

# **NAGPUR POWER AND INDUSTRIES LIMITED**

CIN L40100MH1996PLC104361

| Regd. Office: 'Nirmal', 20<sup>th</sup> Floor, Nariman Point, Mumbai-400021|

| Tel# +91 22 2202 3055/66 | [npil\\_investor@khandelwalindia.com](mailto:npil_investor@khandelwalindia.com) | [www.nagpurpowerind.com](http://www.nagpurpowerind.com) |

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**Date: November 28, 2023**

To,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**Scrip Code: 532362**

**Subject: Annual Report for the Financial Year 2022-23**

**Ref: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2022-2023.

Kindly take the same on your records.

**Thanking you,  
For Nagpur Power and Industries Limited**

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**Gautam Khandelwal**  
**Director**  
**DIN 00270717**

**NAGPUR POWER AND INDUSTRIES LIMITED**

**27<sup>TH</sup> ANNUAL REPORT FOR F.Y. 2022-2023**

**BOARD OF DIRECTORS**

Mr. Gautam Premnath Khandelwal	DIN 00270717	Whole Time Director & Executive Chairman
Mr. Nimis Savailal Sheth	DIN 00482739	Independent Director
Ms. Nidhi Narayan Salampuria	DIN 07138654	Non-Executive Director
Mr. Shyam Bapurao Kanbargi	DIN 01185605	Independent Director
Mr. Virat Mehta	DIN 07910116	Independent Director
Mr. Ajit Ranchhoddas Kantelia	DIN 08776129	Non-Executive Director

**BOARD COMMITTEES****Audit Committee**

1. Mr. Nimis Sheth (Chairman)
2. Mr. Gautam Khandelwal (Member)
3. Mr. Virat Mehta (Member)
4. Mr. Shyam Kanbargi (Member)

**Nomination and Remuneration Committee**

1. Mr. Nimis Sheth (Chairman)
2. Mr. Shyam Kanbargi (Member)
3. Mr. Virat Mehta (Member)

**Stakeholder Relationship Committee**

1. Mr. Nimis Sheth (Chairman)
2. Mr. Gautam Khandelwal (Member)
3. Mr. Virat Mehta (Member)

**KEY MANAGERIAL PERSONNEL**

Mr. Santosh Harish Chandra Khandelwal	Chief Financial Officer
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**AUDITORS**

M/s. Parekh Sharma and Associates,  
Chartered Accountants, Mumbai

Statutory Auditors

M/s M. V. Ghelani & Co.,  
Chartered Accountants, Mumbai

Internal Auditors

M/s. DSM & Associates,  
Company Secretaries, Mumbai

Secretarial Auditor

**BANKERS**

State Bank of India  
Kotak Mahindra Bank

**LISTED AT**

Bombay Stock Exchange Limited  
Scrip Code: 532362

ISIN:INE099E01016

**REGISTERED OFFICE**

Nirmal, 20th Floor, Nariman Point,  
Mumbai – 400021, Maharashtra, India.  
Tel No. : 022-22023055/66  
Email id: npil\_investor@khandelwalindia.com  
Website: www.nagpurpowerind.com  
CIN: L40100MH1996PLC104361

**REGISTRAR & SHARE TRANSFER AGENTS**

Link Intime India Private Limited  
C 101, 247 Park, L B S Marg, Vikhroli West,  
Mumbai 400 083, Maharashtra, India.  
Toll Free Number: 1800 1020 878,  
Phone: +91 22 4918 6000  
Fax: +91 22 49186060  
Email id: rnt.helpdesk@linkintime.co.in

Sr. No.	Particulars	Page No.
1	Company's Information	02
2	Notice of AGM	03
3	Directors' Report	20
4	Annexure I - Summary of Financial information of Subsidiary Companies (Form AOC-1)	28
5	Annexure II- Related Party Transactions (Form AOC-2)	29
6	Annexure III - Secretarial Audit Report of the Company	30
7	Annexure IV - Secretarial Audit Report of Material Subsidiary	33
8	Annexure V- Management and discussion analysis	38
9	Annexure VI- Corporate Governance Report	41
10	Annexure VII- Details pertaining to Remuneration	64
11	Independent Auditor's Report on Standalone Ind AS Financial Statements	68
12	Ind AS Standalone Financial Statements	79
13	Independent Auditor's Report on Consolidated Ind AS Financial Statements	117
14	Ind AS Consolidated Financial Statements	124

## NOTICE

**NOTICE** is hereby given that the **Twenty Seventh** Annual General Meeting of the Members of **Nagpur Power And Industries Limited** will be held on **Friday, December 22, 2023 at 12:30 PM** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2023 together with the Directors' Report and Auditors Report thereon
2. To appoint a Director in place of Ms. Nidhi Salampuria (DIN: 07138654) who retires by rotation and, being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

3. **To Re-Appoint Mr. Gautam Khandelwal (DIN: 00270717) As Whole-Time Director Designated as "Executive Chairman" of the Company**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 188 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Gautam Premnath Khandelwal (DIN: 00270717) as Whole Time Director of the Company designated as "Executive Chairman", whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from July 01, 2023, on the terms and conditions of re-appointment including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Gautam Premnath Khandelwal (DIN: 00270717), subject to the same not exceeding the limits specified under 197 or Schedule V, in case of absence or inadequacy of profits in any financial year, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To Approve Material Related Party Transaction(s) between the Company and Material Subsidiary of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Regulations 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted /empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) as mentioned in table below, between the Company and The Motwane Manufacturing Company Private Limited ('MMCPL'), a material subsidiary of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and MMCPL, from financial year 2023-24 onwards, provided that such transaction(s)/ Contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length basis.

Sr. No.	Transactions defined under section 188 of the companies Act, 2013	Maximum Value of the Transaction(s) per annum
1	Inter corporate deposits/Loan	Upto Rs. 5 Crore
2	To receive Repayment of Inter corporate deposits/Loan	Upto Rs. 5.30 Crore
3	To receive interest on Inter Corporate Deposit/Loan	Upto Rs. 0.53 Crore
4	Corporate Guarantee for Loans taken	Upto Rs. 50 Crore

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

By Order of the Board of Directors

Place: Mumbai

Date: November 24, 2023

**Registered Office:**

“Nirmal”, 20<sup>th</sup> Floor, Nariman Point, Mumbai 400021  
CIN: L40100MH1996PLC104361 | [www.nagpurpowerind.com](http://www.nagpurpowerind.com)

**Gautam Khandelwal**

Chairman  
DIN 00270717

**Notes:**

1. In view of the COVID-19 pandemic, Ministry of Corporate Affairs has vide General Circular no. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Companies Act” or the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. Link Intime India Private Limited (“LIIP”) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The registered office of the Company shall be deemed to be the venue of the AGM.

2. The details as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of the director seeking re-appointment under Item No. 2 and 3 of this Notice, are annexed.

3. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special business to be transacted at the Annual General Meeting (AGM), as set out under Item No. 3 and 4 is annexed hereto.

4. The Members of the Company had approved the appointment of M/s. Parekh Sharma & Associates, Chartered Accountants, as the Statutory Auditors at the Twenty-Sixth AGM of the Company which is valid till Thirty-First AGM of the Company to be held in 2027. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.
5. As the AGM shall be conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
6. Institutional/ Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/ authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent by email through its registered email address to [npil\\_investor@khandelwalindia.com](mailto:npil_investor@khandelwalindia.com) with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, December 16, 2023 to Friday, December 22, 2023 (both days inclusive), for the purpose of Annual General Meeting.
8. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
9. The Company's equity shares are listed at Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 and the Company has paid the Annual Listing Fees to the Stock Exchanges for the Financial Year 2023-24.
10. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, request for effecting transfer of securities shall not be processed unless the securities are held in demat form with a depository. Further, transmission or transposition of securities shall be affected only in dematerialised form. In view thereof and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, ("LIPL") for assistance in this regard.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [npil\\_investor@khandelwalindia.com](mailto:npil_investor@khandelwalindia.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries difficulties in registering the e-mail address, Members may write to [npil\\_investor@khandelwalindia.com](mailto:npil_investor@khandelwalindia.com).
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to LIPL in case the shares are held by them in physical form.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company or to LIPL, Registrar and Share Transfer Agents, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, Maharashtra.
14. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. As directed by SEBI, the Members holding

shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to LIPL/Company to update their Bank Account details.

15. Pursuant to Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to LIPL in case the shares are held in physical form.

16. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at <https://www.nagpurpowerind.com/investors/notices/>. Members are requested to submit the said forms to Link Intime India Pvt. Ltd., in case the shares are held in physical form, quoting their folio no(s), number of securities held, certificate no., distinctive nos. of the securities held.

17. The Company has sent individual letters to all the members holding shares in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023. The said information and relevant forms are also available on the website of the Company at <https://www.nagpurpowerind.com/investors/notices/>.

18. The company has created an exclusive E-mail Id: [npil\\_investor@khandelwalindia.com](mailto:npil_investor@khandelwalindia.com) for quick redressal of shareholders/investors grievances.

19. In compliance with the aforesaid MCA Circulars dated December 28, 2022 and September 25, 2023 and SEBI Circular dated January 5, 2023 read with circular issued by MCA dated May 5, 2022, January 13, 2021 and May 12, 2020 and SEBI Circular dated May 13, 2022 and October 07, 2023 read with Circular dated January 15, 2021, notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website <https://www.nagpurpowerind.com/> and website of the Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com). In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2022-23, he/she may send request to the Company's email id at [npil\\_investor@khandelwalindia.com](mailto:npil_investor@khandelwalindia.com) mentioning their Folio No./DP ID and Client ID.

20. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company before 7 days of the date of AGM through email on [npil\\_investor@khandelwalindia.com](mailto:npil_investor@khandelwalindia.com). The same will be replied by the Company suitably.

21. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request/ questions to the company via email [npil\\_investor@khandelwalindia.com](mailto:npil_investor@khandelwalindia.com) in advance from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile numbers (7) seven days prior to the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM on first in- first out basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

22. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which directors are interested under Section 189 of the Act shall be available for inspection electronically upon login at **InstaMeet** system of LIPL at <https://instameet.linkintime.co.in>.

23. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is pleased to provide E-voting facility through Link Intime India Private Limited (LIPL) for all the members of the Company to enable them to cast their votes electronically.

24. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. December 15, 2023. A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. Friday, December 15, 2023 only, shall be entitled to avail the facility of e-voting / Poll.

25. The remote e-voting period begins on Tuesday, December 19, 2023 from 9:30 AM (IST) and ends on Thursday, December 21, 2023 at 05:00 PM (IST).

26. The Board of Directors of the Company has appointed Mr. Sanam Umbargikar of M/s. DSM & Associates., Company Secretary in Practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

27. The Scrutinizer, after scrutinising the votes cast at the meeting through e-voting and through remote e-voting will, not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <https://www.nagpurpowerind.com/> and the results shall simultaneously be communicated to the Bombay Stock Exchange.

28. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.

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

1. Individual Shareholders holding securities in demat mode with NSDL
  - i. Existing IDeAS user can visit the e-Services website of NSDL viz...<https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  - ii. If you are 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>
  - iii. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  - i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  - ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  - iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  - iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will



authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

- Individual Shareholders (holding securities in demat mode) can login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL:<https://instavote.linkintime.co.in>
- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

- Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

- 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.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian /Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority

letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

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

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

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

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

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

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

**InstaMeet Support Desk**  
**Link Intime India Private Limited**\_\_\_\_\_

## ANNEXURE TO THE NOTICE

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by The Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be re-appointed/appointed

Name of Director	Ms. Nidhi Salampuria	Mr. Gautam Khandelwal
DIN No.	07138654	00270717
Date of Birth	24.12.1986	01.04.1962
Nationality	Indian	Indian
Date of Appointment	01.04.2015	06.12.1996
Qualifications	CS & LLB	BA in Economics & he studied Economics at London School of Economics.
Expertise in specific functional areas	Corporate Secretarial, Legal, Business Affairs, Commercial & Non Co. Litigation, Real Estate Laws, Contract Negotiations and Corporate Governance.	He is having around 33 years of business experience across various industries.
Directorships held in other companies	1. Entecres Labs Private Limited 2. Canis Solutions Private Limited	1. Varroc Engineering Limited 2. Informed Technologies India Limited 3. Varroc Polymers Limited 4. The Motwane Manufacturing Company Private Limited 5. Durovalves India Private Limited 6. Zeppelin Investments Private Limited 7. Testdata Technologies Private Limited 8. Entecres Labs Private Limited 9. Gras Education & Training Services private Limited
Details of Listed entities from which he/ she resigned during the last three years.	None	None
Committee position held in other companies	N.A.	<p><b>AUDIT COMMITTEE</b></p> <p>1. Varroc Engineering Limited (Chairman) 2. Varroc Polymers Limited (Chairman) 3. Durovalves India Private Limited (Chairman) 4. Informed Technologies India Limited (Member)</p> <p><b>STAKEHOLDER RELATIONSHIP COMMITTEE</b></p> <p>1. Varroc Engineering Limited (Chairman) 2. Informed Technologies India Limited (Member)</p> <p><b>NOMINATION AND REMUNERATION COMMITTEE</b></p> <p>1. Varroc Engineering Limited (Chairman) 2. Varroc Polymers Limited (Chairman) 3. Durovalves India Private Limited (Chairman) 4. Informed Technologies India</p>

		Limited (Member) <b>CSR COMMITTEE</b> 1. Varroc Engineering Limited (Member) 2. Varroc Polymers Limited (Member)
No. of shares held in the Company	1,037	6,91,305
Shareholding as beneficial owner	None	56,41,100 (43.08%) held indirectly through Zeppelin Investments Pvt. Ltd.
Inter-se relationship between Directors, Manager and Key Managerial Personnel	None	None
Disclosure of relationship with promoter of the Company	None	He is promoter of the Company
Board Meeting Attendance Details	Provided in Corporate Governance Report	Provided in Corporate Governance Report
Brief Profile	Ms. Nidhi Salampuria was the Whole Time Company Secretary of the Company. She along with the secretarial duties also handled the legal function and business affairs of the company. She also has rich experience in the streams of Law like Litigation, Contract Negotiations, and Corporate Governance. She holds a Bachelor of Law (LLB) degree from the University of Mumbai and is also a member of the Institute of Company Secretaries of India.	Mr. Gautam Khandelwal, holds Bachelor's Degree in Economics from the University of Mumbai and has studied Economics from London School of Economics. He is having vast business experience across various industries. He has served as a director of Punjab National Bank (Second largest nationalized bank in India) appointed by the Government of India as a Nominee Director. He is also on the board of several other large listed and unlisted companies.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3****To Re-Appoint Mr. Gautam Khandelwal (DIN: 00270717) As Whole-Time Director Designated as “Executive Chairman” of the Company**

Mr. Gautam Khandelwal has been the Chairman and Executive Director of the Company since July 01, 2004. The present tenure of Mr. Gautam Khandelwal as an Executive Chairman ended on June 30, 2023.

The Board of Directors of the Company (the 'Board') on the recommendation of Nomination and Remuneration Committee had at its meeting held on May 30, 2023 re-appointed Mr. Gautam Premnath Khandelwal as Whole Time Director of the Company designated as “Executive Chairman”, whose office will be liable to determination by retirement by rotation, for a period of 3 (three) years from the expiry of his present term, which expired on June 30, 2023, at a remuneration recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the approval of members. Members' approval is sought to the re-appointment. The Company has received a notice under Section 160 from a member signifying his intention to propose the candidature of Mr. Gautam Khandelwal at the forthcoming Annual General Meeting.

**Brief profile of Mr. Gautam Khandelwal is as follows:**

Mr. Gautam Khandelwal, aged 61 years holds Bachelor's Degree in Economics from the University of Mumbai and has studied Economics from London School of Economics. He is having around 33 years of business experience across various industries. He is also on Board of various listed & unlisted companies. He is associated with the Company since 1996.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Gautam Premnath Khandelwal as Whole Time Director of the Company designated as “Executive Chairman”, in terms of the applicable provisions of the Act.

The material terms of appointment and remuneration as contained in the draft Agreement are given below:

**i) Remuneration:**

(a) Basic Salary: Rs. 24 Lakhs per annum;

(b) benefits, perquisites and allowances shall include furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses, gas, electricity, water, furnishing and repairs, medical reimbursement for self and family, Children education allowances, leave travel concession for self and family, club fees and expenses, use of company's car, medical and personal accident insurance and other benefits, amenities and facilities in accordance with Companies policies and determined by the Board from time to time. The value of the perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in absence of any such rules. However, the Company's contribution to provident fund, gratuity and leave encashment at the end of the tenure, as per the rules of the Company and to the extent are not taxable under the Income- tax law, shall not be included for the purpose of the overall ceiling of remuneration.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure as a Whole Time Director, the Company has no profits or its profits are inadequate, the Company may subject to requisite approvals, pay remuneration by way of basic salary, benefits, perquisites and allowances as specified above, and within the limits laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

ii) Commission in any year not exceeding the limits specified in the Companies Act, 2013 or any rules made thereof.

iii) Provision of car, telephone, audio and video conference facilities at residence, Internet and other communication facilities at residence, on Company's business, would not be considered as perquisites.

iv) Other Terms:

The period of office of Mr. Khandelwal shall be liable to determination by retirement of directors by rotation. If Mr. Khandelwal is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of

Whole-time Director designated as “Executive Chairman” and such re-appointment as director shall not be deemed to constitute break in his appointment as a Whole-time Director designated as “Executive Chairman”.

Copy of the Draft Agreement referred to in the Resolution and the Register maintained in pursuance of erstwhile Section 190 of the Companies Act, 2013 referred below, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, upto and including the date of the Annual General Meeting.

Mr. Gautam Khandelwal is interested in the Resolution mentioned at Item No. 3 of the Notice with regard to his respective appointment. Other than him no other Directors, Key Managerial Personnel’s or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board of Directors recommends the Resolution at Item No. 3 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

Statement as per Section II, Part II of Schedule V of the Companies Act, 2013:

**I. GENERAL INFORMATION**

1	Nature of Industry	Manufacturing of High/ Medium / Low Carbon Ferro Manganese & Silico Manganese Slag
2	Date or expected date of commencement of commercial production	Certificate of Commencement of Business dated January 09, 1997
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	As per Financial Statements
5	Foreign investments or collaborators, if any	NIL

**II. INFORMATION OF APPOINTEE: MR. GAUTAM PREMNATH KHANDELWAL**

1	Background details	He holds a BA (Economics) from the University of Mumbai and studied Economics from London School of Economics. He is having around 33 years of business experience across various industries.
2	Past remuneration	Rs. 12,00,000/- per annum including benefits, perquisites.
3	Recognition or awards	N.A.
4	Job Profile and his suitability	Management of Total Business Affairs of the Company
5	Remuneration proposed	Rs. 24,00,000/- per annum w.e.f. July 01, 2023
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is in line with the trends in the industry and is befitting Mr. Gautam Khandelwal’s educational background, experience and competence.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Promoter Director associated with the company since 1996 and managing the Company since July 01, 2004.



**III. OTHER INFORMATION**

1	Reasons of loss or inadequate profits	Company has run out of raw material i.e. slag due to which its revenue was recorded NIL during F.Y. 2022-23.
2	Steps taken or proposed to be taken for improvement	The Company is looking for new business opportunities and/or ways to develop its existing infrastructure. The Company has entered into another segment of business couple of years earlier via a majority stake in "The Motwane Manufacturing Company Private Limited" (MMCPL), a material subsidiary company and is looking to develop its business in electrical sector. MMCPL is also engaged in manufacturing access control Equipments for which the progress has been satisfactory. During the year, MMCPL and Telemetrics Equipments Private Limited (TEPL) got merged vide order of Regional Director, Western Region dated March 23, 2023 w.e.f. April 01, 2022. Telemetrics Equipments Private Limited (now known as Pune Division of MMCPL) is into manufacturing of underground cable fault equipments. Further the Company has applied for NBFC License in March 2023.
3	Expected increase in productivity and profits in measurable terms	Not Available

**IV. DISCLOSURES**

1	Other Disclosure	The details of remuneration payable/paid to Mr. Gautam Khandelwal have been disclosed above. The Company does not have any scheme for grant of stock options.
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**Item No. 4****To Approve Material Related Party Transaction(s) between the Company and Material Subsidiary of the Company**

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between -

- i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
- ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries; regardless of whether a price is charged or not. In view of the aforementioned regulatory changes the Resolution No. 4 is placed for approval by the Members.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms as applicable. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis.

Details of the proposed RPTs between the Company and Related Parties of the Company, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and MMCPL
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>The Motwane Manufacturing Company Private Limited (MMCPL)</p> <p>MMCPL is an R &amp; D based company and has developed various high technology Test and Measurement products which have applicability in the domestic and international markets.</p> <p>It's a material Subsidiary of the company and has its registered office in Nashik and is a Related Party of the Company, as on the date of this Notice.</p>
b	Type, material terms, monetary value and particulars of the proposed RPTs.	<p>The Company and MMCPL have entered into/proposed to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding INR 61 Crore</p> <ul style="list-style-type: none"> <li>• Inter corporate deposits/Loan (5 Crore)</li> <li>• To receive Repayment of Inter corporate deposits/Loan (5.30 Crore)</li> <li>• To receive interest on Inter Corporate Deposit/Loan (0.53 Crores)</li> <li>• Corporate Guarantee for Loans taken (50 Crore)</li> </ul>
c	Tenure of the proposed transactions	F.Y. 2023-24
d	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis)	<p>On the basis of Company's consolidated turnover- 139.16%</p> <p>On the basis of Subsidiary's Standalone turnover- 139.16%</p>
2	Justification for the proposed RPTs.	MMCPL is a material subsidiary of the company and is in a growth stage. It needs funding to meet its capital expenditure & working capital needs
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a	Details of the source of funds in connection with the proposed transaction.	Own share capital / Internal accruals and liquidity of the Company
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<p>i) Inter-corporate Deposits/ Loan aggregating to 5 crore:</p> <ul style="list-style-type: none"> <li>• Lock in Period of 1 year and thereafter on 'demand to pay basis'.</li> <li>• Tenure: On Demand to pay basis</li> <li>• Interest rate: 10%;</li> </ul>

		<ul style="list-style-type: none"> <li>• Repayment Schedule: Not Applicable.</li> <li>• The above inter-corporate deposits are under unsecured category.</li> </ul> <p>ii) Corporate Guarantee for Loans taken (50 crore) The holding company provides corporate guarantee to MMCPL bankers for the credit facilities availed by MMCPL as and when needed.</p>
D	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet capital expenditure and working capital requirements of MMCPL.
4	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	<p>In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services.</p> <p>Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned.</p> <p>In the case of reimbursements / recoveries, same would be basis actual cost incurred</p>
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	<p>Mr. Gautam Khandelwal, Executive Chairman of the Company is also a Director on the Board of MMCPL. Mr. Uday Khandelwal (his son), is working with MMCPL and heading the operations of the Electro Mechanical Division of MMCPL.</p> <p>Mr. Virat Mehta is an Independent Director of the Company and a Nominee Director on the board of MMCPL.</p> <p>The interest or concern or that of their relatives, is limited only to the extent of what is mentioned here and of their holding directorship / KMP position in the Company and MMCPL.</p>
6	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.

For and on behalf of the Board

Place: Mumbai  
Date: November 24, 2023

**Registered Office:**

“Nirmal”, 20<sup>th</sup> Floor, Nariman Point, Mumbai 400021  
CIN: L40100MH1996PLC104361 | [www.nagpurpowerind.com](http://www.nagpurpowerind.com) |

**Gautam Khandelwal**

Chairman  
DIN 00270717

## DIRECTORS REPORT

To  
The Members,  
Nagpur Power and Industries Limited

Your Directors take pleasure in presenting the 27th (Twenty Seventh) Annual Report of Nagpur Power and Industries Limited along with the summary of Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023.

## 1. FINANCIAL HIGHLIGHTS:

The Company's financial performance (standalone and consolidated) for the year ended March 31, 2023 is summarized below:

Particulars	Standalone		Consolidated	
	2022-2023	2021-2022	2022-2023	2021-2022
Revenue from Operations and Other Income	0	16.07	4383.35	3299.55
Other Income (Net of Excise Duty)	110.46	950.10	110.77	929.90
Total Income / Revenue	110.46	966.18	4494.12	4229.45
Profit/(Loss) before Interest, Depreciation & Tax	(127.21)	660.09	81.84	705.31
Less: Interest	0.85	1.64	146.91	120.34
Profit before Depreciation & Tax	(128.06)	658.45	(65.07)	584.97
Less: Depreciation	8.03	15.36	296.33	262.92
Profit/ (Loss) before Taxation	<b>(136.09)</b>	<b>643.09</b>	<b>(361.40)</b>	<b>322.06</b>
Less: Provision for Current Tax / (MAT)	7.80	31.24	7.80	55.96
Deferred Tax and adjustments prior year	-	-	0.60	-
Minimum Alternate tax credit	-	-	2.94	0.69
Profit/ (Loss) after tax for the year	<b>(143.89)</b>	<b>611.85</b>	<b>(372.74)</b>	<b>265.41</b>
Total other comprehensive income (net of tax)	25.58	19.01	12.53	17.41
Total comprehensive income for the year	(118.31)	630.86	(360.20)	282.81

\* Figures as per Ind AS for both the years.

## 2. STATE OF COMPANY'S AFFAIRS:

## STANDALONE:

The Company has posted a zero revenue from operations for the current year (F.Y. 2022-23) as compared to INR 16.07 Lakhs in F.Y. 2021-22. The Loss during the F.Y. 2022-23 was at INR 143.89 Lakhs as compared to Profit of INR 611.85 Lakhs in F.Y. 2021-22 translating to Basic Earnings Per Share at INR (1.10) for the F.Y. 2022-23 as against INR 4.67 in F.Y. 2021-22.

## CONSOLIDATED:

The Company recorded operational revenue of INR 4383.35 Lakhs during the F.Y. 2022-23 as compared to INR 3299.55 Lakhs in F.Y. 2021-22. The Loss during the F.Y. 2022-23 was at INR 372.74 Lakhs as compared to Profit of INR 265.41 Lakhs in F.Y. 2021-22 translating to Basic Earnings Per Share at INR (2.78) for the F.Y. 2022-23 as against INR 2.32 in F.Y. 2021-22.

## 3. DIVIDEND:

In view of the losses incurred and in order to conserve capital for future investment plan, the Board of Directors does not recommend any dividend for the financial year 2022-23.

**4. TRANSFER TO RESERVES:**

During the year under review, no amount was required to be transferred to General Reserve.

**5. SHARE CAPITAL:**

During the year, the Company has not issued shares with differential voting rights, nor has granted any stock options or sweats equity, no bonus shares were issued by the Company. There was no provision made by the Company for purchase of its own shares by employee or by the trustee. As on March 31, 2023, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

During the year, there was no change in the Share Capital of the Company. As on March 31, 2023, the issued, subscribed and paid up share capital of your Company stood at Rs. 13,09,55,070/- comprising 1,30,95,507 Equity shares of Rs. 10/- each.

**6. CHANGE IN NATURE OF BUSINESS:**

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

**7. MATERIAL CHANGES AND COMMITMENTS:**

There were no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which this report relates and the date of the report except as otherwise mentioned in this director report, if any.

There had been no changes in the nature of Companies business. To the best of information and assessment there has been no material changes occurred during the financial year, generally in the classes of business in which the Company has an interest except as otherwise mentioned in this director report, if any.

**8. DEPOSITORY SYSTEM:**

Your Company's equity shares are available for dematerialisation through National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2023, 90.15% of the equity shares of the Company were held in dematerialised form and balance 9.85% is in physical form. The Company's Registrar and Share Transfer Agent is M/s. Link Intime India Pvt. Ltd. having office at C-101, 247 Park, LBS Marg, Vikhroli – (W), Mumbai - 400083.

**9. ANNUAL RETURN:**

Pursuant to the provisions of section 92 (3) of Companies Act, 2013, the Annual Return of the Company as on 31st March, 2023, will be made available on the Company's Website after the ensuing Annual General Meeting and can be accessed at the web link <https://www.nagpurpowerind.com/investors/corporate-governance/>.

**10. NUMBER OF MEETINGS OF THE BOARD:**

The Board met 4 (four) times in the financial year ended March 31, 2023 on May 20, 2022, August 09, 2022, November 14, 2022 and February 13, 2023. The details of the attendance of Directors at the Board Meetings during the financial year 2022-23 are given in the Corporate Governance Report.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Company is well supported by the knowledge and experience of its Directors and Key Managerial Personnel.

In accordance with the Articles of Associations of the Company and the provisions of Section 152 of the Companies Act, Ms. Nidhi Salampuria (DIN: 07138654) will retire by rotation at the ensuing AGM and being eligible, has offered herself for re-appointment. The resolution seeking Members' approval for her re-appointment forms part of the AGM Notice. The Board of Directors of your Company has recommended her appointment at the ensuing AGM.

During the financial year 2022-23, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee re-appointed Mr. Virat Mehta (DIN: 07910116) as the Independent Director on Board of the Company. His re-appointment was approved by the members at 26<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on September 23, 2022 for a second term of 5 consecutive years commencing from

September 28, 2022 to September 27, 2027.

