net assets, i.e. total assets minus total liabilities as at 31 st March, 2022		Share of profit or loss for the year ended 31 st March, 2022		Share in other Comprehensive Income for the year ended 31 st March, 2022		Share in total Comprehensive Income for the year ended 31 st March, 2022	
	As % of consolidated net assets	(₹ in lakhs)	As % of consolidated profit or loss	(₹ in lakhs)	As % of consolidated comprehensive income / (loss)	(₹ in lakhs)	As % of total comprehensive income / (loss)	(₹ in lakhs)
Parent Group								
Bhansali Engineering Polymers Limited	99.91%	98,040.26	99.83%	34,945.34	100.00%	(13.31)	99.83%	34,932.03
Joint Venture (Investment as per the equity method) :-								
Indian								
Bhansali Nippon A & L Private Limited	0.09%	92.79	0.17%	58.39	0.00%	-	0.17%	58.39
Grand Total	100.00%	98,133.05	100.00%	35,003.73	100.00%	(13.31)	100.00%	34,990.42

31 LEASES**Operating Lease**

The leasing arrangements are in most cases renewable by mutual consent, on mutually agreeable terms.

The Company's significant leasing arrangements are mainly in respect of residential and office premises. The aggregate lease rentals payable on these leasing arrangements are charged as rent under "Other Expenses".

Future lease rentals payable in respect of residential and office premises is as follows:

(₹ in lakhs)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
i. Payable not later than one year	42.26	39.82
ii. Payable later than one year but not later than five years	61.96	58.55
iii. Payable later than five years	-	-
Total	104.22	98.37

32 CONTINGENT LIABILITIES & CAPITAL COMMITMENTS

(₹ in lakhs)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Claims against the Company not acknowledged as debts		
i. Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances).	-	4.38
ii. Income tax demand under appeal	71.53	71.53
Total	71.53	75.91

33 EARNINGS PER SHARE

The following reflects the income and share data used in the Basic and Diluted EPS computation:

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Profit for the year attributable to equity holders for Basic and Diluted Earnings (₹ in Lakhs)	13,675.83	35,003.73
Number of equity shares for Basic/ Diluted EPS	16,59,05,640	16,59,05,640
Earnings per share - Basic/ Diluted (in ₹) (face value of ₹ 1 per share)	8.24	21.10

**34 RATIOS:**

Sr No.	Particulars	Current Year	Previous Year	Difference	Change %	Reason for Variance
1	Current Ratio (Current Assets/Current Liability)	10.88	8.48	2.39	28.20%	Due to Increase in Fixed Deposits in Bank the ratio has improved.
2	Debt-Equity Ratio	-	-	-	-	The Company is debt free hence not applicable.
3	Debt Service Coverage Ratio	-	-	-	-	
4	Return on Equity Ratio (Net Profit after Taxes/ Average Net Worth)	13.35%	42.11%	-28.76%	-68.30%	Due to lower Net Profit the ratio has declined.
5	Inventory Turnover Ratio (Cost of Goods Sold /Average Inventory)	7.40	8.98	-1.58	-17.63%	-
6	Trade Receivables Ratio (Revenue from Operation/Average Trade receivables)	5.24	4.86	0.37	7.66%	-
7	Trade Payables Ratio (Net Credit Purchases / Average Trade Payable)	14.49	15.69	-1.20	-7.65%	-
8	Net Capital Turnover Ratio (Revenue from Operations / Average Working Capital)	1.73	1.73	0.01	0.33%	-
9	Net Profit Ratio (Net profit After Tax /Total Income)	9.81%	24.76%	-14.96%	-60.40%	Due to lower Net Profit the ratio has declined.
10	Return on Capital employed (EBIT / Average Capital Employed)	19.21%	56.88%	-37.67%	-66.23%	Due to lower Net Profit the ratio has declined.
11	Return on Investment (Interest Income/ Average Loans & Fixed Deposit Investment)	6.20%	5.85%	0.35%	6.00%	-

35 ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III OF COMPANIES ACT, 2013 OF BHANSALI ENGINEERING POLYMERS LIMITED ("THE COMPANY") COMPRISING ITS JOINTLY CONTROLLED ENTITY BHANSALI NIPPON A & L PRIVATE LIMITED TOGETHER REFERRED TO AS ("THE GROUP")**35.1 Details of Benami property:**

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

35.2 Utilisation of borrowed funds and share premium:

- (a) The Group 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 person or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like or on behalf of the ultimate beneficiaries.
- (b) The Group 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 Group shall:
- directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like or on behalf of the ultimate beneficiaries.