Ms. Nidhi Salampuria has tendered her resignation as a Company Secretary & General Counsel and will be associated with the company till August 31, 2023. However, she will continue as the Non-Executive Director on the board of the Company.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and not debarred or disqualified by the SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Director of the Company or any other Company where such Director holds such position in terms of Regulation (10)(i) of Part C of Schedule V of Listing Regulations.

**The Company has following persons as Key Managerial personnel as on the date of this report:**

Sr. No.	Name of the person	Designation	Date of Appointment
1	Mr. Gautam Khandelwal	Executive Chairman and Whole Time Director	01.07.2009
2	Mr. Santosh Khandelwal	Chief Financial Officer	30.09.2014
3	Ms. Nidhi Salampuria	Company Secretary & Compliance Officer	30.09.2014

## 12. DECLARATION INDEPENDENCE:

The Independent Directors of the Company have submitted the declaration of independence as required under Section 149(7) of the Companies Act, confirming that they meet the criteria of independence under Section 149(6) of the Companies Act and Regulation 16 of SEBI LODR Regulations. In the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the management. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

In the opinion of the Board, the independent directors possess the requisite qualifications, experience and expertise (including proficiency) and they hold the highest standards of integrity.

In compliance with rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received confirmation from the Independent Directors regarding their registration in the Independent Directors databank maintained by the Indian Institute of Corporate Affairs.

## 13. FAMILIARIZATION PROGRAM:

The Company conducts familiarization programs for Independent Directors to enable them to understand their roles, rights and responsibilities. Operational updates are provided for them to have a good understanding of Company's operations, businesses and the industry as a whole. They are periodically updated on material changes in regulatory framework, changes in laws and its impact on the Company.

## 14. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared as per the requirement of the act which included various aspects of Boards and Committees functioning, Composition of the Board and its Committees, functioning of the Individual Directors. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices and the fulfilment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.

Further, the Independent Directors at their meeting, reviewed the performance of Board, Chairman of the Board and of Non - Executive Directors. The Board expressed their satisfaction with the evaluation process.

## 15. NOMINATION AND REMUNERATION POLICY:

The policy of the Company on appointment and remuneration, including criteria for determining qualifications, positive attributes and independence of a Directors, Key Managerial Personnel and Senior Management and other matters provided under of Section 178 (3) of the Companies Act, 2013 is adopted by the Board and may be

accessed on Company's website at the link: <https://www.nagpurpowerind.com/investors/corporate-governance/>.

We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company. Further, the Nomination and Remuneration Committee devises the policy on Board diversity to provide for having a broad experience and diversity on the Board.

#### **16. LOANS, GUARANTEES OR INVESTMENTS:**

The details of loans given, investments made, guarantees given and securities provided by the Company during the financial year under review form parts of the notes to the financial statements provided in this Annual Report.

#### **17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:**

Disclosures pertaining to conservation of energy, technology absorption are not applicable to the Company during the year under Review.

The Company has not undertaken any R&D activity in the current year.

The Company has not imported any technology during the year.

During the year, the foreign Exchange outgo was Rs. NIL (Previous year – Nil). The Foreign Exchange earning was NIL (Previous year Rs. NIL).

#### **18. RISK MANAGEMENT**

The Company is aware of the risks associated with the business. The Senior Management regularly analyses and takes corrective actions for managing / mitigating the same. In terms of the requirement of the Act, the Company has authorized Senior Management to manage, monitor and report on the principal risks and uncertainties that can impact the ability to achieve the Companies strategic objectives. The Senior Management periodically informs the board on various issues along with its recommendations and comments for Boards review and necessary action.

#### **19. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Since the CSR norms are not applicable to the Company hence, the disclosures as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not required to be made.

#### **20. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

The Company has One Subsidiary Company "The Motwane Manufacturing Company Private Limited". The Company does not have /Joint Ventures/Associate Companies. During the year no Company has become or ceased to be subsidiary or associate of the Company.

#### **21. PERFORMANCE OF SUBSIDIARY:**

The Motwane Manufacturing Company Private Limited, Subsidiary of the Company generated a revenue from operations of INR 4383.35 Lakhs in the year under review. The loss during the F.Y. 2022-23 was at INR 228.83 Lakhs.

#### **22. CONSOLIDATED FINANCIAL STATEMENTS:**

As required under SEBI LODR Regulations and Section 129 of the Companies Act, the consolidated financial statements have been prepared by the Company in accordance with the applicable accounting standards and forms part of the Annual Report. A statement containing the salient features of the Financial Statements of "The Motwane Manufacturing Company Private Limited", Subsidiary of the Company as per Rule 5 of the Companies (Accounts) Rules, 2014, is provided in the prescribed Form AOC-1 which is annexed as "**Annexure I**".

#### **23. DEPOSITS:**

In terms of the provision of Sections 73 and 74 of the Companies Act, 2013 read with the relevant rules, the Company has not accepted any public deposits during the year under review.



**24. RELATED PARTY TRANSACTIONS:**

All related party transactions are placed before the Audit Committee for review and approval.

All related party transactions entered during the year were at an arm's length basis. In terms of Regulation 23 of SEBI LODR Regulations, the Company had obtained the approval of the members of the Company by ordinary resolution at the 26<sup>th</sup> Annual General Meeting (AGM) held on September 23, 2022, for entering into material related party transactions. Accordingly, the details of the material related party transactions entered into during the year have been reported in Form AOC-2, which is given in "**Annexure II**" to this Report.

The attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts (Note No. 36) forming part of the standalone financial statements.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company website and can be accessed at the Web link: <https://www.nagpurpowerind.com/investors/corporate-governance/>.

**25. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

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

**26. INTERNAL FINANCIAL CONTROLS:**

The Company has an internal financial control system commensurate with the size, scale and complexity of its operations. The internal controls over financial reporting have been identified by the management and are checked for effectiveness across all locations and functions by the management and tested by the Auditors on a sample basis. The controls are reviewed by the management periodically and deviations, if any, are reported to the Audit Committee periodically.

**27. AUDIT COMMITTEE OF THE COMPANY:**

The Audit Committee comprises of 4 (four) Directors, viz. Mr. Nimis Sheth (Chairperson), Mr. Virat Mehta, Mr. Gautam Khandelwal and Mr. Shyam Kanbargi. The composition of the Audit Committee is in compliance with the requirements of Section 177 of the Companies Act and Regulation 18 of SEBI LODR Regulations. The details of the role and responsibilities of the Audit Committee, the particulars of meetings held and attendance of the members at such meetings are given in the report on Corporate Governance, which forms part of the Annual report. During the Financial Year under review, the recommendations made by the Audit Committee were accepted by the Board.

**28. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:**

The Company has adopted a Vigil Mechanism and Whistle Blower Policy to report genuine concerns about any unethical behavior, actual or suspected fraud or violations of the Company's code of conduct. The provisions of this policy are in line with the provisions of Section 177 (9) of the Act. The policy can be accessed on the Company's website at following link <https://www.nagpurpowerind.com/investors/corporate-governance/>.

**29. STATUTORY AUDITORS AND STATUTORY AUDITOR'S REPORT AND NOTES TO FINANCIAL STATEMENTS**

M/s. Parekh Sharma and Associates, Chartered Accountants (Firm Registration No. 129301W) were re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years commencing from conclusion of the 26<sup>th</sup> Annual General Meeting (AGM) held on September 23, 2022 until the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2027 as per the provisions of Section 139 of the Companies Act, 2013.

The Audit Committee reviews the independence of the Auditors and the effectiveness of the Audit process. For the financial year 2022-23, the total fees paid by the Company to the Auditors for all the services provided by them was Rs. 4,75,000/- (Rupees Four Lacs Seventy-Five Thousand Only).

The report issued by M/s. Parekh Sharma and Associates on the financial statements of the Company for the financial year ended March 31, 2023 forms part of the Annual Report. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not

contain any qualification, reservation or adverse remark.

### 30. INTERNAL AUDITORS:

In terms of Section 138 of the Companies Act, 2013 and the rules made there under, M/s M. V. Ghelani & Co., Chartered Accountants (ICAI Firm Registration No. 119077W) are Internal Auditors of the Company. The audit Committee of the Board of Directors in consultation with the Internal Auditors, formulate the scope, functioning, periodicity and methodology for conducting the internal audit.

### 31. SECRETARIAL AUDIT REPORT:

The Board of Directors of the Company has appointed M/s. DSM & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit and their Report on Company's Secretarial Audit is appended to this Report as "**Annexure III**". There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. DSM & Associates, Company Secretary in practice, in their Secretarial Audit Report for the financial year 2022-23.

The Company's unlisted material subsidiary company – The Motwane Manufacturing Company Private Limited ("MMCPL") undergoes Secretarial Audit. A copy of the Secretarial Audit Report of MMCPL has been appended as "**Annexure IV**" to this Report.

The Annual Secretarial Compliance Report as required under Regulation 24A of SEBI LODR Regulations has been submitted to the stock exchanges within 60 days of the end of the financial year.

### 32. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and adopted under the Companies Act.

During the year, the Board of Directors met 4 (four) times, details of which are provided in the Corporate Governance report.

### 33. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS:

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its officer or employees to the Audit Committee or to Central Government under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

### 34. COST RECORD:

Maintenance of cost records as specified under Section 148(1) of the Act is not applicable to your Company.

### 35. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) of SEBI LODR Regulations, is appended as "**Annexure V**" to this Report.

### 36. CORPORATE GOVERNANCE:

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by the Securities and Exchange Board of India ("SEBI").

The Report on Corporate Governance as stipulated under SEBI LODR Regulations forms part of the Annual Report as "**Annexure VI**". A certificate from M/s. DSM & Associates, Company Secretaries in practice, confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V to SEBI LODR Regulations and applicable provisions of the Companies Act forms part of the Corporate Governance Report.

### 37. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place Prevention of Sexual Harassment at Workplace Policy in line with the requirements of the Sexual Harassment of Women in the Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH"). Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

All employees (permanent, contract, temporary, trainees) are covered under this policy. Following is a summary of Sexual Harassment Complaints received and disposed off during the year 2022-2023. The details required to be disclosed under POSH form part of the Corporate Governance Report.

No. of Complaint received	No. of Complaints disposed off	No. of Complaints pending
NIL	NIL	NIL

### 38. PARTICULARS OF EMPLOYEES:

In accordance with the requirements of Section 197(12) read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the disclosures with respect to the remuneration of directors and employees has been appended as “**Annexure VII**” to this Report.

### 39. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

Our Company is not covered under top one thousand listed entities based on market capitalization, hence Business Responsibility and Sustainability Report is not applicable to the Company.

### 40. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- 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 at the end of the financial year and of the loss of the Company for that year;
- iii) they have taken proper and sufficient care to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 41. INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

Mr. Virat Mehta was re-appointed as Independent Director of the Company for a second term of 5 consecutive years. The Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Companies Act, 2013.

### 42. PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.

### 43. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the year under review, there were no instances of onetime settlement with any Bank or Financial Institution.

**44. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:**

The Company does not have any Shares lying in Demat Suspense Account or Unclaimed Suspense Account.

**ACKNOWLEDGEMENTS:**

Your Board of Directors wishes to place on record their appreciation for the whole-hearted cooperation received by the Company from the Shareholders, various Government departments, Business Associates, Company/s Bankers and all the employees during the year.

**For and on Behalf of Board of Directors of  
Nagpur Power and Industries Limited**

**Place: Mumbai  
Date: August 11, 2023**

**Gautam Khandelwal  
Executive Chairman  
DIN: 00270717**

## Annexure I

**NAGPUR POWER AND INDUSTRIES LIMITED**  
**Financial Year ended 31st March, 2023**  
**Form AOC- 1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
 Statements containing salient features of the financial of subsidiaries/ associate companies/ joint ventures.

## Part "A": Subsidiaries

Sr. No	Name of the Subsidiary Company	The Motwane Manufacturing Company Private Limited
1	Reporting period for the subsidiary Concerned, if different from the holding company's reporting period.	N.A.
2	Reporting currency and exchange rate as on the last date of the relevant Financial year in the each of foreign subsidiaries.	N.A.
3	Share Capital	70,640,000
4	Reserves & surplus	43,977,778
5	Total Assets	322,956,909
6	Total Liabilities	208,339,131
7	Investments	-
8	Turnover	438,334,679
9	Profit/ (Loss) before taxation	(22,530,011)
10	Provision for taxation/ Income tax refund of earlier year	353,394
11	Profit after taxation	(22,883,405)
12	Proposed dividend	-
13	Percentage of share holding	87.28%

**Notes:**

Names of the subsidiaries which are yet to commence operations:- Nil

Names of subsidiaries which have been liquidated or sold during the year:- Nil

**Part "B": Associates and Joint Ventures**

Statement pursuant to first proviso to sub- section(3) of section 129 of the companies Act 2013, read with rule 5 of Companies (accounts) Rules, 2014 in the prescribed Form AOC-1 related to Associate Companies and Joint Ventures is NIL.

**As per our report of even date attached For and on behalf of the Board**

**For Parekh Sharma & Associates**

Chartered Accountants  
 Firm Regn. No. 129301W

sd/-

**Sujesh Sharma**

Partner

M. No. :118944

UDIN:23118944BGTPJY5214

Sd/-

**Gautam P. Khandelwal**

Executive Chairman

(DIN: 00270717)

sd/-

**Nidhi Salampuria**

Director & Company Secretary

(FCS 10448)

(DIN:07138654)

Place: Mumbai

Date: 11/08/2023

sd/-

**Nimis Sheth**

Director

(DIN: 00482739)

sd/-

**Santosh Khandelwal**

Chief Financial Officer

Place: Mumbai

Date: 11/08/2023

## Annexure II

**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	The Motwane Manufacturing Company Private Limited
b)	Nature of contracts/arrangements/transaction	Interest Received
c)	Duration of the contracts/arrangements/transaction	2022-23
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 40,14,300/-
e)	Date of approval by the Board, if any	-
f)	Amount paid as advances, if any	-

**ON BEHALF OF THE BOARD OF DIRECTORS  
FOR NAGPUR POWER AND INDUSTRIES LIMITED**

sd/-

\_\_\_\_\_  
Gautam Khandelwal  
Chairman  
DIN: 00270717

Place: Mumbai  
Date: August 11, 2023

## Annexure III

**SECRETARIAL AUDIT REPORT****For the Financial Year ended 31<sup>st</sup> March, 2023**

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

To,  
**The Members of  
Nagpur Power and Industries Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Nagpur Power and Industries Limited** (CIN: L40100MH1996PLC104361) (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (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) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act);
  - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) Other specifically applicable laws to the Company during the period under review;
  - (i) Income Tax Act, 1961;
  - (ii) Goods and Service Tax;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange or Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI LODR Regulations, 2015");

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has complied with the provisions of the above mentioned Act/s, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable, except as mentioned in this report.

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. The changes in the composition of the Board of Directors that took place during the period under review, if any, 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

Based on the information provided and the representation made by the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1. Mr. Virat Mehta (DIN No. 07910116) was re-appointed as an Independent director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 28<sup>th</sup> September, 2022 to 27<sup>th</sup> September, 2027;
2. Mr. Ajit Kantelia (DIN No, 08776129) was liable to retire by rotation and being eligible was offered himself for re-appointment. Accordingly he was re appointed in the Annual General Meeting held on 23<sup>rd</sup> September, 2022;
3. There was a delay in submission of Annual Report for financial year ended 31<sup>st</sup> March, 2022, to stock exchange as required under Reg. 34 of the SEBI (LODR) Regulations, 2015. Accordingly, the penalty prescribed under the Standard Operating Procedures has been paid by the Company;

There were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

**For DSM & Associates,**  
Company Secretaries  
UCN No.P2015MH038100  
Peer Review No.2229/2022

Sd/-  
**CS Sanam Umbargikar**  
Partner  
M.No.F11777.  
COP No.9394.  
UDIN: F011777E000426092

Date: 30<sup>th</sup> May, 2023  
Place: Mumbai.



**To,**  
**The Board of Directors,**  
**Nagpur Power and Industries Limited**

**Dear Sir,**  
**Subject: Secretarial Audit Report for financial year ended 31st March, 2023.**

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 check 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, appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test check 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 DSM & Associates,**  
Company Secretaries  
UCN No.P2015MH038100  
Peer Review No.2229/2022

Sd/-  
**CS Sanam Umbargikar**  
Partner  
M.No.F11777.  
CP No.9394.  
UDIN: F011777E000426092

Date: 30<sup>th</sup> May, 2023

Place: Mumbai

## Annexure IV

## SECRETARIAL AUDIT REPORT

For the Financial Year ended 31<sup>st</sup> March, 2023

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

To,  
The Members of  
The Motwane Manufacturing Company Private Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Motwane Manufacturing Company Private Limited (CIN: U32109MH1960PTC011827) (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- ~~(ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under~~
- ~~(iii) Depositories Act, 1996 and the regulations and bye laws framed there under~~
- ~~(iv) The Foreign Exchange Management Act, 1999 and the Rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings;~~
- ~~(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)~~
  - ~~(a) SEBI (Substantial Acquisition of Shores and Takeovers) Regulations, 2011;~~
  - ~~(b) SEBI (Prohibition of Insider Trading) Regulations; 2015;~~
  - ~~(c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;~~
  - ~~(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;~~
  - ~~(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;~~
  - ~~(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;~~
  - ~~(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;~~

and

~~(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;~~

~~(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;~~

The Company is not a listed Company and hence above Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) are not applicable to the Company for the period under review.

(vi) Other specifically applicable laws to the Company during the period under review;

(i) Income Tax Act, 1961;

(ii) Goods and Service Tax;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

~~(ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange or Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015~~

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has complied with the provisions of the above mentioned Act/s, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable.

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. The changes in the composition of the Board of Directors that took place during the period under review, if any, 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

Based on the information provided and the representation made by the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1. The Scheme of Merger/Amalgamation of Telemetries Equipments Private Limited, a wholly owned subsidiary of the Company, with the Company was approved by the Board of Directors in their meeting held on 19<sup>th</sup> May, 2022, Accordingly the application was filed with Registrar of Companies, Mumbai and Regional Director, Western Region. Final Order of Merger received from Regional Director, Western Region on 23<sup>rd</sup> March, 2023.
2. The Company has increased its Authorised Share Capital from Rs.5,00,00,000/- (Rupees Five Crores Only) divided into 5,00,000 (Five Lakhs) equity shares of Rs.100/- (Rupees One Hundred Only) each to 10,00,00,000/- (Rupees Ten Crores Only) divided into 10,00,000 (Ten Lakhs) equity shares of Rs.100/- (Rupees One Hundred Only) each vide special resolution passed at the Extra Ordinary General Meeting of the Company held on 4<sup>th</sup> August, 2022.
3. During the year the Company has allotted 2,36,400 (Two Lakhs Thirty Six Thousand Four Hundred) equity shares at a face value of Rs.100/- (Rupees One Hundred Only) at a premium of Rs.385.24/- (Rupees Three Hundred Eighty Five and Twenty Four Paise Only) amounting to Rs.11,47,10,736/- (Eleven Crore Forty Seven Lakhs Ten Thousand Seven Hundred and Thirty Six Only) on Preferential Basis to M/s. Nagpur Power and Industries Limited vide Board resolution passed on 4<sup>th</sup> August, 2022.
4. Mr. Jitendra Agrawal, Director of the Company has resigned with effect from 13<sup>th</sup> August, 2022.
5. Mr. Gautam Parekh, who was appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> August, 2022, was appointed as Non-Executive Director of the Company in the Annual General Meeting held on 2<sup>nd</sup> September, 2022.

and there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

**For DSM & Associates,**  
Company Secretaries  
UCN No.P2015MH038100  
Peer Review No.2229/2023

Sd/-  
**CS Sanam Umbargikar**  
Partner  
M.No.F11777.  
CP No.9394.  
UDIN: F011777E00047357  
Date: 9<sup>th</sup> June, 2023  
Place: Mumbai.

To,  
The Board of Directors  
The Motwane Manufacturing Company Private Limited  
Dear Sirs,

**Subject: Secretarial Audit Report for financial year ended 31st March, 2023.**

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

1. Maintenance of Secretariat Records 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 check 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 appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of the law, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of the management. Our examination was limited to the verification of procedures on test check 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 DSM & Associates,**  
Company Secretaries  
UCN No.P2015MH038100  
Peer Review No.2229/2023

Sd/-  
**CS Sanam Umbargikar**  
Partner  
M.No.F11777.  
CP No.9394.  
UDIN: F011777E00047357

Date: 9<sup>th</sup> June, 2023

Place: Mumbai.

**PRACTICING COMPANY SECRETARY'S CERTIFICATE REGARDING COMPLIANCE OF  
CONDITIONS OF CORPORATE GOVERNANCE**

[Pursuant To Regulation 34(3) and Schedule V Para E Of The SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015]

**To the Members of  
Nagpur Power and Industries Limited**

We have examined the compliance of conditions of Corporate Governance by **Nagpur Power and Industries Limited**, for the year ended 31<sup>st</sup> March, 2023 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Company Secretaries of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

**For DSM & Associates,**  
Company Secretaries  
UCN No.P2015MH038100  
Peer Review No.2229/2022

Sd/-  
**CS Sanam Umbargikar**  
Partner  
M.No.F11777.  
COP No.9394.  
UDIN: F011777E000766168

Date: 8<sup>th</sup> August, 2023  
Place: Mumbai.

## Annexure V

**MANAGEMENT DISCUSSION AND ANALYSIS**

Management's discussion and analysis of the financial condition and results of operations include forward looking statements based on certain assumptions and expectations of future events. The Company cannot assure that these assumptions and expectations are accurate. Although the Management has considered future risks as part of the discussions, future uncertainties are not limited to Management perceptions.

**1) Business Review, Industrial Review and Future Outlook**

The Company mainly operated on Metal Recovery Plant and produces Low Ferro Manganese (Slag) through its slag recovery process. However, the management is of the view that the re-useable waste of fine particles remaining in the manganese slag which was dumped at various places at the factory site has depleted and there is no more slag available to extract.

The management of the Company has foreseen this & thus entered another segment of business couple of years earlier via a majority stake in "The Motwane Manufacturing Company Private Limited" (MMCPL), now a material subsidiary company and is looking to develop its business in electrical sector. MMCPL is also engaged in manufacturing access control equipments for which the progress has been satisfactory.

During the year, Telemetrics Equipments Private Limited (TEPL) got merged in MMCPL vide order of Regional Director, Western Region dated March 23, 2023 w.e.f. April 01, 2022. Telemetrics Equipments Private Limited (now known as Pune Division of MMCPL) is into manufacturing of underground cable fault equipments.

Further the Company has applied for the Non-Banking Financial Company (NBFC) license in March 2023.

**2) Opportunities, Threats, Risks and Concerns:**

Due to depletion of slag dumps, our company is not able to generate any revenue from this business. The Company is now operating through its material subsidiary "The Motwane Manufacturing Company Private Limited" ("MMCPL") and is looking to develop it.

MMCPL is actively engaged in manufacturing Electrical equipments for transformer testing, underground cable fault equipments, oil testing services, Access Control Equipments, Baggage Scanner. MMCPL's R&D department is actively engaged in developing new products such as VLF for cable testing, Transformer Test Batch, CT Analyzer, Motor State Batch. MMCPL is striving to adapt with rapid evolution of technology to help it with better decision making, higher efficiency, better capex and opex planning.

The Company has also applied for the NBFC license in March 2023 due it falling in a NBFC category as per the asset and income criteria, It awaits a response from the RBI as on the date of this report.

The Management of the Company meets frequently to take the stock of all the impending and immediate threats to the business and takes necessary steps for positioning of the Company to meet the same in time. Any major threats affecting the Company in general and business environment indirectly affecting the functioning of the Company are discussed with the Board from time to time.

**3) Segment Wise/Product Wise Performance:**

The Company mainly operated on Metal Recovery Plant and produces Low Ferro Manganese (Slag) through its slag recovery process. However, the re-useable waste of fine particles remaining in the manganese slag which was dumped at various places at the factory site has depleted and there is no more slag available to extract. This is the reason the company has recorded **NIL** revenue from operations in this year.

The material subsidiary i.e MMCPL is engaged in 2 segments i.e Electrical and Electro-Mechanical. MMCPL has recorded operational revenue of Rs. 4,383.35 Lakhs during the financial year under review.

**4) Internal Control Systems and their adequacy:**

The Company has adequate internal control systems in place with reference to the financial statements and the size of its business operations. The Audit Committee of the Board periodically reviews the internal control systems with the management, Internal Auditors and Statutory Auditors and the adequacy of internal audit function, significant internal audit findings and follow-ups thereon.

**5) Financial Performance / Overview of Operations:**

During the year under review, the revenue from operation of the Company was NIL as compared to Rs. 16.07 Lakhs in the previous year.

- Subsidiary Company and Consolidated Statements**

Your Company has one material subsidiary i.e 'The Motwane Manufacturing Company Private Limited' (MMCPL). During the financial year 2022-23, total revenue of MMCPL (including TEPL Pune Division) was Rs. 4,411.71 Lakhs as compared to Rs. 3,330.61 Lakhs in the previous financial year. The Company made a loss of Rs. 228.83 Lakhs as compared to loss of Rs. 346.45 Lakhs in the previous financial year.

The Consolidated Financial Statement of your Company for the financial year 2022-23, are prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Consolidated Financial Statements have been prepared on the basis of audited financial statements of the Company, its subsidiary, as approved by their respective Board of Directors.

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient features of the financial statement of Company's subsidiary is given as AOC-1. Brief particulars about the business of the Subsidiary are given hereunder.

MMCPL is an R & D based company and has developed various high technology test and measurement products which have applicability in the domestic and international markets. The company's products are sold primarily to the power sector and energy intensive industries. The company expects gradual pick up in its order book due to growth and reform in the distribution sector in which the company operates. Alternatively, it is exploring its potential in the IOT space in adjacent areas like smart lighting and other IOT related smart & connected industrial solutions. The Telemetrics Pune division of MMCPL is involved in manufacturing of underground cable fault equipments.

**6) Material Developments In Human Resources / Industrial Relations, Including Number Of People Employed:**

The human resource plays a vital role in the growth and success of an organization. The Company has maintained cordial and harmonious relations with employees.

During the year under review, various training and development workshops were conducted to improve the competency level of employee with an objective to improve the operational performance of individuals. The Company has built a competent team to handle challenging assignments and projects.

The Company has 09 permanent employees as on March 31, 2023.

**7) Details of Significant Changes:**

Ratios	2023	2022	Reason for significant change
Debtors Turnover ratio	-	-	Not Applicable
Interest coverage ratio	-	-	Not Applicable
Current ratio	53.21	129.73	Current ratio has been decreased as compared to previous year on account of repayment of ICD from subsidiary during current year.
Debt equity ratio	-	-	-
Operating Profit Margin	-	-	Not Applicable
Net Profit Margin %	-	-	Not Applicable
Return on Net worth %	-1.75	8.20	Return on Net Worth has been decreased on account of unrealized loss on fair valuation of current and non-current investment during the year.
EPS	-1.10	4.67	EPS has been decreased on account of unrealized loss on fair valuation of current and non-current investment during the year.



**8) Details of any change in Return on Net Worth as compared to the immediately previous financial year:**

Return on Net Worth has been decreased on account of unrealized loss on fair valuation of current and non-current investment during the year.

**9) Cautionary Statement:**

This report contains forward- looking statements based on the perceptions of the Company and the data and information available with the company. The company does not and cannot guarantee the accuracy of various assumptions underlying such statements and they reflect Company's current views of the future events and are subject to risks and uncertainties. Many factors like change in general economic conditions, amongst others, could cause actual results to be materially different.

**Annexure - VI**  
**REPORT ON CORPORATE GOVERNANCE**

**COMPANY'S PHILOSOPHY ON THE CORPORATE GOVERNANCE**

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 conducting business with a firm commitment to values, while at the same time, meeting stakeholders' expectations.

At Nagpur Power and Industries Limited (NPIL), it is imperative that business is conducted in a fair and transparent manner. The corporate governance framework ensures effective engagement with various stakeholders and helps the Company evolve with changing times. It oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising of regulators, employees, customers, vendors, investors and the society at large.

The guiding principles and practices are summarised in this Corporate Governance Report. These are articulated through the Company's Code of Conduct for the Board of Directors and Senior Management, Policies and Charters of various Committees of the Board and Company's Disclosure Policies. These Policies seek to focus on the enhancement of long term stakeholders' value without compromising on ethical standards.

A report on compliance with the corporate governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time is given herein below:

NPIL believes in adopting the best practices in the area of Corporate Governance and follows the principles of fair representation, full disclosure, accountability and responsibility in all its dealings and communications with the ultimate objective of realizing and enhancing shareholder's values and protecting the rights and interests of all its stakeholders.

**THE GOVERNANCE STRUCTURE**

**1. BOARD OF DIRECTORS**

**A. Board Structure**

The Company has a balanced and diverse mix of Executive and Non-Executive Directors and the composition is in conformity with requirements under the Companies Act, 2013 ( "the Act") and the Listing Regulations.

As of March 31, 2023 (hereinafter referred to as "reporting period"), the Board of Directors of the Company consisted of 6 (Six) Directors drawn from diverse fields/ professions, which included 1 (one) Executive Director and 5 (Five) Non- Executive Directors, of which 3 (Three) were Independent Directors and 1 (one) women Director. The Independent Directors are not liable to retire by rotation under law. The profiles of the Directors can be viewed on <https://www.nagpurpowerind.com/>. Since the Chairperson of the Board is an Executive Non-Independent Director of the Company, half i.e. 50% of the Board of the Company comprised of Independent Directors pursuant to the Listing Regulations, as on March 31, 2023. The structure of the Board at the end of the reporting period is as detailed below:

Category	Name of Director	DIN
Executive Chairperson	Mr. Gautam Khandelwal	00270717
Non-Executive Non-Independent Directors	Mr. Ajit Kantelia	08776129
	Ms. Nidhi Salampuria*	07138654
Non-Executive Independent Directors	Mr. Nimis Sheth	00482739
	Mr. Shyam Kanbargi	01185605
	Mr. Virat Mehta	07910116

\* Ms. Nidhi Salampuria is also Company Secretary and Compliance Officer of the Company.

**B. Board Meetings Held and Directors' Attendance**

The Board meets at least once every quarter to review the Company's operations and to consider, among other businesses, the quarterly performance and financial results of the Company. During the reporting period, the gap between any two meetings of the Board did not exceed 120 days. Further, the Company has adopted and adhered to the Secretarial Standards prescribed by The Institute of Company Secretaries of India on meetings of the Board and its Committees ("SS-1") and on General Meetings of members ("SS-2").

Agenda papers containing the necessary information/ documents are made available to the Board/ Committees in

advance to enable the Board/ Committees to discharge its responsibilities effectively and to take informed decisions. Where it was not practicable to attach or send the relevant information as a part of agenda papers, the same were tabled at the meeting or/ and the presentations were made by the concerned persons to the Board/ Committees, subject to compliance with legal requirements.

Considerable time is spent by the directors on discussions and deliberations at the Board / Committee Meetings.

The information as specified in Part A of Schedule II read with Regulation 17(7) of the Listing Regulations, are regularly made available to the Board, whenever applicable, for discussion and consideration.

The details of Board meetings held during the Financial Year 2022-23 and Directors' attendance are given in Table 1 and Table 2.

#### **C. Relationship between Directors Inter-Se:**

No Director of the Company is related, in any manner to any other Director on the Board.

#### **D. Certificate from Company Secretary in Practice:**

A certificate from M/s. DSM & Associates, Practicing Company Secretaries, stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any other statutory authority is annexed to this report.

**Table 1: The details of meetings of the Board held during the financial year 2022-23 are as under:**

<b>Sr. No.</b>	<b>Date of Meeting</b>	<b>Total strength of the Board on the date of Meeting</b>	<b>No. of Directors present at the Board Meeting</b>
1	May 20, 2022	6	6
2	August 09, 2022	6	6
3	November 14, 2022	6	6
4	February 13, 2023	6	6

The recommendations of the Board Committees on the proposals requiring approval were duly accepted by the Board.

Table 2: Details about the Company's Directors and meetings attended by the Directors during the Financial Year 2022-23

Sr. No.	Name of Director	Category	Number of Board Meetings held during the financial year 2022-23	Number of Board Meetings attended during the financial year 2022-23	Whether attended last AGM (held on Sept 23, 2022)	Directorships held in companies incorporated in India as at March 31, 2023 (i)(ii) (Including NPIL)	Number of Chairmanships/ Memberships in Board Committees as at March 31, 2023 (Including NPIL)		Directorships in other Listed entities	
							Chairmanship (excluding Memberships of Committees)(iii)	Memberships <sup>(iii)</sup>	Name of the listed Entity	Category
1	Mr. Gautam Khandelwal	Executive Chairperson	4	4	Yes	10(3)	3	7	Varroc Engineering Limited	Non-Executive Independent Director
									Informed Technologies India Limited	Non-Executive Chairperson
2	Mr. Ajit Kantelia	Non-Executive Director	4	4	Yes	1(1)	-	-	-	-
3	Ms. Nidhi Salampuria	Non-Executive Director	4	4	Yes	3(1)	-	-	-	-
4	Mr. Nimis Sheth	Independent Director	4	4	Yes	3(2)	4	4	Informed Technologies India Limited	Non-Executive Independent Director
5	Mr. Shyam Kanbargi	Independent Director	4	4	Yes	1(1)	-	2	-	-
6	Mr. Virat Mehta	Independent Director	4	4	Yes	3(2)	-	4	Informed Technologies India Limited	Non-Executive Independent Director

i. Directorships in companies incorporated under section 8 of the Companies Act, 2013 and foreign companies are excluded above.

ii. Figures in ( ) denote listed companies.

iii. Committees considered above are the Audit Committee and Stakeholders' Relationship Committee of Public Companies, including that of your Company. Committee Membership(s) includes Chairmanship(s).

As required under Regulation 17A & 26(1) of Listing Regulations and as confirmed by directors, none of the Directors on the Board of Company was a Director (including holding any alternate directorships) in more than 10 public limited companies (as specified in Section 165 of the Act) and Director in more than 7 equity listed entities or acted as an Independent Director in more than 7 equity listed entities or 3 equity listed entities in case he/ she serves as a Whole-time Director/ Managing Director in any listed entity. Further, as on March 31, 2023, none of the Directors on the Board was a Member of more than 10 Committees and Chairperson of more than 5 Committees, across all the Indian public limited companies in which he/ she was a Director.

**Table 3: Number of equity shares held by each of the Directors:**

Sr. No.	Name of Director	Shares held		Dividend paid during the financial year 2022-23 (in ₹)	Number of options held under as on March 31, 2023
		No. of shares Held	% of total shares of the Company		
1.	Mr. Gautam Khandelwal	6,91,305	5.28	-	-
2.	Mr. Ajit Kantelia	0	0.00	-	-
3.	Ms. Nidhi Salampur	1,037	0.01	-	-
4.	Mr. Nimis Sheth	4,500	0.03	-	-
5.	Mr. Shyam Kanbargi	0	0.00	-	-
6.	Mr. Virat Mehta	0	0.00	-	-

**Directors and Officers Insurance ('D&O')**

As the Company is not covered under top one thousand (1000) listed entities by Market capitalization, Regulation 25(10) of the Listing Regulations is not applicable to the Company. However our Company has Directors and Officer Insurance Policy ('D&O Policy') as a good corporate governance measure.

**E. Independent Directors**

Independent Directors play a significant role in the governance process of the Board. By virtue of their varied expertise and experience, they enrich the Board's decision making and prevent possible conflicts of interest that may emerge in such decision-making.

The appointment of Independent Directors is carried out in a structured manner in accordance with the provisions of the Act and the Listing Regulations. The Nomination & Remuneration Committee identifies candidates based on laid down criteria and takes into consideration the balance of skills, knowledge and experience in addition to the need for diversity of the Board and accordingly makes its recommendations to the Board.

During the financial year 2022-23, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee re-appointed Mr. Virat Mehta (DIN: 07910116) as the Independent Director on Board of the Company. His re-appointment was approved by the members at 26<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on September 23, 2022 for a second term of 5 consecutive years commencing from September 28, 2022 to September 27, 2027.

Basis the declarations received from the Independent Directors, the Board of Directors has confirmed that the Independent Directors of the Company meet the criteria of independence as mentioned under Regulation 16(1) (b) of the Listing Regulations read conjointly with Section 149(6) of the Act and that, they are independent of the management.

As required under Regulation 46(2)(b) of Listing Regulations, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of their appointment are also posted on the Company's website and can be accessed at <https://www.nagpurpowerind.com/investors/corporate-governance/>.

In terms of Regulation 25(8) of Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Pursuant to the requirement of Regulation 24(1) of the Listing Regulations, the Company has appointed one of its Independent Directors on the Board of its unlisted material subsidiary company – The Motwane Manufacturing Company Private Limited ("MMCPL").

**Meeting of Independent Directors**

During the year under review, the independent directors met on February 13, 2023, *inter alia*, to discuss, review and assess:

- the performance of non-independent directors and the board of directors as a whole;

- the performance of the Chairperson of the Company, taking into account the views of the Executive and Non-Executive Directors;
- the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- other related matters.

All the Independent Directors were present at the above meeting.

#### **Familiarization Program for Independent Directors**

The Company conducts familiarization programs for Independent Directors to enable them to understand their roles, rights and responsibilities. The Independent Directors when they are appointed are given a detailed orientation on the Company, industry, strategy, policies and Code of Conduct, regulatory matters, business, financial matters, human resource matters. Operational updates are provided for them to have a good understanding of Company's operations, businesses and the industry as a whole. They are periodically updated on material changes in regulatory framework and its impact on the Company. The Company's Policy of conducting familiarisation program has been disclosed at the website of the Company at <https://www.nagpurpowerind.com/investors/corporate-governance/> .

#### **Performance Evaluation of the Board and Individual Directors**

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out the annual evaluation of its own performance, as well as the working of its individual Committees. A structured questionnaire was prepared after taking into consideration, inputs received from the directors, which covered aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual directors to obtain an overview of the functioning of the Board/ Committees, *inter alia*, on the broad criteria i.e. attendance and level of participation at meetings of the Board/ Committees, independence of judgement exercised by Independent Directors, interpersonal relationship and so on.

The Independent Directors have expressed their satisfaction at the robustness of the evaluation process, the Board's freedom to express its views on matters transacted at the meetings and the openness and transparency with which the Management discusses various subject matters specified on the agenda of meetings.

#### **F. Board Skills, Capabilities and Experiences**

Further pursuant to Schedule V, Part C of SEBI Listing Regulations 2015 read with Amendments thereof, below are the list of core skills/expertise/competencies identified by the Board of Directors for the year under review as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board:

<b>Category</b>	<b>Core Skills/Expertise/Competencies Identified/Available At Board</b>
Leadership	Extended leadership experience in organizations with demonstrated strengths in developing talents, fostering growth and bringing a positive change through alternative thinking
Management & Business Excellence	Follow best management practices and working towards business & operational excellence and research and development of the niche products
Financial	Proficiency in financial management, capital allocation and financial reporting process
Ethics & Corporate Governance	To lead by example best ethical and Corporate Governance practices
Diversity	Representation of gender, ethnic, geographic, cross-cultural, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders

## Chart of Matrix Core Skill of Directors

Sr. No.	Skill Area	Name of Director					
		Mr. Gautam Khandelwal	Mr. Nimis Sheth	Mr. Virat Mehta	Ms. Nidhi Salampuria	Mr. Ajit Kantelia	Mr. Shyam Kanbargi
1.	Leadership	√	√	√	√	√	√
2.	Management & Business Excellence	√	-	-	√	√	√
3.	Financial	√	√	-	√	√	√
4.	Ethics & Corporate Governance	√	√	√	√	√	√
5.	Diversity	√	√	√	√	√	√

## 2. COMMITTEES OF THE BOARD

The Company has over the years maintained the highest standards of corporate governance processes and has had the foresight to set up corporate governance practices in line with the requirements of Listing Regulations.

The constitution, terms of reference and the functioning of the existing Committees of the Board is explained hereunder. Each Committee demonstrates the highest level of governance standards and has the requisite expertise to handle issues relevant to its field. These Committees spend considerable time and provide focused attention to various issues placed before them and the guidance provided by these Committees lend immense value and support, thus enhancing the quality of the decision-making process of the Board. The Board reviews the functioning of these Committees from time to time. The meetings of each of these Committees are convened by the respective Chairpersons and the minutes of these meetings are placed before the Board for information. The minutes of the Committee meetings are sent to respective members for their approvals/ comments as prescribed in Secretarial Standard-1 and after the minutes are duly approved, these are circulated to the Board of Directors and presented at the Board meetings.

## A. Audit Committee

The Audit Committee acts as an interface between the Statutory and Internal Auditors, the Management and the Board of Directors. It assists the Board in fulfilling its responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls and governance and reviews the Company's statutory and internal audit processes. The Committee is governed by its scope set out for it at time of its constitution, which is in line with the regulatory requirements mandated by the Act and the Listing Regulations.

Table 4: Composition of Audit Committee as on the date of this report

Sr. No.	Name of Director	Designation in Committee
1	Mr. Nimis Sheth	Chairman
2	Mr. Gautam Khandelwal	Member
3	Mr. Shyam Kanbargi	Member
4	Mr. Virat Mehta	Member

During the reporting year, the Committee met 4 (four) times, i.e. on May 20, 2022, August 09, 2022, November 14, 2022 and February 13, 2023. The gap between two meetings did not exceed 120 days. Table 5 below provides the attendance record for the aforesaid meetings of the Audit Committee:

Table 5: Attendance record of Audit Committee members

Sr. No.	Name of Director	No. of meetings held during the financial year ended March 31, 2023	No. of meetings attended during the financial year ended March 31, 2023
1	Mr. Nimis Sheth (Chairman)	4	4
2	Mr. Gautam Khandelwal (Member)	4	4
3	Mr. Shyam Kanbargi (Member)	4	4
4	Mr. Virat Mehta (Member)	4	4

All the members of the Audit Committee are eminent professionals and draw upon their experience and expertise across a wide spectrum of functional areas such as finance and corporate strategy. The Chairperson of the Audit Committee was present at the Annual General Meeting to answer members' queries. Minutes of each of the meetings of the Audit Committee are placed before the Board at its meetings. The executives of the Company viz., Chief Financial Officer, the partner/ representative of the Statutory Auditors and the Internal Auditors are also called as invitees to the meetings of the Committee.

The Company Secretary of the company serves as the Secretary to the Audit Committee.

The functions of the Audit Committee *inter alia* include:

#### Review of Financial Reporting:

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing with the Management the annual financial statements and auditors' report before submission to the Board, focusing primarily on:
  - 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.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on exercise of judgment by management.
  - Qualifications in the draft audit report, if any.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - The going concern assumption.
  - Compliance with Accounting Standards.
  - Compliance with the requirements of the stock exchanges, if applicable, and legal requirements concerning financial statements.
  - Disclosure of related party transactions.
  - Reviewing the Company's financial and risk management policies. Scrutiny of inter-corporate loans and investments.

#### Internal Financial Controls and Governance Processes:

- Internal audit reports relating to internal control/ weaknesses.
- Financial statements and draft audit/Limited Review Reports pertaining to quarterly, half yearly and annual financial information.
- Management discussion and analysis of financial condition and results of operations.
- Reports relating to compliance with laws and on risk management.
- Management letters / letters of internal control weaknesses issued by the Statutory / Internal Auditors.
- Reviewing with the Management, External and Internal Auditors, the adequacy of internal control systems.
- Evaluation of internal financial controls.
- To oversee and review the functioning of the vigil mechanism (Whistle-Blower Policy) implemented in the Company and to review the findings of investigations into cases of material nature, if any, and the actions taken in respect thereof.



**External and Internal Audit**

- Reviewing the Internal Audit Report and action taken thereon.
- Reviewing the adequacy of internal audit function, including the audit scope, the structure of the internal audit department, approval of the internal audit plan and its execution, coverage and frequency of internal audit.
- Discussing with the Internal Auditors, any significant findings and follow-up thereon.
- 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.
- Recommending the appointment/ re-appointment and removal/ replacement of the auditors and approval of audit fees and payment for any other services.
- Discussing with the auditors before the audit commences, the nature and scope of audit as well as post-audit discussions to ascertain any area of concern.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.

**Subsidiary Companies:**

- The Audit Committee of the Company shall have access to the minutes of the meetings of the Audit Committees of the subsidiary companies (if any).
- The Audit Committee of the Company shall also review the financial statements, in particular, the investments made by the subsidiary companies.
- The Audit Committee shall recommend the revision in policy for determining material subsidiaries to align it with the extant applicable provisions.

**Related Party Transactions**

- A statement of all transactions with related parties and any subsequent material modification of transactions of the Company with related parties including their basis is placed before the Audit Committee for its prior approval.
- Lay down criteria for granting omnibus approval to related party transactions.
- Satisfy itself of the need for omnibus approval of related party transactions ensuring that the approval is in the interest of the Company.
- Grant omnibus approval for related party transactions.
- Review, on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given.
- Recommend the revision in Policy on material related party transactions and also on dealing with related party transactions, to align it with the extant applicable provisions. The policy has been modified in line with the requirements introduced in the Regulations during the year.

**Compliance:**

- Reviewing the effectiveness of the system for monitoring compliance with laws and regulations and the results of Management's investigation and follow up (including disciplinary action) of any instances of non-compliance.
- Reviewing the findings of any examinations by regulatory agencies, and any auditor observations.
- Reviewing the process for communicating the Code of Conduct to Company personnel, and for monitoring compliance therewith.
- Obtaining regular updates from the Management regarding compliance matters.
- Looking 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;

**Reporting Responsibilities:**

- The Chairperson of the Audit Committee shall be present at the Annual General Meetings to answer shareholder queries and clarification on matters relating to accounts and audit.
- The Annual Report of the Company shall disclose the composition of the Audit Committee, brief description of the scope of the Audit Committee Charter, names of members, chairperson, meetings and attendance.

- The recommendations of the Audit Committee on any matter relating to financial management including the audit report, shall be binding on the Board.
- If the Board does not accept the recommendations of the Audit Committee, it shall record the reasons thereof and communicate such reasons to the shareholders.

#### Other Responsibilities:

- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Performing other activities included in its scope and as requested by the Board of Directors.
- Carry out all such additional functions as may be required under the Listing Regulations or other regulatory requirements applicable from time to time.
- Reviewing the functioning and compliances as regards the Company's Whistle Blower Policy.
- Instituting and overseeing special investigations as needed.
- Approval of appointment of CFO (i.e., the Whole time Finance Person or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- The appointment, removal and terms of remuneration of the Internal Auditor.

#### B. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee looks into redressal of the grievances of shareholders including investor complaints relating to transfer/transmission of shares, issue of duplicate share certificates, non-receipt of annual reports, non-receipt of dividends declared and other matters related to the securities of the Company.

It is also responsible for reviewing the process and mechanism for redressal of investor complaints and for suggesting measures for improving the existing system of redressal. The Committee is also responsible for approval of transmission of securities, including power to delegate the same to the Registrar and Share Transfer Agents.

The Committee also reviews the adherence to the service standards adopted by the Company in respect of the services rendered by the Company's Registrar and Share Transfer Agent.

The Committee also reviews the various measures and initiatives taken by the Company for ensuring timely receipt of dividend warrants/ annual reports /statutory notices by the shareholders of the Company.

**Table 6: Composition of Committee as on the date of this report**

Sr. No.	Name of Director	Designation in Committee
1	Mr. Nimis Sheth	Chairman
2	Mr. Gautam Khandelwal	Member
3	Mr. Virat Mehta	Member

During the reporting period, the Stakeholders' Relationship Committee held 4 (Four) meetings, i.e. on May 20, 2022, August 09, 2022, November 14, 2022 and February 13, 2023.

Mr. Nimis Sheth, Independent Director is the Chairperson of Committee. The details of participation of members at the meeting of the Committee are as under:

**Table 7: Attendance record of Stakeholders' Relationship Committee members**

Sr. No.	Name of Director	No. of meetings held during the financial year ended March 31, 2023	No. of meetings attended during the financial year ended March 31, 2023
1	Mr. Nimis Sheth (Chairman)	4	4
2	Mr. Gautam Khandelwal (Member)	4	4
3	Mr. Virat Mehta (Member)	4	4

Mr. Nimis Sheth, Chairperson of the Committee was present at the Annual General Meeting of the Company held on September 23, 2022 for answering the queries by the shareholders.

Company Secretary of the Company acts as the Compliance Officer to oversee the redressal of the investor

grievances and also responsible for ensuring compliances under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and acts as a Compliance Officer under the said Regulations.

#### Status of Investor Complaints for the financial year ended March 31, 2023:

Complaints outstanding as on April 1, 2022	0
Complaints received during the financial year ended March 31, 2023	3
Complaints resolved during the financial year ended March 31, 2023	3
Complaints outstanding as on March 31, 2023	0

#### C. Nomination & Remuneration Committee

The constitution, scope and powers of the Nomination & Remuneration Committee of the Board of Directors, are in accordance with the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations. The Nomination & Remuneration Committee observes the requirements pertaining to the appointment and remuneration of the Managing Director & Chief Executive Officer, executive directors, Key Managerial Personnel.

The Nomination & Remuneration Committee consists of 3 (Three) Directors. Composition of Committee as on the date of this report is given in Table 8 below:

**Table 8: Composition of Committee as on the date of this report**

Sr. No.	Name of Director	Designation
1	Mr. Nimis Sheth	Chairman
2	Mr. Virat Mehta	Member
3	Mr. Shyam Kanbargi	Member

During the Financial Year ended March 31, 2023, the Committee met 2 (Two) times, i.e. on May 20, 2022 and August 09, 2022. The Quorum for the meeting of the Committee is either two members or one third of the members of the Committee whichever is greater.

As per the amended Listing Regulations, the Committee evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepares a description of the role and capabilities required of an Independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

The attendance details of the Nomination & Remuneration Committee are given in Table 9 below:

**Table 9: Attendance record of Nomination & Remuneration Committee members**

Sr. No.	Name of Director	No. of meetings held during the financial year ended March 31, 2023	No. of meetings attended during the financial year ended March 31, 2023
1	Mr. Nimis Sheth (Chairman)	2	2
2	Mr. Gautam Khandelwal (Member)*	2	2
3	Mr. Virat Mehta (Member)	2	2
4	Mr. Shyam Kanbargi (Member)#	NA	NA

\*Mr. Gautam Khandelwal ceased to be a member of the Nomination and Remuneration Committee w.e.f. May 30, 2023

#Mr. Shyam Kanbargi was appointed as a member of the Nomination and Remuneration Committee w.e.f. May 30, 2023.

Mr. Nimis Sheth, Chairperson of the Committee was present at the last Annual General Meeting of the members of the Company to answer the queries of shareholders.

The Company Secretary of the Company acts as the Secretary to the Nomination & Remuneration Committee.

#### Following are the key roles of the Nomination and Remuneration Committee:

- Review of proposals for the appointment of Directors and Senior Management (employees in Core Management Team - one level below Managing/ Executive Directors) and their recommendation to the Board;

- ii. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director;
- iii. To evaluate the balance of skills, knowledge and experience on the Board and on that basis to prepare a description of the role and capabilities required of an independent director;
- iv. Formulation of the performance evaluation methodology for evaluation of the Board, its committees and individual directors and reviewing the process from time to time;
- v. Periodically overseeing the evaluation of the Board, its committees and individual directors and recommending desirable changes in the Board size, composition, committee structure and processes, and other aspects of the Board's functioning;
- vi. Recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and senior management;
- vii. Recommend to the Board on the appointment and the terms & conditions of appointment of Managing Director(s) and the Whole-time Director(s);
- viii. Reviewing and recommending the remuneration structure of Managing Director(s) and the Whole-time Director(s), to the Board;
- ix. Recommend to the Board of Directors, the remuneration payable to the Senior Management as defined under the Listing Regulations, as amended or any other law for the time being in force.

Please refer to the Director's report for Performance Evaluation Criteria for the independent directors.

#### D. Risk Management Committee:

As the Company is not covered under Top One Thousand (1000) listed entities as per market capitalization, the provisions of Regulation 21 of Listing Regulations are not applicable to the Company.

#### E. Senior Management:

There were no changes in senior management during the year.

Following are the senior managerial personnel of the Company as on March 31, 2023:

Sr. No.	Name of Senior Managerial Personnel	Designation
1	Mr. Santosh Khandelwal	Chief Financial Officer
2	Ms. Nidhi Salampuria	Company Secretary & Compliance Officer

### 3. REMUNERATION OF DIRECTORS

The Board has formulated the Nomination and Remuneration Policy of Directors, Key Managerial Personnel (KMPs) and Senior Management in terms of the provisions of Section 178 of the Act and Listing Regulations. The said Policy outlines the appointment criteria and qualifications, the term/ tenure of the Directors on the Board and the matters related to remuneration of the Directors, KMPs & Senior Management. The said policy is available on the website of the Company and can be accessed at <https://www.nagpurpowerind.com/investors/corporate-governance/>.

During the year under review, the Company had paid sitting fees of Rs. 25,000 (Rupees Twenty-Five Thousand only) to its non-executive directors for attending every meeting of the Board and Rs. 1000 (Rupees One Thousand only) for attending every meeting of the Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee.

The remuneration of the Executive Chairperson is in consonance with the Company's size, industry practice and overall performance of the Company. The Nomination & Remuneration Committee submits its recommendation to the Board, which after considering the recommendation, takes the decision on the remuneration payable to the Executive Chairperson (which also includes the annual increments and performance bonus) in accordance with the provisions of the Act subject to the approval of the Members, wherever required.

The details of remuneration of the Directors and their relationships with each other, if any, are given in Table 10 below:

**Table 10: Remuneration paid/payable to the Directors for the financial year ended March 31, 2023**

Name of Director	Salary & Perquisites	Commission	Sitting Fees	Others	Total
Mr. Gautam Khandelwal	12,00,000	0	0	0	12,00,000
Mr. Ajit Kantelia	NA	0	1,00,000		1,00,000
Ms. Nidhi Salampuria	27,50,208	0	0	0	27,50,208
Mr. Nimis Sheth	NA	0	1,10,000	0	1,10,000
Mr. Shyam Kanbargi	NA	0	1,04,000	0	1,04,000
Mr. Virat Mehta	NA	0	83,000	0	83,000

- Sitting fees has only been paid to Non-executive (Non Promoter) & Independent Directors.
- No Commission was paid to any director during the year.
- Ms. Nidhi Salampuria, Director of the Company who is also Company Secretary and Compliance Officer of the Company is been paid Salary in the capacity of a Company Secretary and Compliance Officer.
- Your Company has not granted any stock options to any of its Directors/KMPs.

#### **Details of fixed incentive, performance incentive and performance based criteria**

The service contract of the Executive Director of the Company is valid for a period of three years, with a notice period of three months on either side.

Except for drawing remuneration and re-imburement of expenses, none of the Directors have any other materially significant related party transactions, pecuniary relationship or transaction with the Company other than disclosed in the annual audited financial statements. The Company enters into transactions at arm's length basis with the companies in which the Directors hold directorship. The attention of the Members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts Note No. 36 of Standalone Financial Statements, forming part of the Annual Report.

#### **Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount**

The Company has provided ICD/Loans to MMCPL, Material Subsidiary of the Company. Mr. Gautam Khandelwal is the Director on the Board of MMCPL and Mr. Virat Mehta is the Nominee Director on the Board of MMCPL. Apart from this the Company has not made any loans and advances in the nature of loans to firms/ companies in which directors are personally interested by name and amount.

#### **4. GENERAL BODY MEETINGS**

##### **a. Details of previous three General Meetings of the Company are as under:**

Financial Year	Venue	Date	Time
2021-22	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	September 23, 2022	1:00 PM
2020-21	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	September 28, 2021	12:30 PM
2019-20	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	September 30, 2020	12:30 PM

b. Details of special resolutions passed in previous three Annual General Meetings of the Company are as under:

Date of AGM	Number of Special Resolutions passed	Details of Special Resolutions Passed
September 23, 2022	1	Re-Appointment of Mr. Virat Mehta (DIN: 07910116) as an Independent Director
September 28, 2021	1	Approval for Shifting of Registered Office Address of the Company
September 30, 2020	1	Re-Appointment of Mr. Gautam Premnath Khandelwal (DIN: 00270717) as Executive Chairman of the Company

One business is proposed to be transacted at the ensuing AGM by passing a special resolution.

**c. Special Resolution proposed to be conducted through Postal Ballot**

No Special Resolution is proposed to be conducted through Postal Ballot as on the date of this Report.

**5. MEANS OF COMMUNICATION:**

The Company follows a robust process of communicating with its stakeholders and investors. For this purpose, it provides multiple channels of communications through the dissemination of information on the on-line portal of the Stock Exchanges, Press Releases, the Annual Reports and by placing relevant information on its own website.

The unaudited quarterly results (both standalone and consolidated) are announced within forty-five (45) days of the close of the quarter. The audited annual results are announced within sixty (60) days from the close of the financial year, as required under the Listing Regulations. The aforesaid financial results are disseminated to the Stock Exchanges within thirty (30) minutes from the same being approved by the Board. The quarterly and annual results of the Company's financial performance are published in leading English and Marathi newspapers like the Financial Express, Mumbai Lakshadweep and/or Pratahkal. Further, the annual reports containing audited standalone and consolidated financial statements of the Company together with Directors' Report, Auditors' Report and other important information are circulated to the members and others entitled thereto. Due to the liberalized procedure relating to holding of general meetings through virtual mode as per notifications issued by the MCA and SEBI, physical copies of the Company's annual reports are issued only to those members who request for the same. However, soft copies of the Annual Report and the notices for the general meetings are emailed to those shareholders who have registered their email IDs with the Company.

The Annual Report of the Company, the quarterly/ half yearly and the annual audited financial statements and the press releases of the Company are also placed on the Company's website and can be downloaded from <https://www.nagpurpowerind.com/investors/notices/>.