35.3 Compliance with number of layers of companies:

The Group has complied with the number of layers prescribed under the Companies Act, 2013.

35.4 Compliance with approved scheme(s) of arrangements:

The Group has not entered into any scheme or arrangement which has an accounting impact on current or previous year.

35.5 Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

35.6 Details of crypto currency or virtual currency:

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

35.7 Valuation of Property, Plant and Equipment:

The Group has not revalued its property, plant and equipment (including right-of-use-assets) during the current or previous year.

35.8 Willful Defaulter:

The Group is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

35.9 Details of Transaction with Struck of Companies:

There are no Transactions with Struck of Companies during the Current and Previous Year.

36 Notes to these consolidated financial statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the Group. Recognising this purpose, the Group has disclosed only such notes from the standalone financial statements, which fairly represent the needed disclosures.

37 The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

As per our report of even date attached

For and on behalf of

Azad Jain & Co

Chartered Accountants

F.R.No: 006251C

Rishabh Verdia

Partner

M. No. 400600

Place : Mumbai

Dated : 21st May, 2023

UDIN No: 23400600BGZHMM4418

For and on behalf of the Board of Directors

M. C. Gupta

Chairman

B. M. Bhansali

Managing Director

Jayesh B. Bhansali

Executive Director cum CFO

Ashwin Patel

Company Secretary

Place : Mumbai / Gurugram

Dated: 21st May, 2023

**Form AOC - 1**

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

Part “B”: Associates and Joint Ventures**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

1.	Name of Associates/Joint Ventures	Bhansali Nippon A&L Private Limited
2.	Latest Audited Balance Sheet Date	31 st March, 2023
3.	Shares of Associate/Joint Ventures held by the company on the year end	
	a. No. of Shares held	*11,28,000 (Eleven lakh Twenty Eight Equity Shares)
	b. Amount of Investment in Associates/Joint Venture	₹ 1,12,80,000 (Rupees One Crore Twelve lakh Eighty Thousand)
	c. Extent of Holding (%)	50 (Fifty)
4.	Description of how there is significant influence	The Company holds 50% Equity Shares of the Joint Venture Company. As per the Joint Venture Agreement dated 11 th May, 2013, the Company has a right to appoint 50% of the Directors on the Board of the Joint Venture Company including its Chairman.
5.	Reason why the Associate/Joint Venture is not consolidated	Not Applicable
6.	Networth attributable to Shareholding as per latest audited Balance Sheet	2,88,53,217 (50% share)
7.	Profit for the year (FY 2022-23)	
	i. Considered in Consolidation	₹ 82.95 lakhs
	ii. Not Considered in Consolidation	Not Applicable

* Out of aforesaid 11,28,000 Equity Shares, Bhansali International Pvt. Ltd. holds One Equity share as nominee shareholder of the Company.

1.	Names of Associates or Joint Ventures which are yet to commence operations	None
2.	Names of Associates or Joint Ventures which have been liquidated or sold during the year	None

As the Company has no Subsidiary Company, 'Part A' is not applicable.

As per our report of even date attached

For and on behalf of
Azad Jain & Co
Chartered Accountants
F.R. No: 006251C

Rishabh Verdia

Partner
M. No. 400600

Place : Mumbai
Dated : 21st May, 2023
UDIN No: 23400600BGZHMH4418

For and on behalf of the Board of Directors

M. C. Gupta
Chairman

B. M. Bhansali
Managing Director

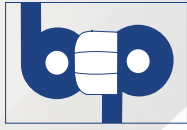
Jayesh B. Bhansali
Executive Director cum CFO

Ashwin Patel
Company Secretary

Place : Mumbai / Gurugram
Dated : 21st May, 2023

SOME APPLICATIONS OF "OUR PRODUCTS"





BHANSALI ENGINEERING POLYMERS LIMITED

An ISO 9001:2015 Company