The presentations on the performance of the Company, call transcripts of the analysts call and audio recording of the said calls, if any, will be placed on the Company's website for the benefit of the institutional investors and other shareholders as per the requirement of Listing Regulations.

The Board of Directors has in place a policy for determining materiality of events for the purpose of making disclosure to the stock exchanges. The Executive Director, the CFO and the Company Secretary have been empowered to decide on the materiality of information for the purpose of making appropriate disclosures to the stock exchanges.

Quarterly Compliance Reports and other relevant information of interest to the Investors are also placed under the Corporate Governance Section on the Company's website.

**6. GENERAL SHAREHOLDERS' INFORMATION****a. Annual General Meeting**

<b>Date &amp; Date</b>	Friday, December 22, 2023
<b>Time</b>	12:30 PM
<b>Venue</b>	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020, December 28, 2022 and September 25, 2023 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
<b>Dates of Book closure:</b>	Saturday, December 16, 2023 to Friday, December 22, 2023 (both days inclusive).

**b. Financial Calendar**

The Company's accounting year comprises of a 12 months period from April 1 to March 31.

**c. Dividend Payment Date**

The Board has not recommended any dividend for the financial year ended March 31, 2023.

**d. Listing Information****Equity Shares:**

The Company's equity shares are listed on the BSE Limited.

<b>Name and Address of the Exchanges</b>	<b>Type of Security/ Scrip Code</b>	<b>International Securities Identification Number (ISIN)</b>
BSE Limited (BSE) 25th Floor, P J Towers, Dalal Street, Mumbai 400 001	Ordinary (Equity) Shares/ 532362	INE099E01016

The ISIN No. of the Company's equity shares on both National Securities Depository Limited and Central Depository Services (India) Limited is INE099E01016.

The CIN of the Company is L40100MH1996PLC104361.

Annual listing fee for the year 2023-24 have been paid to the Stock Exchanges.

**Debentures:**

The Company has not issued any Debentures.

**Commercial Papers**

The Company has not issued Commercial Papers.

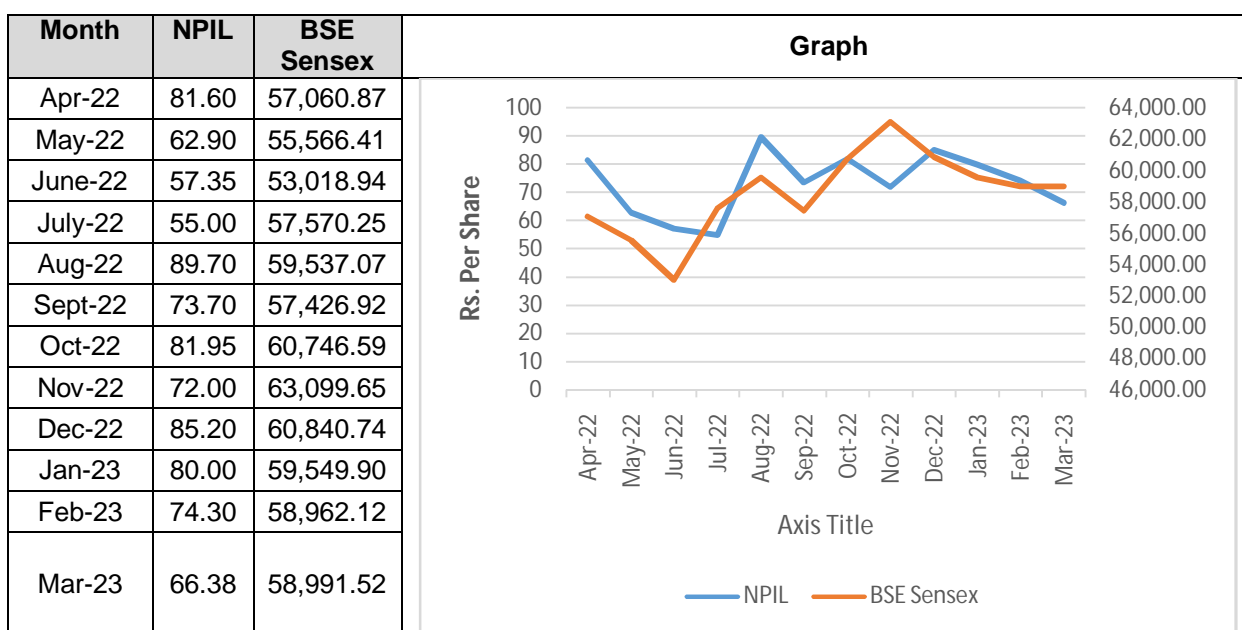
**e. Stock Data**

Table 11 give the monthly high and low prices and volumes of equity shares of the Company at the BSE for the financial year ended March 31, 2023.

**Table 11: Monthly high and low prices and volumes of equity shares traded on BSE for the financial year ended March 31, 2023:**

Month	High (Rs.)	Low (Rs.)	Volume (Shares)
Apr-22	89.20	51.00	2,25,806
May-22	86.00	58.05	2,08,500
June-22	69.00	52.05	67,772
July-22	63.00	51.75	1,28,654
Aug-22	89.70	53.25	4,57,230
Sept-22	110.00	71.00	3,10,619
Oct-22	85.00	73.35	49,379
Nov-22	81.95	71.20	1,20,578
Dec-22	91.80	71.00	2,81,804
Jan-23	92.40	78.10	74,862
Feb-23	82.80	69.25	19,960
Mar-23	78.65	62.05	53,303

Note: High and low prices are in rupees per traded equity share derived from the closing prices. Volume is the total monthly volume of trade (in numbers) in equity shares of the Company. The Company's equity share performance compared to BSE Sensex is as under:



The Equity Shares of the Company have not been suspended from trading by the SEBI and/ or Stock Exchanges.

**Credit Ratings and any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad:**

The Company does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2023. The Company was not required to obtain any credit rating as it has not issued any Debt Instruments.



**f. Share Transfer Agent**

Investor correspondence should be addressed to:

**For Equity Shares:-****Link InTime India Private Limited**

C 101, 247 Park, LBS Marg, Vikhroli (West) Mumbai – 400 083

Phone: +91 22 4918 6000

Fax: +91 22 4918 6060

Email Id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**g. Share Transfer System**

Link Intime India Private Limited, Share Transfer Agent, which is registered with the Securities and Exchange Board of India, handles share and shareholders related matters. Link Intime India Private Limited has adequate infrastructure to process share transfer related matters.

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI has fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. However, Members are not barred from holding shares in physical form. Members who are desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

The Company obtains, from a Company Secretary in practice, half yearly certificate of Compliance with the share transfer formalities as required under Regulation 40 (9) of Listing Regulations, and files a copy of the same with the Bombay Stock Exchange.

**h. Distribution of Shareholding as on March 31, 2023**

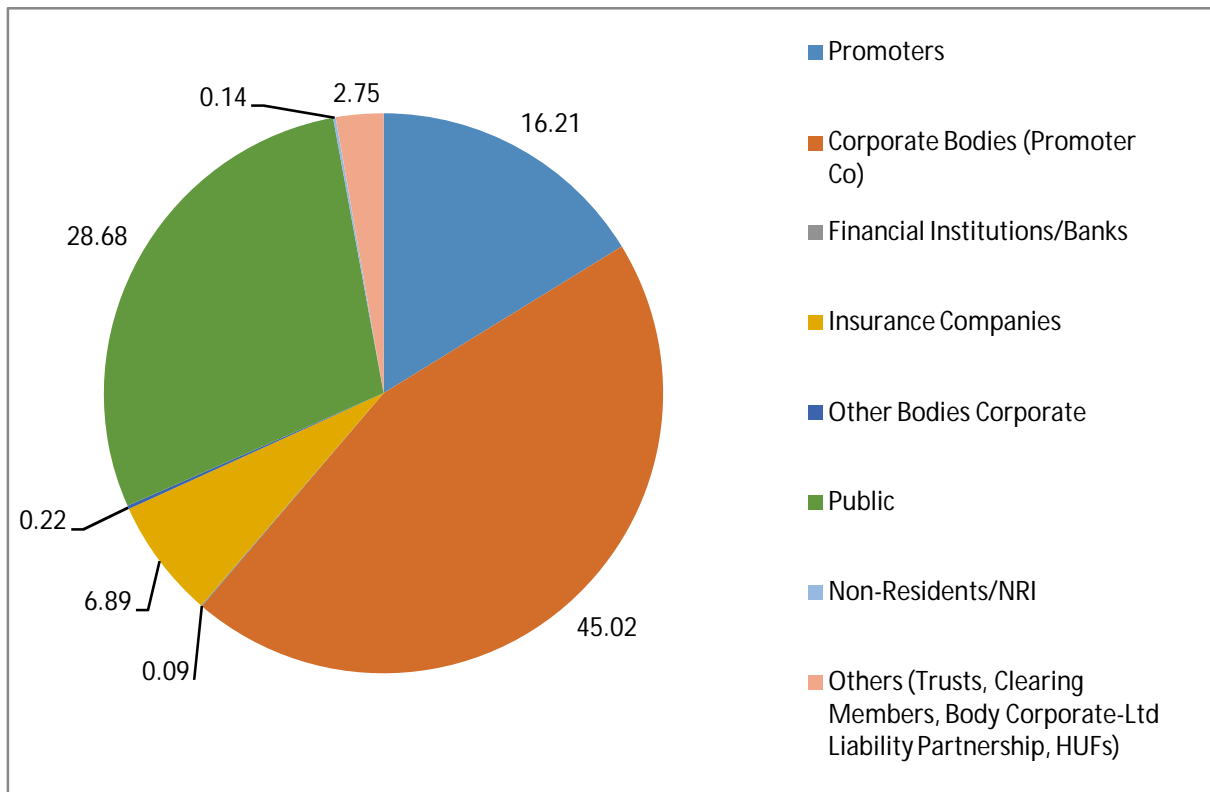
Category (Amount)	No. of Holders	% to Holder	Total Shares Held	Amount (Rs)	% of Amount
1-5000	3098	76.0245	6,41,871	64,18,710	4.90
5001-10000	369	9.0552	2,73,770	27,37,700	2.09
10001-20000	352	8.638	4,57,732	45,77,320	3.50
20001-30000	94	2.3067	2,25,581	22,55,810	1.72
30001-40000	31	0.7607	1,07,758	10,77,580	0.82
40001-50000	40	0.9816	1,84,326	18,43,260	1.41
50001-100000	31	0.7607	2,33,427	23,34,270	1.78
100001 & above	60	1.4724	1,09,71,042	10,97,10,420	83.78
<b>Total</b>	<b>4075</b>	<b>100</b>	<b>1,30,95,507</b>	<b>13,09,55,070</b>	<b>100.00%</b>

**i. Shareholding Pattern as on March 31, 2023**

i. Distribution of Equity Shareholding:

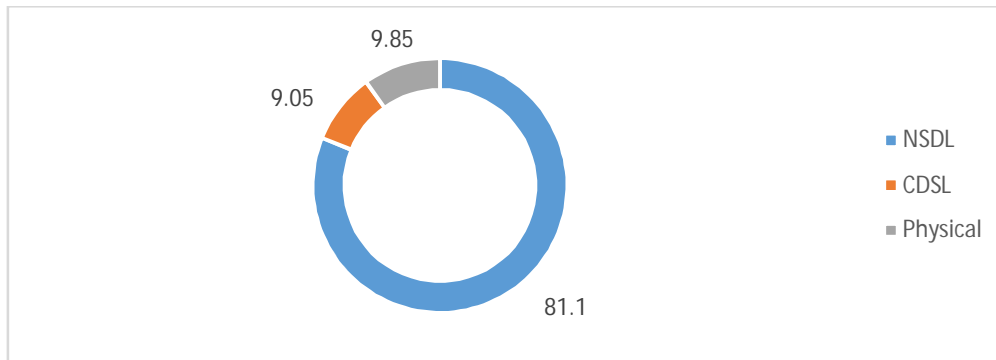
Category	No. of shares held	% of shareholding
Promoters	21,22,605	16.21
Corporate Bodies (Promoter Co)	58,95,332	45.02
Financial Institutions/Banks	12,150	0.09
Insurance Companies	9,02,643	6.89
Other Bodies Corporate	29,084	0.22
Public	37,55,642	28.68
Non-Residents/NRI	17,914	0.14
Others (Trusts, Clearing Members, Body Corporate - Ltd Liability Partnership, Hindu Undivided Family)	3,60,137	2.75
<b>TOTAL</b>	<b>1,30,95,507</b>	<b>100</b>

ii. Categories of Equity Shareholders:



**j. Shares Held in Physical and Dematerialized Form**

Break up of physical and dematerialized shares as on March 31, 2023

**k. Dematerialization of Shares and Liquidity**

Equity shares of the Company are compulsorily traded in demat form and are available for trading under National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”). The International Security Identification Number allotted to the Company is INE099E01016. As of March 31, 2023, 1,18,05,625 equity shares of Rs 10 each, representing 90.15% of the Company’s total paid up share capital, have been held in demat form. Pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, a Company Secretary in Practice carries out Reconciliation of Share Capital Audit to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total listed and paid up/ issued share capital is in agreement with the aggregate of the total number of shares in demat form (held by NSDL and CDSL) and in physical form.

**l. Outstanding GDRs/ADRs/warrants/convertible instruments and their impact on equity**

During the year under review, the Company has not issued any ADR/GDR/Warrants or any other convertible instruments.

**m. Address for Correspondence**

Shareholders correspondence should be addressed to:

Nagpur Power And Industries Limited  
 Nirmal, 20th Floor, Nariman Point, Mumbai-400021  
 Tel # +91-22-22023055/66  
 Email id: [npil\\_investor@khandelwalindia.com](mailto:npil_investor@khandelwalindia.com)  
 Contact Person: Santosh Khandelwal, Chief Financial Officer

**n. Commodity Price Risk / Foreign Exchange Currency Risk and Commodity Hedging activities**

The Company does not have any exposure hedged through commodity derivatives.

**7. OTHER DISCLOSURES****a. Related party transaction**

The Company has formulated a policy on related party transactions which is also available on the website at <https://www.nagpurpowerind.com/investors/corporate-governance/>. This policy deals with the review and approval of related party transactions. All related party transactions are placed before the Audit Committee for review and approval.

All related party transactions entered into during the reporting period were at an arm’s length basis and the Company has obtained prior approval of the Audit Committee.

The Company has sought its members’ approval for the related party transactions that are material within the meaning of Regulation 23 of the Listing Regulations.

Attention of Members is drawn to the disclosures of transactions with related parties set out in **Notes to Accounts –**

**Note No. 36** forming part of the Standalone financial statements.

#### b. Details of Non-compliance

There were no instances of non-compliance, penalties and restrictions imposed on the Company by SEBI or any statutory authorities on any matter related to capital markets, during the last three years. However, BSE has levied a penalty, as prescribed under the Standard Operating Procedures issued by SEBI through its various circulars, for non-compliance of Reg. 23(9) – Disclosures of related party transactions within 15 days from date of Publication of Financial Results for the year ended March 31, 2023. The Company paid the penalty levied by BSE for the same within time.

Financial Year	Compliance Requirements	Regulation/Circular No.	Deviation	Action taken by	Fine Amount	Management Response
2021-22	Submission of Annual Report with the Stock Exchange	Reg. 34 of SEBI (LODR) Regulations, 2015	Submission of Annual Report with delay of 8 days	BSE	Rs. 16,000/- plus applicable taxes	Company has paid the penalty amount within time prescribed.
2020-21	Submission of Standalone as well as Consolidated Financial Statements for financial year ended 31st March, 2021	Reg. 33 of SEBI (LODR) Regulations, 2015	Company has submitted the Standalone Financial Statements for the financial year ended 31st March, 2021 in due time whereas the Consolidated Financial Statements were submitted on 31st July, 2021	BSE	-	The penalty has been waived off by the BSE based on the representations made by the Company.
	Submission of Disclosure of Related Party Transactions within 15 days from date of publication of its standalone and consolidated financial results	Reg. 23 of SEBI (LODR) Regulations, 2015	The Company has submitted the disclosure of Related Party Transaction on 7th August, 2021.	BSE	Rs.45,000/- plus taxes	The Company has paid the necessary fine.
2019-20	The Company being a top 2000 companies, the Board of Directors should have been comprised of not less than 6 directors	Reg. 16 of SEBI (LODR) Regulations, 2015	There were less than 6 directors on the Board.	BSE	-	The penalty has been waived off by the BSE based on the representations made by the Company.

#### c. Whistle Blower Policy – Vigil Mechanism

The Company's Whistle Blower Policy is in line with the provisions of the sub section 9 and 10 of Section 177 of the Act and as per Regulation 22 of the Listing Regulations. This Policy establishes a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We confirm that during the financial year 2022-23, no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy is available on the website of the Company at <https://www.nagpurpowerind.com/investors/corporate-governance/>.

#### d. Policy for Determining Material Subsidiary

As required under the Listing Regulations, the Company has formulated a Policy for determining 'material' subsidiaries which has been put up on the website of the Company at <https://www.nagpurpowerind.com/investors/corporate-governance/>.

**e. Policy to Prevent Sexual Harassment at the Workplace**

The Company is committed to creating and maintaining an environment in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to any kind of harassment and that such behaviour is prohibited both by law and by the Company. To redress complaints of sexual harassment, an Internal Complaints Committee (ICC) of has been formed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. During the financial year 2022-23, no complaint was received by the Company. There were no complaints pending as of the end of the financial year ended March 31, 2023.

No cases of child labour, forced labour, involuntary labour and discriminatory employment were reported during the period.

The following is a summary of Sexual Harassment Complaints received and disposed off during the year 2022-2023:

No. of Complaint received	No. of Complaints disposed off	No. of Complaints pending
N.A.	N.A.	N.A.

**f. Policy on Determination of Materiality of Events**

The Company has also adopted Policy on Determination of Materiality of Events and Policy on Archival of Documents which has been put up on the website of the Company at <https://www.nagpurpowerind.com/investors/corporate-governance/>.

**g. Dividend Distribution Policy**

As the Company is not covered under One Thousand (1000) listed entities based on market capitalization, the provisions of Regulation 43A are not applicable to the Company.

**h. Code of Conduct on Prevention of Insider Trading**

As prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Conduct for Prevention of Insider Trading which stipulates restrictions while trading in the shares of the Company.

**i. Details of Demat Suspense Account**

As per Schedule V of Part F of the Listing Regulations, the Company does not have any Shares lying in Demat Suspense Account or Unclaimed Suspense Account.

**j. Details of utilisation of funds raised through preferential Allotment or Qualified Institutions Placement**

The Company has not issued any securities through preferential allotment or Qualified Institutions Placement in recent years.

**k. Audit Fees**

The fees paid by the Company and its subsidiaries (on a consolidated basis) to the statutory auditors during the financial year 2022-23 is as under:

Particular	As at March 31, 2023
Audit Fees	3,00,000
Tax Audit Fees	-
Other Service	1,75,000
Reimbursement of Expenses	-
<b>Total</b>	<b>4,75,000</b>

**l. Acceptance/Non Acceptance of any recommendation of any Committee of the Board which was mandatorily required**

During the year, the Board has accepted all recommendation received from its Committees.

**m. Transfer of the 'shares' into Investor Education and Protection Fund (IEPF) {in cases where dividend has not been paid or claimed for seven (7) consecutive years or more}** The provisions of Section 124(6) of the Companies Act, 2013, are not applicable to the Company as the Company has not declared dividend in past seven years.

**n. Plant Locations**

Khandelwal Nagar, Dist. Nagpur – 441 402, Maharashtra.

**o. Details of material subsidiaries**

As at March 31, 2023, The Motwane Manufacturing Company Private Limited (“MMCPL”) is the material unlisted Indian subsidiary of NPIL under the Listing Regulations.

MMCPL was incorporated on September 21, 1960 and is engaged in manufacturing electrical equipments.

Pursuant to Regulation 24 of SEBI (LODR) Regulations, 2015, Mr. Virat Mehta, Independent Director of NPIL is appointed as Director on the Board of our Material Subsidiary “MMCPL” w.e.f. June 01, 2018.

The Audit Committee of the Company reviews the financial statements, including the investments made, of its subsidiary. The Minutes of the meetings of the Board of Directors of the subsidiary company are regularly placed before the Board of Directors of the Company. A statement containing the significant transactions and arrangements entered into by the subsidiary are periodically placed before the Board of Directors of the Company.

Mr. S. M. Daga, Chartered Accountant (Membership No. 08643) was re-appointed as the Statutory Auditor of MMCPL for a term of five consecutive years for the financial years 2022-23 to 2026-27 in the annual general meeting held on September 02, 2022.

**p. Certificate regarding Non-Disqualification of Directors**

M/s. DSM & Associates, Practicing Company Secretaries have issued a certificate Confirming that, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance.

**q. Auditors Certificate on Corporate governance**

The Auditors Certificate on Compliance of Listing Regulations relating to Corporate Governance is given as an annexure to this report.

**r. Detail of Directors being appointed and re-appointed**

As required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, particulars of the Director seeking appointment and re-appointment are given in the Annexure to the Notice of the AGM.

**s. CEO and CFO certification**

As required by SEBI (LODR) Regulations, 2015 the CEO and CFO have given appropriate certifications to the Board of Directors.

**t. Name and Designation of Compliance Officer:** Ms. Nidhi Salampuria, Director, CS & Compliance Officer

**8. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS:**

- i. The Company has complied with the requirements as mentioned in Schedule V, Para C, sub-paras (2) to (10) of the Listing Regulations.
- ii. As regards discretionary requirement specified in part E of Schedule II of SEBI (LODR) Regulations, 2015 the Company has complied with them.
- iii. The Company has complied with all the requirements as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- iv. The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

**9. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

There were no such agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or

potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity.

**10. DISCRETIONARY DISCLOSURES**

The status of compliance with non-mandatory recommendations of the Listing Regulations is as follows:

- a. Shareholders' Rights: As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the shareholders.
- b. Audit Qualifications: The Company's financial statements for the year 2022-23 do not contain any audit qualification.
- c. Reporting of Internal Auditor: The Internal Auditors of the Company directly report to Chairperson of the Audit Committee.

**Declaration by Managing Director & CEO**

I, Gautam Khandelwal, Executive Chairman of Nagpur Power and Industries Limited, hereby confirm pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

The Board of Nagpur Power and Industries Limited has laid down a Code of Conduct for all Board members and senior management of the Company. The said code of conduct has also been posted on the Company's website viz. <https://www.nagpurpowerind.com/investors/corporate-governance/>. All the Board members and senior management personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2023.

For Nagpur Power And Industries Limited

**Gautam Khandelwal**  
Chairman  
DIN 00270717

Place: Mumbai  
Date: August 11, 2023



## Annexure VII

## Disclosures pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2022-23 (Rs. in Lakhs)	% increase in Remuneration of each Director, CFO, CEO, CS, Manager in the financial year 2022-23	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Nimis Sheth * Independent Director	NIL	N.A.	N.A.	N.A.
2	Mr. Virat Mehta * Independent Director	NIL	N.A.	N.A.	N.A.
3	Mr. Shyam Kanbargi * Independent Director	NIL	N.A.	N.A.	N.A.
4	Mr. Ajit Kantelia * Non-Executive Director	NIL	N.A.	N.A.	N.A.
5	Mr. Gautam Khandelwal Executive Chairman	12.00	NIL	8.84:1	Loss of 143.89 Lakhs against the Profit of Rs. 611.85 Lakhs (PY)
6	Mr. Santosh Khandelwal Chief Financial Officer	17.28	20%	N.A.	
7	Ms. Nidhi Salampuria # Company Secretary & Compliance Officer	27.50	NIL	N.A.	

\*The Company has paid sitting fees of Rs. 25000 per board meeting and Rs. 1000 per committee meeting to the Independent Directors & Non-Executive Directors during the year.

# Nidhi Salampuria is paid salary as Company Secretary & Compliance Officer of the Company.

**Notes**

The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23: As per table given above.

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23 and: As per table given above.

The percentage increase in the median remuneration of employees in the financial year 2022-23: 11.50%

There were 09 confirmed employees on the rolls of the Company as on March 31, 2023.

Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Average Percentage increase in salaries of employees other than the managerial personnel in the last F.Y. was 12.86% as compared to 6.87% increase in remuneration of managerial personnel.

Affirmation that the remuneration is as per remuneration policy of the Company- Yes

B) Particulars of employee's remuneration, as required under section 197(12) of the Companies Act, 2013, read with

Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:

During the year under consideration, none of the employees of the Company were in receipt of remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 hence particulars as required under section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are not given.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

**To,  
The Members of  
Nagpur Power and Industries Limited**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Nagpur Power and Industries Limited, having CIN L40100MH1996PLC104361 and having registered office at "Nirmal", 20th Floor, Nariman Point, Mumbai - 400 021, Maharashtra, India, (hereinafter referred to as "the Company") produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>DIN</b>	<b>Date of appointment in the Company</b>
1.	Mr. Gautam Premnath Khandelwal	00270717	6 <sup>th</sup> December, 1996
2.	Mr. Nimis Savailal Sheth	00482739	15 <sup>th</sup> September, 2014
3.	Ms. Nidhi Narayan Salampuria	07138654	1 <sup>st</sup> April, 2015
4.	Mr. Virat Mehta	07910116	30 <sup>th</sup> August, 2017
5.	Mr. Shyam Bapurao Kanbargi	01185605	30 <sup>th</sup> June, 2020
6.	Mr. Ajit Ranchhoddas Kantelia	08776129	30 <sup>th</sup> June, 2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on my verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For DSM & Associates,**  
Company Secretaries  
UCN No.P2015MH038100  
Peer Review No.2229/2022

Sd/-  
**CS Sanam Umbargikar**  
Partner  
M.No.F11777.  
COP No.9394.  
UDIN: F011777E000766146  
Date: 8<sup>th</sup> August, 2023  
Place: Mumbai.

## CERTIFICATION BY CHAIRMAN AND CHIEF FINANCIAL OFFICER

To,  
The Board of Directors  
**Nagpur Power and Industries Limited**

We hereby certify that:

- (a) We have reviewed the Financial Statements and Cash Flow Statements for the year ended **March 31, 2023** and to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (b) We also certify that, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2023 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee
- i) that there are no significant changes in internal control over financial reporting during the year;
  - ii) that there are no significant changes in accounting policies during the year and that the same have been disclosed in notes to the Financial Statements; and
  - iii) that there are no instances of significant fraud of which we have become aware of and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Nagpur Power and Industries Limited**

**Sd/--**  
**Gautam Khandelwal**  
Chairman  
DIN: 00270717

**Sd/--**  
**Santosh Khandelwal**  
Chief Financial Officer

Place: Mumbai  
Date: 30 May, 2023

## Independent Auditors' Report

To the Members of

**Nagpur Power & Industries Limited**

**Report on the Audit of the Standalone Financial Statements**

### Opinion

We have audited the standalone financial statements of **Nagpur Power & Industries Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2023, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2023, and loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 standalone financial statements under the provisions of the Act and the Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Key Audit Matters

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

There are no key audit matters identified in our audit.

### Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

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

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

### Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are 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 state of affairs, Profit/(loss) (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IndAS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

Materiality is the magnitude of misstatements in the Standalone Financial Statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) planning the scope of our audit work and in evaluating the results of our work and
- (ii) to evaluate the effect of any identified misstatement in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control 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 for the year ended 31st March 2023 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
  - (A) As required by Section 143(3) of the Act, we report that:
    - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and records.
    - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
    - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
    - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> 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 financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (a) The Company has disclosed the impact of pending litigations as at 31<sup>st</sup> March 2023 on its

- financial position in its standalone financial statements –Refer Note 32 to the standalone financial statements;
- (b) The company did not have any long-term contracts including derivatives contract for which there were any material foreseeable losses.
- (c) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the company.
- (d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented that, to the best of its knowledge and belief, no fund have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material mis-statement.
- (e) The company has not declared any dividend during the year; and
- (f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording trail (edit log) facility is applicable to the Company with effect from 1<sup>st</sup> April, 2023 and accordingly reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31<sup>st</sup> March, 2023.
- (C) With respect to the matter to be included in the Auditors’ Report under section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For Parekh Sharma & Associates**  
Chartered Accountants  
Firm’s Registration No:129301W

Sd/--

**Sujesh Sharma**  
Partner  
Membership No:118944  
**UDIN:23118944BGTPHP8399**

Mumbai  
30<sup>th</sup> May, 2023



### Annexure A to the Independent Auditors' Report

With reference to the Annexure A referred to in the Independent Auditors Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March 2023, we report the following:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.  
(B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) 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 a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the company and nature of its assets. During year discrepancies were noticed on such verification has been properly dealt with in the books of accounts.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) As per information and explanation given to us and on the basis of our examination of the records of the Company, Company does not have any inventory during the year. Therefore, the requirement of this clause is not applicable to the Company.  
(b) 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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us, the Company has granted loans to one party during the year covered in the register maintained under Section 189 of the Act.  
(a) A. Details of loan (ICD) given to subsidiary:

₹ in Thousand

Sr. No.	Name of Subsidiary	Aggregate amount during the year	Balance outstanding as at 31 <sup>st</sup> March, 2023
1	Motwane Manufacturing Company Private Limited	10,300.00	3,000.00
		<b>10,300.00</b>	<b>3,000.00</b>

- B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not made investment, provided guarantee or security or granted any loans to other parties.
- (b) The above ICD has been given to subsidiary at an interest rate of 10% p.a. wherein the company has also made a strategic investment in its Equity. In view of the controlling interest and long strategies of the management the terms and conditions of this loan are not, prima facie, prejudicial to the interest of the company.
- (c) Company has given ICD to its subsidiary as stated in point (a) above which is repayable on demand. No specific schedule for repayment of principal has been stipulated by the Company.
- (d) Total amount of interest overdue for more than 90 days as on balance sheet date is ₹NIL/- (₹ in

Thousand). The Company has right to convert the loan along with interest in to the equity if the Subsidiary Company could not repay the principal and interest on demand, therefore during the year the Company has exercised said right and converted outstanding principal and interest amounting to ₹114,710.74/- (₹ in Thousand) in to 236400 equity shares of ₹485.24 per share .

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.

(f) 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 given loans to related party, which is repayable on demand. Details of which are follows:

Particulars	₹ in Thousand		
	Promoters	Related Parties	Total Loans
Aggregate amount of loans/advances in nature of loans where:			
A. Loan is repayable on demand			
B. Loan agreement does not specify any terms or period of repayment	0.00	3,000.00	3,000.00
	0.00	0.00	0.00
Total (A+B)	0.00	3,000.00	3,000.00
Percentage of loans/advances in nature of loans to the total loans	0%	100%	100%

- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has complied with the provisions of Section 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.
- (v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products sold by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted /accrued in the books of accounting respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, duty of Customs, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, duty of Customs, Cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2023, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or duty of Customs or duty of Excise or Value added tax which have not been deposited by the Company on account of disputes, except for the following:

Name of the Statute	Nature of the Dues	Amount (₹ in Thousand)	Forum where dispute is pending
The Income-tax Act, 1961	Income-tax	25.61	Commissioner of Income tax
West Bengal Sales Tax Act, 1957- sales tax case at Calcutta	Sales tax demand of three Assessment year	243.46	Commissioner of sales Tax (Appeal) Calcutta.
Uttar Pradesh Sales Tax Act, 1957 – Sales tax case at Kanpur	Sales tax demand	332.77	Commissioner of sales Tax (Appeal) Kanpur.
B.S.T Act, 1959	B.S.T & C.S.T	19545.80	JT. Commissioner of sales tax (Appeals), Nagpur
Customs Act, 1962	Customs and Advalorem Duty	11742.50	Commissioner of customs (E.P.) and Directorate General of Foreign Trade (DGFT)
The Bombay Stamp act, 1958	Stamp Duty	4583.43	Supreme Court of India
Other statutory dues	Entry tax	458.30	Tehsildar

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.
- (b) 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 been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) 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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been

noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by cost auditor/secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) Based on our audit procedure performed and according to the information and explanations given to us, no whistle blower complaints were received by the Company during the year and hence reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.  
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) As per information and explanation given to us and Note No. 38 point 4 to financial statements, we state that company is required to obtain NBFC registration under section 45-IA of RBI Act, 1934 and the company has initiated process of applying for registration of NBFC under section 45-IA of RBI Act, 1934 which is under process.  
(b) As per information and explanation given to us, the company has not conducted any Non- Banking Financial or Housing Finance activities and it is in process of obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.  
(c) As per financial statement and other information/records maintained by the company, The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.  
(d) According to the information and explanations given to us, the Group does not have any registered CIC. Therefore, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, provisions of section 135 of the Companies Act, 2013 are not applicable to the

Company. Accordingly, paragraph 3(xx)(a) and (b) of the order is not applicable to the company.

**For Parekh Sharma & Associates**  
Chartered Accountants  
Firm's Registration No:129301W

Sd/--

**Sujesh Sharma**  
Partner  
MembershipNo:118944  
**UDIN: 23118944BGTPHP8399**

Mumbai  
30<sup>th</sup> May, 2023

**Annexure B to the Independent Auditors' Report on the accounts for the year ended  
31<sup>st</sup> March 2023.**

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

We have audited the internal financial controls with reference to standalone financial statements of Nagpur Power and Industries Limited ("the Company") as of 31<sup>st</sup> March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31<sup>st</sup> March 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**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 with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

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

Because of the matter described in Disclaimer of opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the company.

**Meaning of Internal Financial Controls with reference to Financial Statements**

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

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

**For Parekh Sharma & Associates**  
Chartered Accountants  
Firm's Registration No:129301W

Sd/--

**Sujesh Sharma**  
Partner  
Membership No:118944  
**UDIN:23118944BGTPHP8399**

Mumbai  
30<sup>th</sup> May, 2023

## Balance Sheet as at 31st March, 2023

Particulars	Note No.	₹ in Thousand	
		As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2	183,553.93	184,051.74
Other intangible assets	3	0.70	0.70
<b>Financial assets</b>			
Investments	4	385,875.31	268,404.13
Other financial assets	5	5,218.02	12,968.02
Non-current tax assets (Net)	6	2,372.09	2,391.29
Other non-current assets	7	8,982.79	7,523.75
		<u>586,002.84</u>	<u>475,339.62</u>
<b>Current assets</b>			
Inventories	8	-	-
<b>Financial assets</b>			
Investments	9	184,928.35	198,778.29
Cash and cash equivalents	10	122.99	366.49
Loans	11	3,000.00	102,750.00
Others financial assets	12	98.38	9,354.05
Other current assets	13	4,380.83	2,261.70
		<u>192,530.55</u>	<u>313,510.53</u>
<b>TOTAL ASSETS</b>		<b>778,533.39</b>	<b>788,850.15</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	14	130,955.07	130,955.07
Other Equity	15	642,975.84	654,806.73
<b>Total Equity</b>		<b>773,930.91</b>	<b>785,761.80</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Trade payables	16	-	-
Total Outstanding dues of micro enterprise and small enterprises and		-	-
Total Outstanding dues of creditors other than micro enterprise and small enterprises		-	-
Provisions	17	984.26	671.75
<b>Total non-current liabilities</b>		<b>984.26</b>	<b>671.75</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	18	2,035.59	471.26
Lease liabilities		-	-
Trade payables	19	-	-
Total Outstanding dues of micro enterprise and small enterprises and		-	-
Total Outstanding dues of creditors other than micro enterprise and small enterprises		13.30	-
Other financial liabilities	20	223.30	223.30
Other current liabilities	21	1,304.04	1,674.23
Provisions	22	41.99	47.82
		<u>3,618.22</u>	<u>2,416.60</u>
<b>Total liabilities</b>		<b>4,602.48</b>	<b>3,088.35</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>778,533.39</b>	<b>788,850.15</b>
Significant accounting policies	1		
The accompanying notes are an integral part of these financial statements			

As per our report of even date attached

**For Parekh Sharma & Associates**

Chartered Accountants

Firm's Regn. No. 129301W

**Sd/--****Sujesh Sharma**

Partner

M. No. :118944

**For and on behalf of the Board of Directors****Sd/--****Gautam P. Khandelwal**

Executive Chairman

(DIN: 00270717)

**Sd/--****Nidhi Salampuria**

Director and Company Secretary (FCS 10448)

(DIN:07138654)

Place: Mumbai

Date: 30th May 2023

**Sd/--****Nimis Sheth**

Director

(DIN: 00482739)

**Sd/--****Santosh Khandelwal**

Chief Financial Officer

Place: Mumbai

Date:30th May 2023



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

		₹ in Thousand	
Particulars	Note No.	Year Ended 31st March, 2023	Year Ended 31st March, 2022
I Revenue from operations	23	-	1,607.33
II Other income	24	11,045.88	95,010.39
III <b>Total income (I + II)</b>		<b>11,045.88</b>	<b>96,617.72</b>
IV <b>Expenses</b>			
Cost of materials consumed	-	-	-
Purchases of Stock-in-Trade	25	-	1,585.98
Changes in inventories of finished goods and work-in-progress	-	-	-
Employee benefits expenses	26	9,062.51	8,809.50
Finance cost	27	84.68	164.23
Depreciation and amortization expenses	2 - 3	803.16	1,535.57
Other expenses	28	14,704.90	20,213.17
<b>Total expenses</b>		<b>24,655.25</b>	<b>32,308.45</b>
V <b>Profit / (Loss) before exceptional items and tax (III-IV)</b>		<b>(13,609.37)</b>	<b>64,309.27</b>
VI Exceptional items		-	-
VII <b>Profit/(Loss) Before Tax (V-VI)</b>		<b>(13,609.37)</b>	<b>64,309.27</b>
VIII <b>Tax expenses</b>	29		
Current tax expense for current year		780.00	3,123.87
Adjustment of tax relating to earlier periods		-	-
Deferred tax		-	-
IX <b>Profit / (Loss) for the year (VII-VIII)</b>		<b>(14,389.37)</b>	<b>61,185.40</b>
X <b>Other Comprehensive Income</b>	30		
(i) <b>Items that will not be reclassified to statement of profit and loss</b>			
Re-measurement gains/(losses) on defined benefit plans		(201.97)	171.22
Fair value gains/ (losses) on Equity instruments		2,760.45	1,729.92
Income tax effect on above		-	-
(ii) <b>Items that will be reclassified to statement of profit and loss</b>			
Debt instruments through Other Comprehensive Income		-	-
Income tax effect on above		-	-
<b>Total Other Comprehensive Income /(Loss)</b>		<b>2,558.48</b>	<b>1,901.14</b>
XI <b>Total Comprehensive Income/(Loss) for the year (IX+X)</b>		<b>(11,830.89)</b>	<b>63,086.54</b>
(Comprising profit,(loss) and other comprehensive income for the year)			
<b>Earnings per equity share</b>	31		
Basic (in Rs)		(1.10)	4.67
Diluted (in Rs)		(1.10)	4.67
Significant accounting policies	1		
The accompanying notes are an integral part of these Standalone financial statements			

As per our report of even date attached  
**For Parekh Sharma & Associates**  
Chartered Accountants  
Firm's Regn. No. 129301W

**Sd/--**  
**Sujesh Sharma**  
Partner  
M. No. :118944

**For and on behalf of the Board of Directors**

**Sd/--**  
**Gautam P. Khandelwal**  
Executive Chairman  
(DIN: 00270717)

**Sd/--**  
**Nimis Sheth**  
Director  
(DIN: 00482739)

**Sd/--**  
**Nidhi Salampuria**  
Director and Company Secretary (FCS 10448)  
(DIN:07138654)  
Place: Mumbai  
Date: 30th May 2023

**Sd/--**  
**Santosh Khandelwal**  
Chief Financial Officer

Place: Mumbai  
Date:30th May 2023

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

Particulars	₹ in Thousand	
	For the year Ended 31st March, 2023	For the year Ended 31st March, 2022
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Profit / (Loss) before tax	(13,609.37)	64,309.27
<b>Adjustments for:</b>		
Depreciation and amortization	803.16	1,535.57
Finance Cost	84.68	164.23
Interest received	(4,321.70)	(8,064.15)
Dividend received	(2,613.84)	(1,466.42)
Remeasurement of employee benefit	(201.97)	171.22
(Gain)/loss on sale of Investments	(22,596.11)	(48,183.81)
Loss on discard of PPE	-	4,418.59
Unrealized (gain)/loss on investment	18,485.77	(36,040.07)
<b>Operational Profit before Working Capital changes</b>	<b>(23,969.38)</b>	<b>(23,155.57)</b>
<b>Adjustments for changes in Working Capital :</b>		
(Increase) / Decrease in Inventories	-	-
(Increase) / Decrease in other current financial assets	17,005.67	14,239.92
Increase / (Decrease) in other current assets	(2,119.12)	176.27
Increase / (Decrease) in other non-current assets	(1,459.04)	(1,693.07)
Increase / (Decrease) in Trade payables	13.30	(1,178.54)
(Increase) / Decrease in other current financial liabilities	-	-
(Increase) / Decrease in other current liabilities	(63.50)	41.02
	<b>13,377.31</b>	<b>11,585.60</b>
<b>Cash from/ (used) in operating activities</b>	<b>(10,592.07)</b>	<b>(11,569.98)</b>
Direct taxes paid, net	760.80	2,752.26
<b>NET CASH FROM/ (USED) IN OPERATING ACTIVITIES</b>	<b>(11,352.87)</b>	<b>(14,322.24)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, plant and equipment	(305.35)	(116.00)
Proceeds from sale of fixed Property, plant and equipment	-	-
Payment towards purchase of investments	(58,135.15)	(104,935.34)
Proceeds from sale of investments	64,134.68	154,404.08
Proceeds / (Repayments) against Inter Corporate Deposit (Net)	(3,000.00)	(40,463.92)
Dividend received	2,613.84	1,466.42
Interest received	4,321.70	8,064.15
<b>NET CASH FROM/ (USED) IN INVESTING ACTIVITIES</b>	<b>9,629.72</b>	<b>18,419.39</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds / (Repayment) of Short-term Borrowings	1,564.33	(4,147.53)
Proceeds/(Repayment) of Long-term Borrowings	-	-
Finance Cost	(84.68)	(164.23)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>1,479.65</b>	<b>(4,311.76)</b>
<b>D. NET CASH FLOWS DURING THE YEAR (A+B+C)</b>	<b>(243.50)</b>	<b>(214.60)</b>
<b>E. Cash and cash equivalents at the beginning</b>	<b>366.49</b>	<b>581.09</b>
<b>F. CASH AND CASH EQUIVALENTS AT THE END (D+E)</b>	<b>122.99</b>	<b>366.49</b>
<b>G. CASH AND CASH EQUIVALENTS COMPRISE OF:</b>		
Cash on hand	12.10	33.25
Cheques on hand	-	-
Balances with banks in current accounts	110.89	333.24
<b>CASH AND CASH EQUIVALENTS AS PER NOTE</b>	<b>122.99</b>	<b>366.49</b>

As per our report of even date attached

**For Parekh Sharma & Associates**

Chartered Accountants

Firm's Regn. No. 129301W

**For and on behalf of the Board of Directors**

**Sd/--**  
**Sujesh Sharma**  
 Partner  
 M. No. :118944

**Sd/--**  
**Gautam P. Khandelwal**  
 Executive Chairman  
 (DIN: 00270717)

**Sd/--**  
**Nimis Sheth**  
 Director  
 (DIN: 00482739)

**Sd/--**  
**Nidhi Salampuria**  
 Director and Company Secretary (FCS 10448)  
 (DIN:07138654)  
 Place: Mumbai  
 Date: 30th May 2023

**Sd/--**  
**Santosh Khandelwal**  
 Chief Financial Officer

Place: Mumbai  
 Date:30th May 2023

## Statement of Change in Equity for the year ended 31st March, 2023

## a. Equity Share Capital:

## For the year ended 31st March, 2023

Particulars	No. of Shares	₹ in Thousand
<b>Equity shares of Rs.10 each issued, subscribed and fully paid</b>		
<b>At 1st April, 2022</b>	<b>13,095,507</b>	<b>130,955.07</b>
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at 1 April 2022	<b>13,095,507</b>	<b>130,955.07</b>
Issue of share capital	-	-
<b>At 31st March, 2023</b>	<b>13,095,507</b>	<b>130,955.07</b>

## For the year ended 31st March, 2022

Particulars	No. of Shares	₹ in Thousand
<b>Equity shares of Rs.10 each issued, subscribed and fully paid</b>		
<b>At 1st April, 2021</b>	<b>13,095,507</b>	<b>130,955.07</b>
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at 1 April 2021	<b>13,095,507</b>	<b>130,955.07</b>
Issue of share capital	-	-
<b>At 31st March, 2022</b>	<b>13,095,507</b>	<b>130,955.07</b>

## Statement of Change in Equity for the year ended 31st March, 2023

## b. Other equity

For the year ended 31st March, 2023

₹ in Thousand

	Reserves and Surplus									Total
	Share application money pending allotment	Equity Component of Compound Financial instruments	Capital Reserve	Securities Premium	General reserve	Retained earnings	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Other items	
<b>As at 1st April, 2022</b>	-	-	-	-	493,925.10	130,150.34	-	31,545.08	(813.80)	654,806.73
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-
<b>Restated balance as at 1st April, 2022</b>	-	-	-	-	493,925.10	130,150.34	-	31,545.08	(813.80)	654,806.73
Profit for the year	-	-	-	-	-	(14,389.37)	-	-	-	(14,389.37)
<b>Other comprehensive income</b>										
Re-measurement of gain/(loss) on defined benefit plans (net of tax)	-	-	-	-	-	-	-	-	(201.97)	(201.97)
Fair value gain/(loss) of equity instruments through other comprehensive income (net of tax)	-	-	-	-	-	-	-	2,760.45	-	2,760.45
<b>Total Comprehensive Income</b>	-	-	-	-	-	(14,389.37)	-	2,760.45	(201.97)	(11,830.89)
Proposed dividend on equity shares	-	-	-	-	-	-	-	-	-	-
MAT Credit lapsed (Refer Note No.29(c))	-	-	-	-	-	-	-	-	-	-
Tax paid thereon	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31st March 2023</b>	-	-	-	-	493,925.10	115,760.98	-	34,305.53	(1,015.77)	642,975.84

## Statement of Change in Equity for the year ended 31st March, 2023

## b. Other equity

For the year ended 31st March, 2022

₹ in Thousand

	Reserves and Surplus									Total
	Share application money pending allotment	Equity Component of Compound Financial instruments	Capital Reserve	Securities Premium	General reserve	Retained earnings	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Other items	
<b>As at 1st April, 2021</b>	-	-	-	-	493,925.10	79,347.78	-	29,815.17	(985.02)	602,103.03
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-
<b>Restated balance as at 1st April, 2021</b>	-	-	-	-	493,925.10	79,347.78	-	29,815.17	(985.02)	602,103.03
Profit for the year	-	-	-	-	-	61,185.40	-	-	-	61,185.40
<b>Other comprehensive income</b>										
Re-measurement of gain/(loss) on defined benefit plans (net of tax)	-	-	-	-	-	-	-	-	171.22	171.22
Fair value gain/(loss) of equity instruments through other comprehensive income (net of tax)	-	-	-	-	-	-	-	1,729.92	-	1,729.92
<b>Total Comprehensive Income</b>	-	-	-	-	-	61,185.40	-	1,729.92	171.22	63,086.54
Proposed dividend on equity shares	-	-	-	-	-	-	-	-	-	-
MAT Credit lapsed (Refer Note No.29(c))	-	-	-	-	-	(10,382.84)	-	-	-	(10,382.84)
Tax paid thereon	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31st March 2022</b>	-	-	-	-	493,925.10	130,150.34	-	31,545.08	(813.80)	654,806.73

As per our report of even date attached

For Parekh Sharma &amp; Associates

Chartered Accountants

Firm's Regn. No. 129301W

Sd/--

Sujesh Sharma

Partner

M. No. :118944

For and on behalf of the Board of Directors

Sd/--

Gautam P. Khandelwal

Executive Chairman

(DIN: 00270717)

Sd/--

Nidhi Salampuria

Director and Company Secretary (FCS 10448)

(DIN:07138654)

Place: Mumbai

Date: 30th May 2023

Sd/--

Nimis Sheth

Director

(DIN: 00482739)

Sd/--

Santosh Khandelwal

Chief Financial Officer

Place: Mumbai

Date:30th May 2023

**Notes On Standalone Financial Statements For The Year Ended 31st March, 2023****Note – 1****Significant Accounting Policies****1. Corporate Information**

Nagpur Power And Industries Limited ('NPIL' or 'The Company') is a limited Company incorporated and domiciled in India. The Company is a public limited company and its equity shares are listed with Bombay Stock Exchange ("BSE") in India. The registered office of the Company is situated at 20<sup>th</sup> Floor, Nirmal Building, Nariman Point, Mumbai– 400021.

**2. Statement of Compliance**

These standalone financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 as amended by the Companies (Indian Accounting Standard) Rules, 2017 notified under section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

**3. Basis of Preparation**

The standalone financial statements of the Company have been prepared and presented on the going concern basis and at historical cost except for the following assets and liabilities which have been measure at fair value.

- Certain financial assets and liabilities at fair value (refer accounting policy regarding financial instruments)
- Employee's Defined Benefit Plan as per actuarial valuation

**4. Functional and Presentation Currency**

The standalone financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

**5. Use of Estimates**

The preparation of standalone financial statements in conformity with the Indian Accounting Standards requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosures of contingent liabilities on the date of the standalone financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

**6. Classification of Assets and Liabilities as Current and Non-Current**

All assets and liabilities are classified as current and non-current as per the Company's normal operating cycle, and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time lag between the acquisition of assets for processing and their realization in cash and cash equivalents, 12 months period has been considered by the Company as its normal operating cycle.

**7. Overall Consideration**

The standalone financial statements have been prepared applying the significant accounting policies and measurement bases summarized below.

**8. Revenue Recognition****Sale of goods**

The Company recognizes revenue from sale of goods measured at the fair value of the consideration received or receivable, upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term.

**Sale of services**

Sale of services are recognized on satisfaction of performance obligation towards rendering of such services.

**Dividend and interest income**

Dividend from investments are recognized in profit or loss when the right to receive payment is established.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

**9. Property Plant and Equipment**

Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss. Cost comprises the purchase price and any attributable cost of bringing the assets to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognized as an assets if, and only if, it is probable that the economic benefits associated with the item will flow the Company in future periods and the item can be measured reliably. However, cost of excludes indirect taxes to the extent credit of the duty or tax is availed as set off.

Items such as a spare parts, standby equipment and servicing equipment are recognized as PPE when it is held for use in production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise such items are classified as inventory.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of assets. Any gain or loss arising on the disposal or retirement of an item of PPE, is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognized in the Statement of Profit and Loss.

Capital Advance given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under Other Non-current Assets.

Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

**10. Depreciation and Amortization**

Depreciation is recognized on a straight-line basis, based on the useful life of the assets as prescribed under Schedule II of the Companies Act, 2013, except in respect of certain category of assets, where useful life is exceeding those prescribed in Schedule II based on the Chartered Engineer's Valuation Certificate namely:

Assets where useful life differs from Schedule II:

Description	Range of Useful lives in years
Buildings	3 – 10 years
Plant & Equipment	7 - 10 years
Heavy Vehicle	2 years
Office Equipment's	3 - 4 years
Railway Siding	7 years

Depreciation on assets purchased / sold during the period is proportionately charged. The residual value for all the above assets are retained at 5% of the cost. Residual values and useful lives are reviewed and adjusted, if appropriate, for each reporting period.

**11. Intangible Assets**

Intangible assets are stated at cost of acquisition, less accumulated amortization/depletion and accumulated impairment losses, if any, are amortized over a period of 3 years.

Expenditure incurred on development is capitalized if such expenditure leads to creation of any intangible assets, otherwise, such expenditure is charged to the Statement of Profit and Loss.

**12. Impairment of Assets**

At end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated to be less than its carrying amount, the carrying amount of the assets is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

**13. Inventories**

Inventories of raw materials are stated at lower of cost or net realizable value. Work in process is stated at cost. Stores, spares & tools are stated at cost except the obsolete/non usable stores, which are written off for obsolescence. Finished goods and by-products/waste products where cost is ascertainable are stated at lower of cost or net realisable value and by-products / waste products where cost cannot be determined are stated at net realisable value. The reusable waste, which is not ascertainable, is not accounted.

**14. Cash and Cash equivalents and Cash Flow Statement**

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within three months from the date of acquisition and which are readily convertible into cash and which are subject to only an insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby Profit or Loss before tax is appropriately classified for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents include cash in hand, cheques on hand, balances with banks in current accounts and other short- term highly liquid investments with original maturities of three months or less.

**15. Segment reporting**

The Company is principally engaged in extraction of 'High / Medium / Low Carbon Ferro Manganese and Silico Manganese Slag' which is the only Operating reportable segment as per IND AS 108.

**16. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred under finance costs.

**17. Foreign Exchange Transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

At end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing on that date. Non-monetary items that are measured in terms of historical cost in a foreign currency, are not retranslated.

Exchange difference on monetary items are recognised in the Statement of Profit and Loss in the period in which these arise.

**18. Income Taxes**

Tax expense recognized in the Statement of Profit and Loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates in accordance with tax laws that have been enacted or substantively enacted by the end of the reporting period.



Deferred income taxes are calculated using the Balance Sheet approach on temporary differences between the carrying amounts of assets and liabilities in standalone financial statements and the amount used for taxation purposes.

Deferred taxes pertaining to items recognized in other comprehensive income (OCI) are disclosed under OCI.

Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future tax liability. This is assessed based on the Company's forecast of future earnings, excluding non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognized in full, although Ind AS 12 'Income Taxes' specifies some exemptions.

Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Company for specified period of time, hence, it is presented as Deferred Tax Assets.

As a result of these exemptions the Company does not recognize deferred tax liability on temporary differences relating to goodwill, or to its investments in subsidiaries.

## 19. Employee Benefits

### Short-term obligations:

Short term obligations are those that are expected to be settled fully within 12 months after the end of the reporting period. They are recognised up to the end of the reporting period at the amounts expected to be paid at the time of settlement.

### Other Long-term obligations:

The liabilities for earned leave are not expected to be settled wholly within 12 months after end of the period in which the employees render the related service.

Long-term compensated absences are provided for on the basis of an actuarial valuation at the end of each financial year. Actuarial gains / losses, if any, are recognised immediately in Statement of Profit and Loss.

### Defined Contribution Plans:

Contribution payable to recognised provident funds, which are substantially defined contribution plans, is recognised as expense in the Statement of Profit and Loss, as they are incurred.

### Defined Benefit Plan:

The obligation in respect of defined benefit plan, which covers Gratuity, is provided for on the basis of an actuarial valuation at the end of each financial year. Gratuity is funded with an approved trust.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

Re-measurement recognised in other comprehensive income is reflected immediately in OCI Reserve and will not be reclassified to Statement of Profit and Loss.

### Bonus Payable:

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

## 20. Lease:

The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in

exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019 as per Ind As 116.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

In the comparative period, leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments and receipts under operating leases are recognised as an expense and income respectively, on a straight-line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

## 21. Trade receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If the receivable is expected to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business, if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component or pricing adjustments embedded in the contract.

## 22. Provisions and contingent liabilities

### Provisions:

A Provision is recorded when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

### Contingent liabilities:

Whenever there is possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability are considered as contingent liability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

### Contingent Assets:

Contingent assets are not recognised in the standalone financial statements since this may result in recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related assets is not a contingent asset and is recognised.

### 23. Investment in Subsidiaries

The investments in subsidiaries are carried in these standalone financial statements at historical cost except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for as non-current assets held for sale and discontinued operations.

When the Company is committed to a sale plan involving disposal of an investment, or a portion of an investment, in a subsidiary, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met.

Any retained portion of an investment in a Subsidiary that has not been classified as held for sale continues to be accounted for at historical cost.

### 24. Financial Instruments

#### Initial Recognition and Measurement:

Financial assets (other than trade receivables) and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through Statement of Profit and Loss which are measured initially at fair value.

Trade receivables are recognised at their transaction value as the same do not contain significant financing component.

Trade payable is in respect of the amount due on account of goods purchased in the normal course of business. They are recognised at their transaction and services availed value as the same do not contain significant financing component.

#### Classification and Subsequent Measurement:

##### Financial Assets:

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of both

- (a) Business model for managing the financial assets, and
- (b) The contractual cash flow characteristics of the financial asset

A Financial Asset is measured at amortised cost if both of the following conditions are met:

- (i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through Other Comprehensive Income (FVTOCI) if both of the following conditions are met:

- (i) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A Financial Asset shall be classified and measured at fair value through profit or loss (FVTPL) unless it is measured at amortised cost or at fair value through OCI (FVTOCI). All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### Equity Investments:

Equity investments in Subsidiaries and Associates are out of scope of Ind AS 109 and hence, the Company has accounted for its investment in Subsidiaries at cost. All other equity investments are measured at fair value.

Equity instruments, which are held for trading are classified as at FVTPL. For equity instruments other than held for trading, the company has exercised irrevocable option to recognise in other comprehensive income subsequent changes in the fair value.

**Derecognition of financial assets:**

The Company derecognize a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises an associated liability.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the Statement of profit and loss.

**Financial Liabilities and Equity Instruments****Classification as Debt or Equity:**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

**Financial liabilities:**

Financial liabilities are classified, at initial recognition:

- at fair value through Profit or Loss,
- Loans and borrowings, Payables, or
- as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, they are recognised net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings, including bank overdrafts, financial guarantee contracts and derivative financial instruments.

**Subsequent Measurement:**

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

**Financial Liabilities at FVTPL:**

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at FVTPL are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied.

**Loans and Borrowings:**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

**Derecognition of Financial Liabilities:**

The Company de-recognises financial liabilities when and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognised

and the consideration paid and payable is recognised in the statement of profit and loss.

**25. Earnings per share**

Basic earnings per share are calculated by dividing the Net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the Net Profit or Loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are considered for the effects of all dilutive potential equity shares.

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

Note – 2

Property, plant and equipment

F.Y. 2022-23

₹ in Thousand

Sr. No.	Particulars	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
		As at 1st April, 2022	Additions during the year	Disposals /De-recognition during the year	Revaluation recognised in OCI	As at 31st March, 2023	As at 1st April, 2022	For the year	Transfer* *	Disposals /De-recognition during the year	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
(a)	<b>Land :</b>												
	Freehold	181,251.70	-	-	-	181,251.70	-	-	-	-	-	181,251.70	181,251.70
(b)	<b>Buildings :</b>												
	Own use	11,234.45	-	-	-	11,234.45	9,795.38	377.37	-	-	10,172.76	1,061.70	1,439.07
(c)	Plant and equipment	2,905.41	-	-	-	2,905.41	2,739.61	10.26	-	-	2,749.88	155.53	165.80
(d)	Furniture and fixtures	218.52	-	-	-	218.52	180.74	3.05	-	-	183.79	34.72	37.78
(e)	Vehicles*	3,285.56	-	-	-	3,285.56	3,020.47	100.82	-	-	3,121.28	164.28	265.09
(f)	Office equipment	1,012.92	120.25	-	-	1,133.17	450.03	254.74	-	-	704.76	428.41	562.89
(g)	Computers	534.23	185.10	-	-	719.33	473.71	56.92	-	-	530.63	188.70	60.52
(h)	Railway sidings	5,377.77	-	-	-	5,377.77	5,108.88	-	-	-	5,108.88	268.89	268.89
	<b>Total</b>	<b>205,820.56</b>	<b>305.35</b>	<b>-</b>	<b>-</b>	<b>206,125.91</b>	<b>21,768.82</b>	<b>803.16</b>	<b>-</b>	<b>-</b>	<b>22,571.98</b>	<b>183,553.93</b>	<b>184,051.74</b>

F.Y. 2021-22													
Sr. No.	Particulars	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
		As at 1st April, 2021	Additions during the year	Disposals /De-recognition during the year	Revaluation recognised in OCI	As at 31st March, 2022	As at 1st April, 2021	For the year	Transfer* *	Disposals /De-recognition during the year	As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
(a)	<b>Land :</b>												
	Freehold	181,251.70	-	-	-	181,251.70	-	-	-	-	-	181,251.70	181,251.70
(b)	<b>Buildings :</b>												
	Own use	27,532.56	-	16,298.11	-	11,234.45	20,781.25	1,174.62	-	12,160.49	9,795.38	1,439.07	6,751.31
(c)	Plant and equipment	4,702.83	-	1,797.42	-	2,905.41	4,436.89	10.27	-	1,707.55	2,739.61	165.80	265.94
(d)	Furniture and fixtures	737.36	-	518.84	-	218.52	658.22	15.43	-	492.90	180.74	37.78	79.14
(e)	Vehicles*	3,333.80	-	48.24	-	3,285.56	2,965.19	100.82	-	45.54	3,020.47	265.09	368.61
(f)	Office equipment	3,040.42	116.00	2,143.50	-	1,012.92	2,274.40	197.69	-	2,022.06	450.03	562.89	766.03
(g)	Computers	1,354.54	-	820.31	-	534.23	1,216.26	36.76	-	779.30	473.71	60.52	138.29
(h)	Railway sidings	5,377.77	-	-	-	5,377.77	5,108.88	-	-	-	5,108.88	268.89	268.89
	<b>Total</b>	<b>227,330.98</b>	<b>116.00</b>	<b>21,626.42</b>	<b>-</b>	<b>205,820.56</b>	<b>37,441.08</b>	<b>1,535.57</b>	<b>-</b>	<b>17,207.83</b>	<b>21,768.82</b>	<b>184,051.74</b>	<b>189,889.90</b>

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note – 2

## Property, plant and equipment

\* Vehicles acquired under finance lease is recognized under PPE as substantially all the significant risk and rewards incidental to ownership of vehicles under lease have been transferred to the Company.

\*\* This transfer relates to the accumulated depreciation as at the revaluation date that was eliminated against the gross carrying amount of the revalued asset.

## Note – 3

## Other Intangible assets

## F.Y. 2022-23

₹ in Thousand

Sr. No.	Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
		As at 1st April, 2022	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2023	As at 1st April, 2022	Depreciation for the year	Disposals /De-recognition during the year	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
(a)	Computer software	18.00	-	-	18.00	17.30	-	-	17.30	0.70	0.70
	<b>Total</b>	<b>18.00</b>	<b>-</b>	<b>-</b>	<b>18.00</b>	<b>17.30</b>	<b>-</b>	<b>-</b>	<b>17.30</b>	<b>0.70</b>	<b>0.70</b>

## F.Y. 2021-22

₹ in Thousand

Sr. No.	Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
		As at 1st April, 2021	Additions during the year	Disposals /De-recognition during the year	As at 31st March, 2022	As at 1st April, 2021	Depreciation for the year	Disposals /De-recognition during the year	As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
(a)	Computer software	18.00	-	-	18.00	17.30	-	-	17.30	0.70	0.70
	<b>Total</b>	<b>18.00</b>	<b>-</b>	<b>-</b>	<b>18.00</b>	<b>17.30</b>	<b>-</b>	<b>-</b>	<b>17.30</b>	<b>0.70</b>	<b>0.70</b>

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note – 4

## Non-Current Financial Assets - Investments

₹ in Thousand

Particulars	Face Value	Numbers	Numbers	As at	As at
		As at 31st March, 2023	As at 31st March, 2022	31st March, 2023	31st March, 2022
<b>Investment in Equity Instruments</b>					
<b>Unquoted Subsidiaries:</b>					
<b>Carried at Cost</b>					
The Motwane Manufacturing Co. Pvt. Ltd	100	616,531	380,131	353,140.83	238,430.09
<b>Others:</b>					
<b>Carried at Fair Value through Other Comprehensive Income (FVTOCI)</b>					
Electro Steels Limited	10	5,200	5,200	52.00	52.00
				<b>353,192.83</b>	<b>238,482.09</b>
<b>Quoted Others:</b>					
<b>Carried at Fair Value through Other Comprehensive Income (FVTOCI)</b>					
Mahindra & Mahindra Ltd.	5	15,050	15,050	17,438.44	12,138.58
Tata Consultancy Services Ltd.	1	4,755	4,755	15,244.05	17,783.46
				<b>32,682.49</b>	<b>29,922.04</b>
<b>Total</b>				<b>385,875.31</b>	<b>268,404.13</b>

## Other Details:

## i Aggregate Book Value of:

₹ in Thousand

Particulars	As at 31st March, 2023	As at 31st March, 2022
	Quoted Investments	32,682.49
Unquoted Investments	353,192.83	238,482.09
	<b>385,875.31</b>	<b>268,404.13</b>
Aggregate Market Value of Quoted Investments	32,682.49	29,922.04
Aggregate Impairment in Value of Investments	-	-

## ii Disclosure requirement of Ind AS 107- Financial Instruments : Disclosure:

## Equity Instrument (Other than Subsidiary and Associates) designated at FVTOCI:

These Investment have been designated on initial recognition to be measured at FVTOCI as these are long-term investment are not intended for sale.

## Note – 5

Non-Current Financial Assets - Other Financial Assets  
(Unsecured Considered Good unless otherwise stated)

₹ in Thousand

Particulars	As at 31st March, 2023	As at 31st March, 2022
Fixed Deposits with Bank	5,218.02	12,968.02
<b>Total</b>	<b>5,218.02</b>	<b>12,968.02</b>

## Note – 6

## Non-Current Financial Assets - Non-current tax assets (Net)

₹ in Thousand

Particulars	As at 31st March, 2023	As at 31st March, 2022
Income tax paid (net of provision for Tax)	2,372.09	2,391.29
<b>Total</b>	<b>2,372.09</b>	<b>2,391.29</b>

## Note – 7

## Non-Current Financial Assets - Other non-current assets

₹ in Thousand

Particulars	As at 31st March, 2023	As at 31st March, 2022
Security deposits	1,250.97	1,250.97
Balance with government authorities	7,565.78	6,041.34
Prepaid expenses	166.04	231.44
<b>Total</b>	<b>8,982.79</b>	<b>7,523.75</b>



## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note – 8

## Current Financial Assets - Inventories

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Raw materials	-	-
Finished goods	-	-
Others - Stores & Spares	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## Note:

Company's Ferro Alloys unit generated waste during the process of manufacture, which accumulated over the years in and around the main plant. The waste contains slag resources which may be reusable for extracting metal content therein and Company has set up a Metal Recovery Plant for that purpose. The technical consultants have advised the Company that the balance of this accumulated waste in terms of its quality, metal content and realizable value cannot be yet reasonably ascertained. Company therefore not been in a position to account for stock of such balance accumulated waste.

However during the year, company has succeeded to extract some saleable slag resource quantity and which has been sold to the various parties. However at balance sheet date there were no stock lying with the Company.

## Note – 9

## Current Financial Assets – Investments

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Fair Value through Profit and Loss</b>		
<b>Quoted</b>		
Investment in Mutual Funds	12,944.21	10,006.74
Investment in Equity Instruments	107,075.62	133,108.15
Investment in Gold ETF	64,908.52	55,663.40
<b>Total</b>	<b>184,928.35</b>	<b>198,778.29</b>

## Other Details:

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>(i) Aggregate Book Value of:</b>		
Quoted Investments	184,928.35	198,778.29
Unquoted Investments	-	-
	<b>184,928.35</b>	<b>198,778.29</b>
Aggregate Market Value of Quoted Investments	184,928.35	198,778.29

## Note – 10

## Current Financial Assets - Cash and cash equivalents

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Balance with bank		
In Current accounts	110.89	333.24
Cash on hand	12.10	33.25
<b>Total</b>	<b>122.99</b>	<b>366.49</b>

## Note – 11

## Current Financial Assets - Loans

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Loans to Related Parties	3,000.00	102,750.00
<b>Total</b>	<b>3,000.00</b>	<b>102,750.00</b>

## Note:

Disclosure as per Regulation 34 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013 :

## Loans given to Subsidiary:

Particulars	₹ in Thousand	
	Maximum Balance	Amount Outstanding
<b>As at 31st March, 2022</b>		
<b>Subsidiaries:</b>		
The Motwane Manufacturing Co. Pvt. Ltd**	102,750.00	102,750.00
<b>As at 31st March, 2023</b>		
<b>Subsidiaries:</b>		
The Motwane Manufacturing Co. Pvt. Ltd**	106,250.00	3,000.00

Interest rate 10% P.A.. Repayable on demand.

The loan has been utilized for meeting furtherance and expansion of business of subsidiary Company.

\*\*Excluding interest accrued on ICD's which has been separately shown in Note No. 12.

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note – 12

## Current Financial Assets - Other financial assets

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Interest receivables on ICD's	12.82	8,988.66
Interest receivables on others	85.56	365.39
<b>Total</b>	<b>98.38</b>	<b>9,354.05</b>

## Note – 13

Current Financial Assets - Other current assets  
(Unsecured Considered Good unless otherwise stated)

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Advances to employees	16.10	24.61
Advances to supplier of services / goods	4,294.85	2,232.94
Other Receivable	69.88	4.15
<b>Total</b>	<b>4,380.83</b>	<b>2,261.70</b>

## Note – 14

## Equity Share Capital :

Particulars	As on 31st March, 2023		As on 31st March, 2022	
	Number	₹ in Thousand	Number	₹ in Thousand
<b>Authorized Capital</b>				
Equity Shares of Rs. 10/- each	20,000,000	200,000.00	20,000,000	200,000.00
Unclassified Shares of Rs. 10/- each	5,000,000	50,000.00	5,000,000	50,000.00
	<b>25,000,000</b>	<b>250,000.00</b>	<b>25,000,000</b>	<b>250,000.00</b>
<b>Issued, Subscribed and Paid-up</b>				
Equity Shares of Rs. 10/- each fully paid up	13,095,507	130,955.07	13,095,507	130,955.07
<b>Total</b>	<b>13,095,507</b>	<b>130,955.07</b>	<b>13,095,507</b>	<b>130,955.07</b>

## A Reconciliation of the Number of Equity Shares Outstanding is set out below:

	Number of Shares	
	As on 31st March, 2023	As on 31st March, 2022
Equity shares at the beginning of the year	13,095,507	13,095,507
Add: Shares issued during the year	-	-
Less: Shares cancelled / bought back during the year	-	-
Equity shares at the end of the year	13,095,507	13,095,507

B The Equity shares of the Company having voting rights and are subject to the restriction as prescribed under the Companies Act, 2013.

C The company has no holding company. The subsidiary company does not hold any shares in the company.

D Disclosure pursuant to A. Share capital (h,i,j,k,l) of part I of schedule III of companies act, 2013 is NIL.

## e Shareholders holding more than 5% of the aggregate shares in the Company:

	As on 31st March, 2023		As on 31st March, 2022	
	Number	% of holdings	Number	% of holdings
Khandelwals Limited*	-	-	5,641,100	43.08
Zeppelin Investment Pvt Limited*	5,641,100	43.08	-	-
Life Insurance Corporation of India Ltd.	1,585,094	12.1	1,585,094	12.1
Gautam Khandelwal	691,305	5.28	614,144	4.71

\*During current financial year, Khandelwals Limited is amalgamated with Zeppelin Investments Private Limited vide National Company Law Tribunal (NCLT) Order dated 05.08.2022

## F Details of shares held by promoters:

## As at 31st March, 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Geeta P Khandelwal	575,200	-	575,200	4.39	-
Gautam Khandelwal	614,144	77,161	691,305	5.28	12.56%
Suelve G Khandelwal	207,150	-	207,150	1.58	-
Sia G Khandelwal	201,250	-	201,250	1.54	-
Uday Siddharth Khandelwal	201,250	-	201,250	1.54	-
Tara G Khandelwal	200,950	-	200,950	1.53	-
Late Premnath Khandelwal	45,500	-	45,500	0.35	-
Informed Technologies India Limited	254,232	-	254,232	1.94	-
Khandelwals Limited	5,641,100	(5,641,100)	-	-	-100%
Zeppelin Investment Pvt Limited	-	5,641,100	5,641,100	43.08	100%

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

Note – 14

Equity Share Capital :  
As at 31st March, 2022

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Geeta P Khandelwal	575,200	-	575,200	4.39	-
Gautam Khandelwal	614,144	-	614,144	4.71	-
Suelve G Khandelwal	207,150	-	207,150	1.58	-
Sia G Khandelwal	201,250	-	201,250	1.54	-
Uday Siddharth Khandelwal	201,250	-	201,250	1.54	-
Tara G Khandelwal	200,950	-	200,950	1.53	-
Late Premnath Khandelwal	45,500	-	45,500	0.35	-
Informed Technologies India Limited	254,232	-	254,232	1.94	-
Khandelwals Limited	5,641,100	-	5,641,100	43.08	-

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

Note: 15

## Other Equity

For the year ended 31st March, 2023

₹ in Thousand

	Reserves and Surplus									Total
	Share application money pending allotment	Equity Component of Compound Financial instruments	Capital Reserve	Securities Premium	General reserve	Retained earnings	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Other items	
<b>As at 1st April, 2022</b>	-	-	-	-	493,925.10	130,150.34	-	31,545.08	(813.80)	654,806.73
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-
<b>Restated balance as at 1st April, 2022</b>	-	-	-	-	493,925.10	130,150.35	-	31,545.08	(813.80)	654,806.73
Profit for the year	-	-	-	-	-	(14,389.37)	-	-	-	(14,389.37)
<b>Other comprehensive income</b>	-	-	-	-	-	-	-	-	-	-
Re-measurement of gain/(loss) on defined benefit plans (net of tax)	-	-	-	-	-	-	-	-	(201.97)	(201.97)
Fair value gain/(loss) of equity instruments through other comprehensive income (net of tax)	-	-	-	-	-	-	-	2,760.45	-	2,760.45
<b>Total Comprehensive Income</b>	-	-	-	-	-	(14,389.37)	-	2,760.45	(201.97)	(11,830.90)
Proposed dividend on equity shares	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31st March 2023</b>	-	-	-	-	493,925.10	115,760.98	-	34,305.53	(1,015.77)	642,975.84

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

Note: 15

## Other Equity

For the year ended 31st March, 2022

₹ in Thousand

	Reserves and Surplus									Total
	Share application money pending allotment	Equity Component of Compound Financial instruments	Capital Reserve	Securities Premium	General reserve	Retained earnings	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Other items	
<b>As at 1st April, 2021</b>	-	-	-	-	493,925.10	79,347.78	-	29,815.17	(985.02)	602,103.03
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-
<b>Restated balance as at 1st April, 2021</b>	-	-	-	-	493,925.10	79,347.78	-	29,815.17	(985.02)	602,103.03
Profit for the year	-	-	-	-	-	61,185.40	-	-	-	61,185.40
<b>Other comprehensive income</b>										
Re-measurement of gain/(loss) on defined benefit plans (net of tax)	-	-	-	-	-	-	-	-	171.22	171.22
Fair value gain/(loss) of equity instruments through other comprehensive income (net of tax)	-	-	-	-	-	-	-	1,729.92	-	1,729.92
<b>Total Comprehensive Income</b>	-	-	-	-	-	61,185.40	-	1,729.92	171.22	63,086.54
Proposed dividend on equity shares	-	-	-	-	-	-	-	-	-	-
MAT Credit lapsed (Refer Note No.29(c))	-	-	-	-	-	(10,382.84)	-	-	-	(10,382.84)
Tax paid thereon	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31st March 2022</b>	-	-	-	-	493,925.10	130,150.34	-	31,545.08	(813.80)	654,806.73

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note – 16

## Non-current liabilities - Trade Payables

₹ in Thousand

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Dues to Micro, Small and Medium Enterprises (MSME)	-	-
Dues to others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

The balance of Trade Payables are subject to confirmation.

## Trade Payables aging schedule:

As at 31st March, 2023						₹ in Thousand
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	-	-	-	-	-	-

As at 31st March, 2022						₹ in Thousand
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	-	-	-	-	-	-

## Note – 17

## Non-current liabilities – Provisions

₹ in Thousand

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>Provision for Employee Benefits:</b>		
Gratuity	376.96	89.81
Leave Encashment	607.30	581.94
<b>Total</b>	<b>984.26</b>	<b>671.75</b>

## Note – 18

## Current liabilities – Borrowings

₹ in Thousand

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>Secured</b>		
Working capital loans	2,035.59	471.26
<b>Total</b>	<b>2,035.59</b>	<b>471.26</b>

Note: Working capital loan taken interest rate @ 6.0% p.a., which is secured against term deposit with bank.

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note – 19

## Current liabilities - Trade Payables

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Dues to Micro, Small and Medium Enterprises (MSME)	-	-
Dues to others	13.30	-
<b>Total</b>	<b>13.30</b>	<b>-</b>

## (i) Total outstanding dues of Micro, Small and Medium Enterprises (MSME):

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year end.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

(ii) The balance of trade payables are subject to confirmation.

(iii) No dues outstanding with, the name of Micro, Small and Medium Enterprises to whom the Company owes any sum together with interest outstanding for more than 30 days. The Auditors have relied upon this management representation.

## Trade Payables aging schedule:

As at 31st March, 2023						₹ in Thousand
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) MSME	-	-	-	-	-	-
(ii) Others	13.30	-	-	-	-	13.30
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	13.30	-	-	-	-	13.30

As at 31st March, 2022						₹ in Thousand
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	-	-	-	-	-	-

## Note – 20

## Current liabilities - Other Financial liabilities

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Security deposits	223.30	223.30
<b>Total</b>	<b>223.30</b>	<b>223.30</b>

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note – 21

## Current liabilities - Other current liabilities

₹ in Thousand

Particulars	As at 31st March, 2023	As at 31st March, 2022
Statutory liabilities	376.05	572.12
Advances from Customers	-	-
Other payables	185.43	102.87
Provision for Expenses	742.56	999.24
<b>Total</b>	<b>1,304.04</b>	<b>1,674.23</b>

## Movement of provisions during the year as required by Ind AS -37 - 'Provisions, Contingent Liabilities and Contingent Assets' :

## Provision for Expenses:

₹ in Thousand

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Balance at the beginning of the year</b>	<b>999.24</b>	<b>945.73</b>
Add: Created during the year	2,454.81	3,200.42
Less: Settled during the year	2,711.49	3,146.91
Less: Reversed during the year	-	-
<b>Balance at the end of the year</b>	<b>742.56</b>	<b>999.24</b>

## Note – 22

## Current liabilities – Provisions

₹ in Thousand

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Other Provisions:</b>		
Provision for Bonus	41.99	47.82
<b>Total</b>	<b>41.99</b>	<b>47.82</b>

## Note – 23

## Revenue from Operations (Gross)

₹ in Thousand

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Sale of products:		
Domestic	-	1,607.33
Other operating revenues	-	-
<b>Total</b>	<b>-</b>	<b>1,607.33</b>

## Other Operating Revenues

₹ in Thousand

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Scrap Sales	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## Note – 24

## Other Income

₹ in Thousand

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>Interest income on:</b>		
Interest Income	307.40	1,329.54
Interest on ICD to Subsidiary Company	4,014.30	6,734.62
<b>Dividend income from:</b>		
Investment in Mutual Funds	-	-
Investment in Equity Instruments	2,613.84	1,466.42
<b>Profit on Sale of :</b>		
Investment (Net) - Mutual Funds units (measure at FVTPL)	4,071.28	399.05
Investment (Net) - Equity Instruments (measure at FVTPL)	18,321.07	30,504.41
Investment (Net) - Gold Funds units (measure at FVTPL)	203.75	17,280.34
Gain on Fair Valuation of Current Investments (Measure at FVTPL)	(18,485.77)	36,040.07
Other Non-Operating Income	-	1,255.94
<b>Total</b>	<b>11,045.88</b>	<b>95,010.39</b>

## Note – 25

## Purchases of Stock-in-Trade

₹ in Thousand

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Purchase of Manganese Ore	-	1,585.98
<b>Total</b>	<b>-</b>	<b>1,585.98</b>



## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note – 26

## Employee Benefit Expenses

Particulars	₹ in Thousand	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Salaries and Wages, including Bonus and Ex-gratia	7,648.10	7,595.33
Contribution to provident and other funds	887.35	881.72
Staff welfare expenses	432.79	332.45
Stipend	94.28	-
<b>Total</b>	<b>9,062.51</b>	<b>8,809.50</b>

**Note:**  
The employee benefit expenses includes the Whole Time Director's remuneration within the limit approved by share holders at Annual General Meeting held on 30th September, 2022.

## Note – 27

## Finance Costs

Particulars	₹ in Thousand	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest Expenses	84.68	164.23
<b>Total</b>	<b>84.68</b>	<b>164.23</b>

## Note – 28

## Other Expenses

Particulars	₹ in Thousand	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Advertisement and Publicity	112.21	112.47
Auditor's Remuneration (Net of GST) Refer Note No. 27.1	475.00	475.00
Business Promotion expenses	45.92	181.35
Conveyance	408.16	311.92
Director Sitting Fees	397.00	626.00
Insurance Charges	13.82	3.55
Legal & Consultancy Fees	2,154.82	4,501.13
Loss on discard of PPE	-	4,418.59
Membership Fees	425.39	295.35
Motor car expenses	185.63	176.36
Office Expenses	511.66	375.25
Postage Telegram & Telephone	241.94	349.21
Power & Fuel Charges	57.50	87.77
Printing & Stationery	72.80	62.23
Rent, Rates & Taxes	2,051.62	2,268.32
Rent Charges	12.50	24.00
Repairs to Others	1,220.84	1,690.50
Security Expenses	3,885.00	3,216.66
Travelling Expenses-Director	587.31	425.09
Travelling Expenses-Foreign	1,133.67	-
Travelling Expenses-Others	196.01	141.83
Miscellaneous Expenditures	216.10	170.59
Listing Fees	300.00	300.00
<b>Total</b>	<b>14,704.90</b>	<b>20,213.17</b>

## Note - 28.1

## Auditor's' Remuneration (Net of GST)

Particulars	₹ in Thousand	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Audit Fees	300.00	300.00
For other services	175.00	175.00
For reimbursement of expenses	-	-
<b>Total</b>	<b>475.00</b>	<b>475.00</b>

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note – 29

## Tax Expenses

## (a) Income tax expenses recognized in Statement of Profit and Loss

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Current income tax for the year	780.00	3,123.87
Deferred Tax:		
Deferred income tax for the year	-	-
MAT Credit entitlement	-	-
<b>Total income tax expense recognized in statement of profit and loss for the year</b>	<b>780.00</b>	<b>3,123.87</b>

## (b) Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in statement of comprehensive income

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	
Income from continued operation before income taxes	(13,609.37)	
<b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:</b>		
Income taxable under other head i.e. capital gain, house property and other sources	(29,531.65)	
Expenses disallowed	1,677.59	
Expenses allowed on payment basis	(207.71)	
Expenses not deductible in determining taxable profit- Expenses related to exempt income		
Depreciation as per schedule II of Companies Act, 2013	803.16	
Deferred Tax not recognized on assets		
Depreciation as per Income Tax Act, 1961	(284.90)	
1/5th of Transition amount as per sec. 115JB(2C)	-	
Amount Debit to OCI under the head "Items that will not be re-classified to Profit and Loss" other than gain or loss from investment in equity instruments designated FVTOCI	-	
Gain on fair valuation of Investments measured at FVTPL - Non Taxable Income	18,485.76	
Amount of B/f Loss or Unabsorbed depreciation		
<b>Income from business / book profit</b>	<b>(22,667.12)</b>	
Income under capital gains:		
- Short-term capital gain	-	
- Long-term capital gain	6,764.58	
Income taxable under house property head	-	
Income from other sources (after losses set off)	-	
<b>Taxable Income</b>	<b>6,764.58</b>	
<b>Estimated Income Tax expenses</b>	<b>780.00</b>	
<b>Income Tax expense recognized in Statement of Profit and Loss</b>	<b>780.00</b>	

- (c) During Financial Year 2021-22, Company has opted for Section 115BAA of Income Tax Act, 1961 and as per provisions of Section 115BAA, Accumulated MAT credit lying in books of account as on 31st March, 2022 amounting to ₹ 10382.84/- (₹ in Thousand) will not be eligible to be set off. Therefore accumulated MAT credit as deferred tax asset has been reversed through statement of changes in equity. (Refer Note No.15)

## Note – 30

## Other Comprehensive Income (OCI)

Particulars	₹ in Thousand	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>Items that will not be reclassified to Profit and Loss</b>		
Re-measurement gains/ (losses) on defined benefit plans	(201.97)	171.22
Equity Instrument through Other Comprehensive Income	2,760.45	1,729.92
<b>Total (Net)</b>	<b>2,558.48</b>	<b>1,901.14</b>

## Note – 31

## Earnings per Equity Share (EPS)

Particulars	₹ in Thousand	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Nominal value of equity shares (₹)	10	10
Net Profit for the year attributable to Equity Shareholders (₹ in Thousand)	(14,389.37)	61,185.40
Weighted Average Number of Equity Shares Outstanding during the year (Nos.)	13,095,507	13,095,507
<b>Basic earnings per equity shares (₹)</b>	<b>(1.10)</b>	<b>4.67</b>
Dilutive effect on profit		
Net Profit for the year attributable to Equity Shareholders for computing diluted EPS (₹ in Thousand)	(14,389.37)	61,185.40
Dilutive effect on weighted average number of equity shares outstanding during the year	-	-
Weighted Average Number of Equity Shares for computing diluted EPS (Nos.)	13,095,507	13,095,507
<b>Diluted earnings per equity shares (₹)</b>	<b>(1.10)</b>	<b>4.67</b>

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note – 32

## Commitments, Contingent Liabilities and contingent assets:

Particulars	₹ in Thousand	
	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(a) Contingent liabilities</b>		
<b>Claims made against the Company/ disputed liabilities not acknowledgement as debts:</b>		
<b>(i) Legal Claims</b>		
- Sales Tax Demand not provided for pending outcome of appeal*	20,173.54	20,173.54
- Customs Duty Demand not provided for pending outcome of appeal	11,742.50	11,742.50
- Other Matters**	11,199.09	11,199.09
- Income Tax Matters - under appeal	25.61	37.79
<b>(ii) Guarantees</b>		
- Guaranty provided to Dena Bank for working capital requirement of Subsidiary Company	-	-
- Guaranty provided to State bank of India for payment under share purchase agreement for Motwane Manufacturing company Private Limited (purchaser)	-	-
<b>(b) Capital Commitments</b>	-	-
<b>(c) Contingent assets</b>	-	-

\* Out of which documents relating to claim of ₹ 627.00 Thousand are currently not available with the Company.

\*\* Out of which documents relating to claim of ₹ 306.10 Thousand are currently not available with the Company.

**Note:**

In respect of Item no. (a) (i) above, the Company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary. Future cash outflow on (a) (i) & (ii) above is determinable only on the receipt of judgment / decision pending with respective authorities / department / Hon'ble court and or completion of negotiations / settlement.

## Note – 33

**Provision for employee benefits****(i) Gratuity**

The Company contributes to defined benefit schemes for Gratuity which is administrated through duly constituted and approved independent trust. The liability for Gratuity and Leave encashment is determined on the basis of actuarial valuation made at the year end.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) Method as prescribed by the Ind AS-19 - 'Employee Benefits', which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up final obligation.

**(ii) Compensated Absences/Leave Encashment:**

The Company also extends defined plans in the form of Compensated absences/leave encashment to employees. Provisions for compensated absences is made on actuarial valuation basis.

The company is exposed to various risks as regards its obligation towards gratuity benefit and leave salary which are as follows:

(i) Interest Rate Risk, (ii) Liquidity Risk, (iii) Salary Escalation Risk, (iv) Regulatory Risk, (v) Market Risk and (vi) Investment Risk

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

	Particulars	Gratuity		Leave encashment	
		As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
(i)	<b>Reconciliation of Present Value of the Obligation:</b>				
	Opening Defined Benefit Obligation	3,551.03	3,622.86	581.94	555.43
	<b>Adjustments of:</b>				
	Current Service Cost	180.30	181.46	87.68	77.89
	Interest Cost	210.77	214.35	18.74	34.32
	Actuarial Loss/(Gain)	-	-	-	-
	Liabilities assumed on Acquisition/(Settled on Divestiture)				
	Benefits Paid	(268.13)	(331.02)	(581.94)	(3.68)
	Other (Employee Contribution, Taxes, Expenses)	(288.38)	-	-	-
	Remeasurements - Due to Financial Assumptions	(116.10)	(39.15)	(49.16)	(16.00)
	Remeasurements - Due to Experience Adjustments	305.25	(97.47)	550.04	(66.02)
	<b>Closing Defined Benefit Obligation</b>	<b>3,574.74</b>	<b>3,551.03</b>	<b>607.30</b>	<b>581.94</b>
(ii)	<b>Reconciliation of Fair Value of the Plan Assets:</b>				
	Opening Fair Value of the Plan Assets	3,483.83	3,421.46	-	-
	<b>Adjustments of:</b>				
	Return on Plan Assets	243.52	216.80	581.94	3.68
	Actuarial Gain/(Loss)	-	-	-	-
	Contributions by the Employer	89.81	224.01	-	-
	Assets Acquired on Acquisition/(Distributed on Divestiture)	-	-	-	-
	Benefits Paid	(268.13)	(331.02)	(581.94)	(3.68)
	Other (Employee Contribution, Taxes, Expenses)	(288.37)	-	-	-
	Remeasurements - Return on Assets (Excluding Interest Income)	(40.27)	(47.42)	-	-
	<b>Closing Fair Value of the Plan Assets</b>	<b>3,220.39</b>	<b>3,483.83</b>	<b>-</b>	<b>-</b>
(iii)	<b>Net Liabilities/(Assets) recognized in the Balance Sheet:</b>				
	Present Value of the Defined Benefit Obligation at the end of the period	3,574.74	3,551.03	607.30	581.94
	Fair Value of the Plan Assets	3,220.39	3,483.83	-	-
	<b>Net Liabilities recognized in the Balance Sheet</b>	<b>354.35</b>	<b>67.20</b>	<b>607.30</b>	<b>581.94</b>
	Short term liability	1,674.90	1,477.44	41.50	46.38
(iv)	<b>Amount recognized in Salary and Wages under Employee Benefits Expense in the Statement of Profit and Loss:</b>				
	Current Service Cost	180.30	181.46	87.67	77.89
	Interest on Defined Benefit Obligation (Net)	(32.75)	(2.45)	18.74	34.32
	Net Cost	147.55	179.02	106.41	112.21
	Capitalized as Pre-Operative Expenses in respect of Net Charge to the Statement of Profit and Loss	-	-	-	-
	<b>Net Charge to the Statement of Profit and Loss</b>	<b>147.55</b>	<b>179.02</b>	<b>106.41</b>	<b>112.21</b>
(v)	<b>Amount recognized in Other Comprehensive Income (OCI) for the Year:</b>				
	Changes in Financial Assumptions	(116.10)	(39.15)	(49.16)	(16.00)
	Experience Adjustments	305.25	(97.47)	550.04	(66.02)
	Actual return on Plan Assets less Interest on Plan Assets	40.27	47.42	-	-
	<b>Recognized in OCI for the year</b>	<b>229.42</b>	<b>(89.20)</b>	<b>500.88</b>	<b>(81.02)</b>

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

(vi)	<b>The major categories of Plan Assets as a % of total plan:</b>				
	Insurance Policies	100%	100%	0%	0%
	<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>0%</b>	<b>0%</b>
(vii)	<b>Experience Adjustments on Present Value of DBO and Plan Assets</b>				
	(Gain)/Loss on Plan Liabilities	305.25	(97.47)	550.04	(66.02)
	% of Opening Plan Liabilities	(8.60%)	(2.69%)	(94.52%)	11.89%
	(Gain)/Loss on Plan Liabilities	(40.27)	(47.42)	-	-
	% of Opening Plan Liabilities	(1.16%)	(1.39%)	-	-
(viii)	<b>Principal Actuarial Assumptions:</b>				
	Discount Rate	7.17%	6.44%	-	-
	Salary Escalation Rate	5.00%	5.00%	-	-
	Withdrawal Rate	1.00%	1.00%	-	-
	Attrition Rate			0	1.00%
	Normal Retirement Age	60 years	60 years	60 years	60 years
	Adjusted Average Future Service	5	5	-	-
	Leave Encashment Rate during employment	-	-	0%	0%
	Leave Availment Rate	-	-	1%	1%
Mortality Tables			Indian Assured Lives Mortality (2006-08)		

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note -34

## Financial Instruments: Fair values Measurement

## (A) Accounting Classification and Fair Value Hierarchy

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2: Inputs other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3: If one or more significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity instruments and certain debt instruments which are valued using assumptions from market participants.

Set out below, is a comparison by category of the carrying amounts and fair value of the Company's financial instruments.

## As on 31st March, 2023:

₹ in Thousand

Particulars	Carrying Amount			Fair Value	Fair value hierarchy
	FVTPL	FVTOCI	Amortised		
<b>Financial Assets</b>					
<b>Non Current:</b>					
Investment in quoted equity shares	-	32,682.49	-	32,682.49	Level 1
Investment in unquoted equity shares	-	3,53,192.83	-	3,53,192.83	Level 3
<b>Current:</b>					
Investments in Equity Instruments	1,07,075.62	-	-	1,07,075.62	Level 1
Investments in Mutual Funds	12,944.21	-	-	12,944.21	Level 2
Investment in Gold ETF	64,908.52	-	-	64,908.52	Level 1
Cash and Cash Equivalents	-	-	122.99	122.99	-
	<b>1,84,928.35</b>	<b>3,85,875.31</b>	<b>122.99</b>	<b>5,70,926.66</b>	
<b>Financial Liabilities</b>					
Borrowings	-	-	2,035.59	2,035.59	-
Trade Payables	13.30	-	-	13.30	-
Other Financial Liabilities	223.30	-	-	223.30	-
	<b>236.60</b>	<b>-</b>	<b>2,035.59</b>	<b>2,272.19</b>	

## As on 31st March, 2022:

₹ in Thousand

Particulars	Carrying Amount			Fair Value	Fair value hierarchy
	FVTPL	FVTOCI	Amortised		
<b>Financial Assets</b>					
<b>Non Current:</b>					
Investment in quoted equity shares	-	29,922.04	-	29,922.04	Level 1
Investment in unquoted equity shares	-	2,38,482.09	-	2,38,482.09	Level 3
<b>Current:</b>					
Investments in Equity Instruments	1,33,108.15	-	-	1,33,108.15	Level 1
Investments in Mutual Funds	10,006.74	-	-	10,006.74	Level 2
Investment in Gold ETF	55,663.40	-	-	55,663.40	Level 1
Cash and Cash Equivalents	-	-	366.49	366.49	-
	<b>1,98,778.29</b>	<b>2,68,404.13</b>	<b>366.49</b>	<b>4,67,548.91</b>	
<b>Financial Liabilities</b>					
Borrowings	-	-	471.26	471.26	-
Trade Payables	-	-	-	-	-
Other Financial Liabilities	223.30	-	-	223.30	-
	<b>223.30</b>	<b>-</b>	<b>471.26</b>	<b>694.56</b>	

**Notes On Standalone Financial Statements For The Year Ended 31st March, 2023****Note -34****Financial Instruments: Fair values Measurement****Key inputs:**

- i Listed Equity Investments (other than Subsidiaries, Joint Ventures and Associates): Quoted Bid Price on Stock Exchange (Level 1)
- ii Mutual Funds: Based on Net Asset Value of the Scheme (Level 2)
- iii The management assessed that fair value of cash and bank balances, trade receivables, loans, trade payables, borrowings, other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- iv During the reporting period ending 31st March, 2023 and 31st March, 2022, there was no transfer between Level 1 and Level 2 fair value measurement.

**Note -35****Financial Instruments: Financial Risk Management**

The Company's activities exposes it to various risk such as market risk, liquidity risk and credit risks. This section explains the risks which the Company is exposed to and how it manages the risks.

The Board of Directors ('Board') oversee the management of these risks through its Risk Management Committee. The Company's Risk Management Policy has been formulated by the Risk Management Committee and approved by the Board. The Policy articulates on the Company's approach to address uncertainties in its endeavor to achieve its stated and implicit objectives. It also prescribes the roles and responsibilities of the Company's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate risks in order to minimize potential adverse effects on the Company's financial performance.

The Board of Directors reviews and agrees on policies for managing each of these risks, which are summarized below. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Trade receivables, Other Cash and cash equivalents, Bank balances other than cash and cash equivalents, Security deposits, Loans and other financial assets	Credit ratings and Ageing analysis	Diversification of counterparties, investment limits, check on counterparties basis credit rating and number of overdue days
Liquidity Risk	Borrowings, Trade payables, Deposits from dealers and other financial liabilities	Maturity analysis	Preparing and monitoring forecasts of cash flows and maintaining sufficient cash and cash equivalents
Market Risk- Foreign Exchange	Financial assets and liabilities denominated in other than functional currency	Sensitivity analysis	Exposure limits
Market Risk- Price risk	Investment in equity instruments	Sensitivity analysis	Strategic investment
Market Risk- Interest rate risk	Security deposits	Sensitivity analysis	Periodical reset of interest rate linked to market

**1 Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivable from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

**(i) Trade receivables**

Exposure to credit risk is influenced mainly by the individual characteristics of each customer in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

However Company is providing credit period of 15 days only to some specific customers and in other case, Company has collecting advance against sales. Therefore on reporting date all debtors were realized. Accordingly, requirement of provision is not arised.

**(ii) Financial assets other than trade receivables**

Credit risk from balances with banks and financial institutions is managed by the CFO in accordance with it's policy. Surplus funds are parked only within approved investment categories. Investment category is periodically reviewed by the Company's Board of Directors.

The Company held cash and cash equivalents of ₹ 122.99 Thousand as on 31st March, 2023 (Previous year ' ₹ 366.49 Thousand). The cash and cash equivalent's are held with bank counterparties with good credit ratings.

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

**2 Liquidity Risk**

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

**Maturity profile of financial liabilities**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

As on 31st March, 2023		₹ in Thousand		
Particulars	Working Capital Borrowings	Trade Payables	Other Financial Liabilities	
(I) Carrying Amount	2,035.59	13.30	223.30	
(II) Contractual Cash flow:				
Less than 12 months	2,035.59	13.30	-	
More than 12 months	-	-	223.30	

As on 31st March, 2022		₹ in Thousand		
Particulars	Working Capital Borrowings	Trade Payables	Other Financial Liabilities	
(I) Carrying Amount	471.26	-	223.30	
(II) Contractual Cash flow:				
Less than 12 months	471.26	-	-	
More than 12 months	-	-	223.30	

**Maturity profile of liquid financial assets**

Surplus fund Investments in Equity, Mutual Funds, Bonds and short-term deposits etc.		₹ in Thousand	
Period	Carrying Amount	Less than 12 months	More than 12 months
31st March, 2023	570,803.67	184,928.35	385,875.31
31st March, 2022	467,182.42	198,778.29	268,404.13

Company's surplus funds are more than to total borrowings outstanding as on 31st March, 2023. Hence, the liquidity risk is very low.

**3 Market Risk**

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Company's income or the value of its holdings of financial instruments.

Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt.

Management exposed to market risk primarily related to the market value of investments and interest rate risk. Thus, our exposure to market risk is function of investing and borrowing activities only.

**4 Interest Rate Risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in interest rates.

**Exposure to interest rate risk**

Company's interest rate risk arises from borrowings. The interest rate profile the Company's interest bearing financial instruments as reported to the management of the Company

	31st March, 2023	31st March, 2022
Variable rate Borrowings	7.75%	6.50%



## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

**Capital Management**

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

The Company monitors capital using debt to equity ratio.

₹ in Thousand

Particulars	As at 31st March, 2023	As at 31st March, 2022
Noncurrent Borrowings	-	-
Current Borrowings	2,035.59	471.26
<b>Gross Debts</b>	2,035.59	471.26
Less: Cash and cash equivalents	(122.99)	(366.49)
<b>Net Debts</b>	1,912.60	104.78
<b>Total Equity</b>	7,73,930.91	7,85,761.80
<b>Adjusted Net Debt to Equity ratio</b>	0.002	0.000

## Note-36

## Related Party Disclosures

(ii) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Name of Related Party	Nature of Relationship
1	Khandelwals Limited	Enterprise that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprises.
2	Informed Technologies India Ltd.	
3	Zeppelin Investments Pvt .Ltd.	
4	The Motwane Manufacturing Co. Pvt .Ltd.	Subsidiary Company
5	Telemetry Equipments Pvt. Ltd.	Step-down Subsidiary Company
6	Mr. Gautam Khandelwal	Executive Chairman
7	Mrs. Nidhi Salampuria	Company Secretary and Non-Executive Director
8	Mr. Virat Mehta	Independent-Director
9	Mr. Nimis Sheth	Independent-Director
10	Mr. Shyam Kanbargi	Independent-Director
11	Mr. Ajit Kantelia	Non Executive Director
12	Mr. Santosh Khandelwal	Chief Financial Officer

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note -36

## Related Party Disclosures

₹ in Thousand

(ii) Transactions during the year with related parties:		For the Year ended 31.03.2023				For the Year ended 31.03.2022			
Sr No.	Nature of Transactions	Holdin g Compa ny	Subsidiar ies	Key Manager ial Personn el	Total	Holdin g Compa ny	Subsidiar ies	Key Manager ial Personn el	Total
1	Sale of Services	-	-	-	-	-	-	-	-
2	Purchase of Services	-	-	-	-	-	-	-	-
3	Payment to Key Managerial Personnel – Salaries	-	-	5,676.21	5,676.21	-	-	5,690.61	5,690.61
4	Payment to Key Managerial Personnel - Sitting Fees	-	-	397.00	397.00	-	-	626.00	626.00
5	Payment to Key Managerial Personnel – Stipend	-	-	-	-	-	-	-	-
6	Interest Income	-	4,014.30	-	4,014.30	-	6,734.62	-	6,734.62
7	Deposit Given for Appointment of Director-Subsidiary co	-	100.00	-	100.00	-	-	-	-
8	Deposit obtained for reappoint of Director	-	-	100.00	100.00	-	-	-	-
9	Repayment of Deposit obtained for reappoint Director	-	-	100.00	100.00	-	-	-	-
10	Received from Subsidiary com for appointment -director	-	100.00	-	100.00	-	-	-	-
<b>Outstanding Balances:</b>									
1	Due to Company	-	-	-	-	-	-	-	-
2	Due by Company-ICD	-	3,000.00	-	3,000.00	-	1,02,750.00	-	1,02,750.00
3	Due by Company-Interest accrued on ICD	-	12.82	-	12.82	-	8,988.66	-	8,988.66

## Notes:

- (a) No amounts have been written off / provided for or written back during the year in respect of debts due from or to related parties.

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

Note- 37  
Ratio analysis

Sr. No.	Ratio	Numerator	Denominator	2022-23	2021-22	% variance	Reason for Variance
(a)	Current ratio	Current Assets	Current Liabilities	53.21	129.73	-58.98%	Current ratio has been decreased as compared to previous year on account of receipt of ICD from subsidiary during current year.
(b)	Debt-equity ratio	Total Debt	Shareholders Equity	-	-	-	-
(c)	Debt service coverage ratio	<b>Earnings available for debt service</b> = Net profit before taxes + Non-cash operating expenses + interest	<b>Debt service</b> = Interest & Lease Payments + Principal Repayments	-	-	-	-
(d)	Return on equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	-1.85%	8.06%	-122.90%	Return on equity has been decrease on account of unrealised loss on fair valuation of current and non current investment during the year.
(e)	Inventory turnover ratio	Sales	Average Inventory	-	-	-	-
(f)	Trade receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	-	-	-	-
(g)	Trade payables turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	-	-	-	-
(h)	Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	-	-	-	-
(i)	Net profit ratio	Net Profit	Net sales = Total sales - sales return	-	-	-	-
(j)	Return on capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	-1.75%	8.20%	-121.29%	Return on capital employed has been decrease on account of unrealised loss on fair valuation of current and non current investment during the year.
(k)	Return on investment	Income from investments	Average non current investments and current investment	1.30%	19.09%	-93.21%	Return on investment has been increased due to profit on sale of some investment during the year.

## Notes On Standalone Financial Statements For The Year Ended 31st March, 2023

## Note- 38

## Additional Information Details :

- 1 The declaration filed under the Urban Land (Ceiling and Regulation) Act, 1976 in respect of the Company's holding in excess of the ceiling prescribed under the said Act and the application for exemption filed under section 20 of the said act, to retain these lands are under consideration of the concerned authorities.
- 2 The Company has only one reportable segment of activity namely manufacture of "High/Medium / Low Carbon Ferro Manganese and Silico Manganese Slag".
- 3 Deferred tax assets for unused tax loss carry forward or unused tax credit if, and only if, it is considered probable that there will be sufficient future taxable profit against which the loss or credit carry forwards can be utilized. However In the opinion of the management, there is no probability of taxable profit in near foreseeable future. Therefore deferred tax asset has not been recognised.

## Detail of deferred tax assets (DTA) is as follows:

Particulars	₹ in Thousand	
	Deferred Tax Assets	
As on 31st March, 2020	33,852.39	
Less: DTL for the year	8,994.22	
As on 31st March, 2021	24,858.17	
Less: DTL for the year	2,741.19	
As on 31st March, 2022	22,116.98	
Less: DTL for the year	8,013.92	
As on 31st March, 2023	14,103.05	

- 4 The Company was engaged in the manufacturing of Ferro manganese (high carbon and medium carbon) and silico manganese through electro metallurgical process since inception. The Company discontinued this business in 2011 on account of a number of business challenges including high volatility, higher input costs, raw material shortages etc. The Company had also set up a solid waste recovery division to process the slag which was generated during the production of Ferro alloys. After the Ferro alloys business was discontinued, the company has continued to produce low Ferro manganese (slag) through its profitable slag recovery process. The Company has been actively exploring other business opportunities since it discontinued the Ferro alloys business.

The Company has exploring various possibilities for developing the land including the development of a large warehousing facility and other commercial real estate. The Company's efforts to date have not yielded a commercially viable proposition, although it is continuing to put in efforts in this regard. The Company has invested its surplus funds in bank deposits and financial securities, and the income from these investments exceeds the income that the company generates from its curtailed business operations.

During the previous financial years and as well as in current financial year company's financial assets and financial income constitute more than 50% of the total assets and income.

Thus, management sought clarification from RBI on meeting criteria applicability of section 45-IA of RBI Act, 1934 through letter dated 23rd February, 2022, which stated that company's principal business is not to undertake financial activities and expects its financial assets and financial income to be in excess of its business assets and income from operations.

In response to above RBI clarified in letter dated 15th March, 2022 that company is meeting the principal business criteria for NBFCs as specified in Bank's press release 99/1269 dated April 8, 1999 as on 31st March, 2021.

Considering above, Company is required to obtain NBFC registration under section 45-IA of RBI Act, 1934 and as per explanation given to us the company has initiated process of applying for registration of NBFC under section 45-IA of RBI Act, 1934.

- 5 Standards notified but not yet effective  
There are no new standards that are notified, but not yet effective, Upto the date of issuance of the Company's financial statements.
- 6 The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 7 The Company do not have any transactions with companies struck off.
- 8 The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 9 The Company have not any such transaction which is not recorded in the books of accounts that has been

surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

10 The figures of previous year have been regrouped and rearranged wherever necessary.

As per our report of even date attached

**For Parekh Sharma & Associates**

Chartered Accountants

Firm's Regn. No. 129301W

**Sd/--**

**Sujesh Sharma**

Partner

M. No. :118944

**For and on behalf of the Board of Directors**

**Sd/--**

**Gautam P. Khandelwal**

Executive Chairman

(DIN: 00270717)

**Sd/--**

**Nimis Sheth**

Director

(DIN: 00482739)

**Sd/--**

**Nidhi Salampuria**

Director and Company Secretary (FCS 10448)

(DIN:07138654)

**Sd/--**

**Santosh Khandelwal**

Chief Financial Officer

Place: Mumbai

Date:30th May 2023

Place: Mumbai

Date: 30th May 2023

## Independent Auditors' Report

To the Members of

Nagpur Power and Industries Limited

Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of **Nagpur Power and Industries Limited** (hereinafter referred to as "the Holding Company") and its subsidiary 'The Motwane Manufacturing Company Private Limited (Holding Company and its subsidiary together referred to as "the Group")', which comprise the consolidated balance sheet as at 31st March 2023, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2023, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those 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 ('ICAI'), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Key Audit Matters

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

There are no key audit matters identified in our audit.

### Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditors' report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management Responsibility for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the entities 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 each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity 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 entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the entity 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 in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Group (Holding company and subsidiaries) 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 such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) planning the scope of our audit work and in evaluating the results of our work and
- (ii) to evaluate the effect of any identified misstatement in the Consolidated Financial Statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

#### **Other Matter**

We did not audit the financial statements of the subsidiary company, namely, Motwane Manufacturing Company Private Limited whose financial statement reflects total assets of ₹322956.93/- (₹ in Thousand) as at 31<sup>st</sup> March 2023, total revenue of ₹438334.68/- (₹ in Thousand) and loss after tax of ₹22883.41/- (₹ in Thousand) for the year ended on that date, as considered in the consolidated Financial Statement. These Consolidated Financial statement and other information have been audited by the other auditor whose report has been furnished to us by the management, and our opinion on the Consolidated financial statement, in so far as it relates in terms of sub-section (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the report of the other auditor.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- A. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records.
  - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Holding Company and its subsidiaries which are incorporated in India, as on 31<sup>st</sup> March 2023 and taken on record by the Board of Directors of respective companies, none of the directors of the Group companies incorporated in India is disqualified as on 31<sup>st</sup> 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 financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- B. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31<sup>st</sup> March



- 2023 on the consolidated financial position of the Group. Refer Note 40 to the consolidated financial statements
- .  
ii. The company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India during the year ended 31st March 2023.
- iv. The respective Managements of the Company and its subsidiaries which are companies incorporated in India, have represented to us that to the best of their knowledge and belief that no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Based on reasonable audit procedures adopted by us, nothing has come to our notice that such representation contains any material misstatement.
- v. The respective Managements of the Company and its subsidiaries which are companies incorporated in India, have represented to us to the best of their knowledge and belief that no funds (which are material either individually or in aggregate) have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Based on reasonable audit procedures adopted by us, nothing has come to our notice that such representation contains any material misstatement.
- C. With respect to the matter to be included in the Auditors' report under Section 197(16):  
In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**Mumbai**  
**30<sup>th</sup> May 2023**

**For Parekh Sharma & Associates**  
Chartered Accountants  
Firm's Registration No:129301W

Sd/-  
**Sujesh Sharma**  
Partner  
**Membership No.:118944**  
**UDN: 2311899BGTPHQ4206**

## Annexure A

TO THE INDEPENDENT AUDITOR'S REPORT ON THE ACCOUNTS FOR THE YEAR ENDED  
31ST MARCH 2023.

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the consolidated financial statements for the year ended 31st March 2023, we report the following:

(xxi) According to the information and explanations given to us, and based on the CARO reports issued by us for the Company and based on our consideration of CARO reports issued by the respective auditors of the Company's incorporated in India, such subsidiaries as referred to in above, we report that there are some adverse remarks in CARO report of The Motwane Manufacturing Co. Private Limited. Extract of those adverse remarks are given below:

## 1. Clause 1 (c):

According to the information and explanation given to me, and on the basis of my examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except one property - the details of which is given below:

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company*
Land bearing Survey No.25216 situated at Village Pathardi, Tal &Dist- Nashik	₹54.69 Lakhs	Mrs. Suelve Gautam Khandelwal	Relative of Director	11 Years	This being Agricultural Land, due to technical reason. company was unable to buy the property in its own name.

In case immovable property of Pune Unit where the company is the lessee – the lease agreement continues to be in the name of Telemetrics Equipments Private Limited which was merged with the company w.e.f. 01.04.2022.

## **Annexure B to the Independent Auditor's Report on the accounts for the year ended 31<sup>st</sup> March 2023**

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

In conjunction with our audit of the consolidated financial statements of Nagpur Power And Industries Limited ("the Holding Company") as of 31st March 2023, we have audited the internal financial controls with reference to the financial statements of the Holding Company and its subsidiary, which are incorporated in India as of that date.

#### **Opinion**

In our opinion, the Holding Company and its subsidiaries which are incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2023, based on the internal control with reference to financial statements criteria established by the Holding Company and its subsidiaries which are incorporated in India, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

#### **Other Matters**

Our aforesaid report under section 143(3)(i) of the act on the adequacy and operation effectiveness of the internal financial controls over financial reporting in so far as it related to a subsidiary company incorporated in India, based on the corresponding report of the auditor of such company.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding company and its subsidiaries which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding company and its subsidiaries, which are incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective entity'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 internal financial controls with reference to financial statements of the Holding Company and its subsidiaries which are incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 internal financial control system with reference to financial statements of the Holding Company and its subsidiaries which are incorporated in India.

**Meaning of Internal Financial Controls with reference to Financial Statements**

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

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, misstatement due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements may become inadequate because of changes in the conditions or that the degree of compliance with the policies or procedures may deteriorate.

**For Parekh Sharma & Associates**  
Chartered Accountants  
Firm's Registration No:129301W

Sd/--  
**Sujesh Sharma**  
Partner  
Membership No:118944  
**UDIN: 23118944BGTPHQ4206**

Mumbai  
30<sup>th</sup> May, 2023

## Consolidated Balance Sheet as at 31st March, 2023

Particulars	Note No.	₹ in Thousand	
		As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2	219,609.42	218,020.45
Other intangible assets	3	344,345.66	249,959.00
Capital work- in-progress	4	511.15	500.00
Financial assets			
Investments	5	32,734.49	29,974.04
Others financial assets	6	7,643.44	14,611.40
Deferred tax assets (Net)	7	187.25	481.13
Non-current tax assets (Net)	8	2,372.09	2,391.29
Other non-current assets	9	14,852.60	14,300.22
		<b>622,256.10</b>	<b>530,237.54</b>
<b>Current assets</b>			
Inventories	10	113,979.16	122,204.44
Financial assets			
Investments	11	184,928.35	198,778.29
Trade receivables	12	81,129.78	74,928.38
Cash and cash equivalents	13	1,429.76	1,235.65
Bank balance other than cash and cash equivalents	14	16,557.64	24,338.03
Loans		-	-
Other financial assets	15	820.39	1,163.77
Other current assets	16	17,959.88	17,250.03
		<b>416,804.96</b>	<b>439,898.59</b>
<b>TOTAL ASSETS</b>		<b>1,039,061.06</b>	<b>970,136.13</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	17	130,955.07	130,955.07
Other equity	18	682,061.58	625,977.17
Non-controlling interest	19	16,115.64	17,149.11
<b>Total equity</b>		<b>829,132.30</b>	<b>774,081.35</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	20	16,207.66	12,027.73
Trade payables	21	-	-
Total Outstanding dues of micro enterprise and small enterprises and		-	-
Total Outstanding dues of creditors other than micro enterprise and small enterprises		-	-
Other financial liabilities	22	512.50	512.50
Provisions	23	5,225.50	4,620.63
<b>Total Non-current liabilities</b>		<b>21,945.66</b>	<b>17,160.86</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	24	112,472.72	98,238.57
Trade payables	25	-	-
Total Outstanding dues of micro enterprise and small enterprises and		1,244.95	595.78
Total Outstanding dues of creditors other than micro enterprise and small enterprises		38,297.45	44,083.72
Other financial liabilities	26	223.30	223.30
Other current liabilities	27	30,770.62	27,891.94
Provisions	28	4,974.07	7,860.61
<b>Total current liabilities</b>		<b>187,983.10</b>	<b>178,893.92</b>
		<b>209,928.77</b>	<b>196,054.78</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,039,061.06</b>	<b>970,136.13</b>

Significant accounting policies 1  
The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date attached

**For Parekh Sharma & Associates**

Chartered Accountants  
Firm's Regn. No. 129301W

Sd/-

**Sujesh Sharma**

Partner  
M. No. :118944

**For and on behalf of the Board of Directors**

Sd/-

**Gautam P. Khandelwal**

Executive Chairman  
(DIN: 00270717)

Sd/-

**Nidhi Salampuria**

Director & Company  
Secretary (FCS 10448)  
(DIN:07138654)

Place: Mumbai

Date: 30<sup>th</sup> May 2023

Sd/-

**Nimis Sheth**

Director  
(DIN: 00482739)

Sd/-

**Santosh Khandelwal**

Chief Financial Officer

Place: Mumbai

Date: 30<sup>th</sup> May 2023

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

		₹ in Thousand		
Particulars	Note No.	Year Ended 31st March, 2023	Year Ended 31st March, 2022	
I	Revenue from operations	29	438,334.68	329,954.98
II	Other income	30	11,077.00	92,989.57
III	<b>Total Income ( I + II )</b>		<b>449,411.68</b>	<b>422,944.55</b>
IV	<b>Expenses</b>			
	Cost of materials consumed	31	183,221.99	135,037.16
	Purchases of Stock-in-Trade	32	-	1,585.98
	Changes in inventories of finished goods and work-in-progress	33	(7,063.58)	1,963.45
	Employee benefits expenses	34	154,828.56	127,715.33
	Finance costs	35	14,690.97	12,034.26
	Depreciation and amortization expense	36	29,632.52	26,291.49
	Other expenses	37	110,240.60	86,111.21
	<b>Total Expenses</b>		<b>485,551.06</b>	<b>390,738.88</b>
V	<b>Profit /(Loss) before exceptional items and tax (III-IV)</b>		<b>(36,139.38)</b>	<b>32,205.67</b>
VI	Exceptional items		-	-
VII	<b>Profit/(Loss) Before Tax (V-VI)</b>		<b>(36,139.38)</b>	<b>32,205.67</b>
VIII	<b>Tax Expense</b>	38		
	Current tax		780.00	5,773.87
	Excess Provision for Income Tax / MAT Earlier Year		59.51	(177.73)
	Deferred tax		293.88	68.94
IX	<b>Profit/(Loss) for the year (VII-VIII)</b>		<b>(37,272.77)</b>	<b>26,540.59</b>
X	<b>Other Comprehensive Income</b>	39		
(i)	<b>Items that will not be reclassified to statement of profit and loss</b>			
	Re-measurement gains/(losses) on defined benefit plans		(1,507.47)	10.88
	Fair value gains/ (losses) on Equity instruments		2,760.45	1,729.92
	Income tax effect on above			
(ii)	<b>Items that will be reclassified to statement of profit and loss</b>			
	Debt instruments through Other Comprehensive Income			
	Income tax effect on above			
	<b>Total Other Comprehensive Income</b>		<b>1,252.98</b>	<b>1,740.80</b>
XI	<b>Total Comprehensive Income/(Loss) for the year (IX+X)</b>		<b>(36,019.79)</b>	<b>28,281.38</b>
	<b>Profit/(Loss) attributable to:</b>			
	Owners of the Company		(36,405.36)	30,405.10
	Non-Controlling Interest		(867.41)	(3,864.51)
			<b>(37,272.77)</b>	<b>26,540.59</b>
	<b>Other Comprehensive Income/(Loss) attributable to:</b>			
	Owners of the Company		1,419.04	1,728.83
	Non-Controlling Interest		(166.06)	11.96
			<b>1,252.98</b>	<b>1,740.80</b>
	<b>Total Comprehensive Income/(Loss) attributable to:</b>			
	Owners of the Company		(34,986.32)	32,133.94
	Non-Controlling Interest		(1,033.47)	(3,852.55)
			<b>(36,019.79)</b>	<b>28,281.38</b>
	<b>Earnings per equity share</b>	40		
	Basic (In Rs)		(2.78)	2.32
	Diluted (in Rs)		(2.78)	2.32
	Significant accounting policies	1		
	The accompanying notes are an integral part of these Consolidated financial statements			

As per our report of even date attached

**For Parekh Sharma & Associates**

Chartered Accountants

Firm's Regn. No. 129301W

Sd/-

**Sujesh Sharma**

Partner

M. No. :118944

**For and on behalf of the Board of Directors**

Sd/-

**Gautam P. Khandelwal**

Executive Chairman

(DIN: 00270717)

Sd/-

**Nidhi Salampuria**

Director &amp; Company

Secretary (FCS 10448)

(DIN:07138654)

Place: Mumbai

Date: 30<sup>th</sup> May 2023

Sd/-

**Nimis Sheth**

Director

(DIN: 00482739)

Sd/-

**Santosh Khandelwal**

Chief Financial Officer

Place: Mumbai

Date: 30<sup>th</sup> May 2023

## Consolidated Cash Flow Statement for the year ended 31st March, 2023

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit Before Tax and Share in Profit/(Loss) of Equity Accounted Investees	(36,139.38)	32,205.67
<b>Adjustments for:</b>		
Depreciation and amortization	29,632.52	26,291.49
Finance Cost	13,328.34	10,551.14
Interest Income	(1,706.90)	(2,685.16)
Dividend Income	(2,613.84)	(1,466.42)
Provision for Doubtful Debts	1,847.13	-
Provision for Inventories	15,166.60	-
Remeasurement of employee benefit	(201.97)	171.22
Loss on discard of PPE	-	4,418.59
(Gain)/loss on sale of assets	17.66	(15.68)
(Gain)/loss on sale of Investments	(22,596.11)	(48,183.81)
Unrealised gain/loss on investment	18,485.77	(36,040.07)
Issue of Sweat Equity	-	3,334.00
<b>Operational Profit before Working Capital changes</b>	<b>15,219.81</b>	<b>(11,419.02)</b>
<b>Adjustments for changes in Working Capital :</b>		
Inventories	(6,941.31)	(2,843.93)
Trade receivables	(7,239.56)	28,744.74
Other current assets	15,997.07	13,300.59
Trade payables	6,579.13	2,039.86
Other current liabilities	(63.50)	41.03
	<b>8,331.82</b>	<b>41,282.30</b>
<b>Cash from/ (used) in operating activities</b>	<b>23,551.63</b>	<b>29,863.28</b>
Direct taxes paid, net	760.80	5,402.26
<b>NET CASH FROM/ (USED) IN OPERATING ACTIVITIES</b>	<b>22,790.83</b>	<b>24,461.02</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of PPE and Other Intangible assets (Note i below)	(34,593.96)	(38,637.15)
Proceeds from sale of PPE and Other Intangible assets (Note i below)	27.75	998.32
Payment for acquisition shares	-	(28,754.45)
Share in reserve as on acquisition date - NCI	-	-
Payment towards purchase of investments	(58,135.15)	(104,935.34)
Proceeds from sale of investments	64,134.68	154,404.08
Dividend received	2,613.84	1,466.42
Interest received	1,706.90	2,685.16
Proceeds / (repayment) of loans and deposits	(1,459.04)	(233.14)
Bank Balance not Considered as Cash and Cash Equivalents matured (Net)	6,998.35	6,301.58
<b>NET CASH FROM/ (USED) IN INVESTING ACTIVITIES</b>	<b>(18,706.61)</b>	<b>(6,704.53)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Equity Shares to Minority Interest by Subsidiary	-	-
Proceeds / (Repayment) of Short-term Borrowings	1,564.33	(4,147.54)
Proceeds/(Repayment) of Long-term Borrowings	7,873.91	(4,612.10)
Finance Cost	(13,328.34)	(10,551.14)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>(3,890.10)</b>	<b>(19,310.78)</b>
<b>D. NET CASH FLOWS DURING THE YEAR (A+B+C)</b>	<b>194.12</b>	<b>(1,554.28)</b>
<b>E. Cash and cash equivalents at the beginning</b>	<b>1,235.65</b>	<b>2,789.93</b>
<b>F. CASH AND CASH EQUIVALENTS AT THE END (D+E)</b>	<b>1,429.76</b>	<b>1,235.65</b>
<b>G. CASH AND CASH EQUIVALENTS COMPRISE OF:</b>		
Cash on hand	188.80	157.82
Cheques on hand	-	-
Balances with banks in current accounts	1,240.96	1,077.83
<b>CASH AND CASH EQUIVALENTS AS PER NOTE</b>	<b>1,429.76</b>	<b>1,235.65</b>

**Notes:**

- (i) Purchase of Property, Plant and Equipment includes movements of Capital Work-in-Progress during the year.
- (ii) Investments includes investments in subsidiaries and all type of investments.

As per our report of even date attached

**For Parekh Sharma & Associates**

Chartered Accountants

Firm's Regn. No. 129301W

Sd/-

**Sujesh Sharma**

Partner

M. No. :118944

**For and on behalf of the Board of Directors**

Sd/-

**Gautam P. Khandelwal**

Executive Chairman

(DIN: 00270717)

Sd/-

**Nimis Sheth**

Director

(DIN: 00482739)

Sd/-

**Nidhi Salampuria**

Director & Company

Secretary (FCS 10448)

(DIN:07138654)

Sd/-

**Santosh Khandelwal**

Chief Financial Officer

Place: Mumbai

Date: 30<sup>th</sup> May 2023

Place: Mumbai

Date: 30<sup>th</sup> May 2023



## Statement of Change in Equity for the year ended 31st March, 2023

## (A) Equity Share Capital

## For the year ended 31st March, 2023

Particulars	No. of Shares	₹ in Thousand
<b>Equity shares of Rs.10 each issued, subscribed and fully paid</b>		
<b>At 1st April, 2022</b>	<b>13,095,507</b>	<b>130,955.07</b>
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at 1 April 2022	<b>13,095,507</b>	<b>130,955.07</b>
Issue of share capital	-	-
<b>At 31st March, 2023</b>	<b>13,095,507</b>	<b>130,955.07</b>

## For the year ended 31st March, 2022

Particulars	No. of Shares	₹ in Thousand
<b>Equity shares of Rs.10 each issued, subscribed and fully paid</b>		
<b>At 1st April, 2021</b>	<b>13,095,507</b>	<b>130,955.07</b>
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at 1 April 2021	<b>13,095,507</b>	<b>130,955.07</b>
Issue of share capital	-	-
<b>At 31st March, 2022</b>	<b>13,095,507</b>	<b>130,955.07</b>

## Statement of Change in Equity for the year ended 31st March, 2023

## (B) Other Equity

For the year ended 31st March, 2023

₹ in Thousand

Particulars	Share application money pending allotment	Equity Component of Compound Financial Instruments	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Other items	Other Equity	Non-controlling interest
<b>As at 1st April, 2022</b>	-	-	-	140,563.33	517,217.58	(61,546.28)	-	31,545.08	(1,802.56)	625,977.17	17,149.11
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-
<b>Restated balance as at 1st April, 2022</b>	-	-	-	140,563.33	517,217.58	(61,546.28)	-	31,545.08	(1,802.56)	625,977.17	17,149.11
Profit for the year	-	-	-	-	-	(37,272.77)	-	-	-	(37,272.77)	-
<b>Other comprehensive income</b>											
Re-measurement of gain/(loss) on defined benefit plans	-	-	-	-	-	-	-	-	(1,507.47)	(1,507.47)	-
Fair value gain/(loss) of equity instruments through Other Comprehensive Income	-	-	-	-	-	-	-	2,760.45	-	2,760.45	-
<b>Total Comprehensive Income</b>						(37,272.77)		2,760.45	(1,507.47)	(36,019.79)	
Purchase of Non-Controlling Interest by subsidiary	-	-	-	-	-	-	-	-	-	-	-
Transfer from OCI reserve to retained earnings	-	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings to reserves	-	-	-	-	-	-	-	-	-	-	-
Additional equity issued during the year	-	-	-	91,070.74	-	-	-	-	-	91,070.74	-
Share of minority share holders	-	-	-	-	-	867.41	-	-	166.06	1,033.47	(1,033.47)
<b>Balance as at 31st March, 2023</b>	-	-	-	231,634.07	517,217.58	(97,951.64)	-	34,305.53	(3,143.97)	682,061.58	16,115.64

## Statement of Change in Equity for the year ended 31st March, 2023

For the year ended 31st March, 2022

₹ in Thousand

Particulars	Share application money pending allotment	Equity Component of Compound Financial Instruments	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Other items	Other Equity	Non-controlling interest
<b>As at 1st April, 2021</b>	-	-	-	137,562.73	495,328.23	(18,226.22)	-	29,815.17	(1,801.47)	642,678.44	24,668.37
Adjustment on account of amalgamation of step down subsidiary	-	-	-	-	21,889.35	(63,342.32)	-	-	-	(41,452.98)	-
<b>Restated balance as at 1st April, 2021</b>	-	-	-	137,562.73	517,217.58	(81,568.54)	-	29,815.17	(1,801.47)	601,225.46	24,668.37
Profit for the year	-	-	-	-	-	26,540.59	-	-	-	26,540.59	-
<b>Other comprehensive income</b>											
Re-measurement of gain/(loss) on defined benefit plans	-	-	-	-	-	-	-	-	10.88	10.88	-
Fair value gain/(loss) of equity instruments through Other Comprehensive Income	-	-	-	-	-	-	-	1,729.92	-	1,729.92	-
<b>Total Comprehensive Income</b>						26,540.59		1,729.92	10.88	28,281.38	
Purchase of Non-Controlling Interest by subsidiary	-	-	-	-	-	-	-	-	-	-	-
Transfer from OCI reserve to retained earnings	-	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings to reserves	-	-	-	-	-	-	-	-	-	-	-
MAT Credit lapsed (Refer Note No. 37(c))	-	-	-	-	-	(10,382.84)	-	-	-	(10,382.84)	-
Additional equity issued during the year	-	-	-	3,000.60	-	-	-	-	-	3,000.60	(3,666.70)
Share of minority share holders	-	-	-	-	-	3,864.51	-	-	(11.96)	3,852.55	(3,852.55)
<b>Balance as at 31st March, 2022</b>	-	-	-	140,563.33	517,217.58	(61,546.28)	-	31,545.08	(1,802.56)	625,977.17	17,149.11

As per our report of even date attached

**For Parekh Sharma & Associates**

Chartered Accountants

Firm's Regn. No. 129301W

Sd/-

**Sujesh Sharma**

Partner

M. No. :118944

For and on behalf of the Board of Directors

Sd/-

**Gautam P. Khandelwal**

Executive Chairman

(DIN: 00270717)

Sd/-

**Nidhi Salampuria**

Director &amp; Company

Secretary (FCS 10448)

(DIN:07138654)

Place: Mumbai

Date: 30th May 2023

Sd/-

**Nimis Sheth**

Director

(DIN: 00482739)

Sd/-

**Santosh Khandelwal**

Chief Financial Officer

Place: Mumbai

Date: 30th May 2023

Notes on Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2023

## Note – 1

**Significant Accounting Policies****1. Corporate Information**

Nagpur Power And Industries Limited ('NPIL' 'The Company') is a limited Company incorporated and domiciled in India. The Company is a public limited company and its equity shares are listed with Bombay Stock Exchange ("BSE") in India. The registered office of the Company is situated at 20<sup>th</sup> Floor, Nirmal Building, Nariman Point, Mumbai– 400021.

Under Companies Act, 2013 Group is defined as parent, subsidiaries, joint ventures and associates. The consolidation pertains to NPIL (hereafter holding Company) and it's Subsidiary viz.

<b>Name of the Subsidiary Companies</b>	<b>Percentage of Holding</b>
The Motwane Manufacturing Company Pvt. Ltd.	87.28%

**2. Statement of Compliance**

These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 as amended by the Companies (Indian Accounting Standard) Rules, 2017 notified under section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

**3. Basis of Preparation**

The financial statements of the Company have been prepared and presented on the going concern basis and at historical cost except for the following assets and liabilities which have been measure at fair value.

- Certain financial assets and liabilities at fair value (refer accounting policy regarding financial instruments)
- Employee's Defined Benefit Plan as per actuarial valuation

**4. Functional and Presentation Currency**

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

**5. Use of Estimates**

The preparation of financial statements in conformity with the Indian Accounting Standards requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosures of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

**6. Classification of Assets and Liabilities as Current and Non-Current**

All assets and liabilities are classified as current and non-current as per the Company's normal operating cycle, and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time lag between the acquisition of assets for processing and their realization in cash and cash equivalents, 12 months period has been considered by the Company as its normal operating cycle.

**7. Overall Consideration**

The financial statements have been prepared applying the significant accounting policies and measurement bases summarized below.

**8. Revenue Recognition****Sale of goods**

The Company recognizes revenue from sale of goods measured at the fair value of the consideration received or receivable, upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term.

**Sale of services**

Sale of services are recognized on satisfaction of performance obligation towards rendering of such services.

**Dividend and interest income**

Dividend from investments are recognized in profit or loss when the right to receive payment is established. Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

**9. Property Plant and Equipment**

Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss. Cost comprises the purchase price and any attributable cost of bringing the assets to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognized as an assets if, and only if, it is probable that the economic benefits associated with the item will flow the Company in future periods and the item can be measured reliably. However, cost of excludes indirect taxes to the extent credit of the duty or tax is availed as set off.

Items such as a spare parts, standby equipment and servicing equipment are recognized as PPE when it is held for use in production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise such items are classified as inventory.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of assets. Any gain or loss arising on the disposal or retirement of an item of PPE, is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognized in the Statement of Profit and Loss.

Capital Advance given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under Other Non-current Assets.

Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

**10. Depreciation and Amortization****Holding Company**

Depreciation is recognized on a straight-line basis, based on the useful life of the assets as prescribed under Schedule II of the Companies Act, 2013, except in respect of certain category of assets, where useful life is exceeding those prescribed in Schedule II based on the Chartered Engineer's Valuation Certificate namely: Assets where useful life differs from Schedule II:

<b>Description</b>	<b>Range of Useful lives in years</b>
Buildings	3 – 10 years
Plant & Equipment	7 - 10 years
Heavy Vehicle	2 years
Office Equipment's	3 - 4 years
Railway Siding	7 years

Depreciation on assets purchased / sold during the period is proportionately charged. The residual value for all the above assets are retained at 5% of the cost. Residual values and useful lives are reviewed and adjusted, if appropriate, for each reporting period.

**Subsidiary Company**

- (i) Depreciation on assets is provided at the on WDV Method - at rates and in the manner prescribed in Schedule II to the Companies Act, 2013 except in the case of major Plant & Machinery and Dies & Moulds. Based on the internal assessment / condition of the machinery and past experience, company has considered useful life of such plant & machinery as 20 years instead of 15 years and useful life of Dies & Moulds as 20 years instead of 8 years.
- (ii) Depreciation on additions to assets is provided on a pro-rata basis from the date of acquisition or installation.
- (iii) Depreciation on assets sold, discarded, demolished or scrapped is provided up to the date on which the said asset is sold, discarded, demolished or scrapped.

**11. Intangible Assets****Holding Company**

Intangible assets are stated at cost of acquisition, less accumulated amortization/ depletion and accumulated impairment losses, if any, are amortized over a period of 3 years. Expenditure incurred on development is capitalized if such expenditure leads to creation of any intangible assets, otherwise, such expenditure is charged to the Statement of Profit and Loss. PPE procured for research and development activities are capitalized.

**Subsidiary Company**

- (i) Expenditure on computer software is amortized on WDV method considering the useful life of 10 years.
- (ii) Technical Know-How is amortized over period of five years from the year of commercial production.
- (iii) Research & Development Expenses are amortized over a period of five years.

**12. Impairment of Assets**

At end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated to be less than its carrying amount, the carrying amount of the assets is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

**13. Cash and Cash equivalents and Cash Flow Statement**

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within three months from the date of acquisition and which are readily convertible into cash and which are subject to only an insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby Profit or Loss before tax is appropriately classified for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents include cash in hand, cheques on hand, balances with banks in current accounts and other short-term highly liquid investments with original maturities of three months or less.

**14. Segment reporting****Identification of segments**

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available.

The CODM assesses the financial performance and position of the Group and makes strategic decisions. The Group's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

**Allocation of common costs**

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

**Inter-segment transfers**

Inter-segment revenue has been accounted for based on the transaction price agreed to between segments

which is based on current market prices.

**Unallocated items**

Revenue, expenses, assets and liabilities which relate to the Group as a whole and not allocable to segments on reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

**Segment Policies**

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the consolidated financial statements of the Group as a whole. Operating segment is reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

**15. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred under finance costs.

**16. Foreign Exchange Transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

At end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing on that date. Non-monetary items that are measured in terms of historical cost in a foreign currency, are not retranslated.

Exchange difference on monetary items are recognised in the Statement of Profit and Loss in the period in which these arise.

**17. Income Taxes**

Tax expense recognized in the Statement of Profit and Loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates in accordance with tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the Balance Sheet approach on temporary differences between the carrying amounts of assets and liabilities in financial statements and the amount used for taxation purposes.

Deferred taxes pertaining to items recognized in other comprehensive income (OCI) are disclosed under OCI.

Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future tax liability. This is assessed based on the Company's forecast of future earnings, excluding non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax liabilities are generally recognized in full, although Ind AS 12 'Income Taxes' specifies some exemptions.

Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Company for specified period of time, hence, it is presented as Deferred Tax Assets.

As a result of these exemptions the Company does not recognize deferred tax liability on temporary differences relating to goodwill, or to its investments in associates.

**18. Employee Benefits****Short-term obligations:**

Short term obligations are those that are expected to be settled fully within 12 months after the end of the reporting period. They are recognised up to the end of the reporting period at the amounts expected to be paid at the time of settlement.

**Other Long-term obligations:**

The liabilities for earned leave are not expected to be settled wholly within 12 months after end of the period in which the employees render the related service.

Long-term compensated absences are provided for on the basis of an actuarial valuation at the end of each financial year. Actuarial gains / losses, if any, are recognised immediately in Statement of Profit and Loss.

**Defined Contribution Plans:**

Contribution payable to recognised provident funds, which are substantially defined contribution plans, is recognised as expense in the Statement of Profit and Loss, as they are incurred.

**Defined Benefit Plan:**

The obligation in respect of defined benefit plan, which covers Gratuity, is provided for on the basis of an actuarial valuation at the end of each financial year. Gratuity is funded with an approved trust.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

Re-measurement recognised in other comprehensive income is reflected immediately in OCI Reserve and will not be reclassified to Statement of Profit and Loss.

**Bonus Payable:**

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

**19. Lease:**

The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019 as per Ind As 116.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

In the comparative period, leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments and receipts under operating leases are recognised as an expense and income respectively, on a straight line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

**20. Trade receivable**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If the receivable is expected to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business, if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component or pricing adjustments embedded in the contract.

**21. Financial Instruments****Initial Recognition and Measurement:**

Financial assets (other than trade receivables) and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through Statement of Profit and Loss which



are measured initially at fair value.

Trade receivables are recognised at their transaction value as the same do not contain significant financing component.

Trade payable is in respect of the amount due on account of goods purchased in the normal course of business are recognised at their transaction value as the same do not contain significant financing component.

#### **Classification and Subsequent Measurement:**

##### **Financial Assets:**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of both

- (a) Business model for managing the financial assets, and
- (b) The contractual cash flow characteristics of the financial asset

A Financial Asset is measured at amortised cost if both of the following conditions are met:

- (i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through Other Comprehensive Income (FVTOCI) if both of the following conditions are met:

- (i) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A Financial Asset shall be classified and measured at fair value through profit or loss (FVTPL) unless it is measured at amortised cost or at fair value through OCI. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

##### **Equity Investments:**

Equity investments in Subsidiary are out of scope of Ind AS 109 and hence, the Company has accounted for its investment in Subsidiary at cost. All other equity investments are measured at fair value.

Equity instruments, which are held for trading are classified as at FVTPL. For equity instruments other than held for trading, the company has exercised irrevocable option to recognise in other comprehensive income subsequent changes in the fair value.

##### **Derecognition of financial assets:**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises an associated liability.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the Statement of profit and loss.

#### **Financial Liabilities and Equity Instruments**

##### **Classification as Debt or Equity:**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### **Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

**Financial liabilities:**

Financial liabilities are classified, at initial recognition:

- at fair value through Profit or Loss,
- loans and borrowings, payables, or
- as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, they are recognised net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings, including bank overdrafts, financial guarantee contracts and derivative financial instruments.

**Subsequent Measurement:**

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

**Financial Liabilities at FVTPL:**

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at FVTPL are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

**Loans and Borrowings:**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and loss.

**Derecognition of Financial Liabilities:**

The Company de-recognises financial liabilities when and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in the statement of profit and loss.

**22. Research and Development Expenses (R&D)**

Revenue Expenditure – Revenue expenditure incurred on R&D is capitalized and is amortized equally over a period of five years. The same is shown in Fixed Assets Schedule (PPE).

Capital Expenditure – Capital expenditure incurred on R&D is capitalized and depreciation on the same is provided for on WDV basis as per useful life mentioned in Schedule II of the Companies Act, 2013.

**23. Provisions and contingent liabilities****Provisions:**

A Provision is recorded when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

**Contingent liabilities:**

Whenever there is possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability are considered as contingent liability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

**Contingent Assets:**

Contingent assets are not recognised in the financial statements since this may result in recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related assets is not a contingent assets and is recognised.

**24. Earnings per share**

Basic earnings per share are calculated by dividing the Net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the Net Profit or Loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are considered for the effects of all dilutive potential equity shares.

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

Note – 2  
Property, plant and equipment

F.Y. 2022-23

₹ in Thousand

Sr. No.	Particulars	Gross block				Depreciation/Amortization						Carrying Value	
		As at 1st April, 2022	Additions	Disposals /Adjustments	Revaluation recognised in OCI	As at 31st March, 2023	As at 1st April, 2022	Additions	Transfer**	Disposals /Adjustments	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
(a)	Land : Freehold	186,846.26	-	-		186,846.26	-	-	-	-	-	186,846.26	186,846.26
(b)	Buildings : Own use	17,196.16	-	66.82		17,129.35	11,124.79	834.88	-	11,959.68	5,169.67	6,071.37	6,071.37
(c)	Plant and equipment	34,376.79	7,972.34	-		42,349.13	20,351.77	4,130.20	925.87	23,556.10	18,793.03	14,025.02	14,025.02
(d)	Furniture and fixtures	11,466.04	506.30	-		11,972.34	5,095.86	1,463.82	-	6,559.67	5,412.67	6,370.19	6,370.19
(e)	Vehicles	3,879.56	788.29	-		4,667.84	3,399.73	284.09	-	3,683.82	984.02	479.83	479.83
(f)	Office equipment	3,628.31	377.77	-		4,006.08	2,018.76	901.31	-	2,920.06	1,086.02	1,609.56	1,609.56
(g)	Computers	482.73	185.10	-		667.83	473.71	56.92	-	530.63	137.20	9.02	9.02
(h)	Railway siding	5,377.77	-	-		5,377.77	5,108.88	-	-	5,108.88	268.89	268.89	268.89
(i)	Electrical installation	2,401.80	-	971.28		1,430.53	816.76	389.43	-	1,206.20	224.33	1,585.04	1,585.04
(j)	R&D equipment's	1,756.86	-	-		1,756.86	1,001.57	67.95	-	1,069.52	687.34	755.29	755.29
	<b>Total</b>	<b>267,412.28</b>	<b>9,829.80</b>	<b>1,038.09</b>		<b>276,203.99</b>	<b>49,391.83</b>	<b>8,128.60</b>		<b>925.87</b>	<b>56,594.57</b>	<b>219,609.42</b>	<b>218,020.45</b>

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

Note – 2  
Property, plant and equipment

F.Y. 2021-22

₹ in Thousand

Sr. No.	Particulars	Gross block				Depreciation/Amortization						Carrying Value	
		As at 1st April, 2021	Additions	Disposals /Adjustments	Revaluation recognised in OCI	As at 31st March, 2022	As at 1st April, 2021	Additions	Transfer**	Disposals /Adjustments	As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
(a)	<b>Land :</b> Freehold	186,846.26	-	-		186,846.26	-	-		-	-	186,846.26	186,846.26
(b)	<b>Buildings :</b> Own use	30,464.54	3,029.73	16,298.11		17,196.16	21,879.68	1,405.60		12,160.49	11,124.79	6,071.37	8,584.86
(c)	Plant and equipment	31,977.15	4,197.05	1,797.42		34,376.79	18,620.73	3,438.59		1,707.55	20,351.77	14,025.02	13,473.02
(d)	Furniture and fixtures	7,899.15	4,085.73	518.84		11,466.04	4,766.06	822.69		492.90	5,095.86	6,370.19	3,133.09
(e)	Vehicles	5,544.25	-	1,664.69		3,879.56	3,807.24	271.85		679.36	3,399.73	479.83	1,737.01
(f)	Office equipment	4,434.72	1,337.10	2,143.50		3,628.31	3,516.98	523.84		2,022.06	2,018.76	1,609.56	917.74
(g)	Computers	1,303.04	-	820.31		482.73	1,216.26	36.76		779.30	473.71	9.02	86.79
(h)	Railway siding	5,377.77	-	-		5,377.77	5,108.88	-		-	5,108.88	268.89	268.89
(i)	Electrical installation	1,040.82	1,360.99	-		2,401.80	670.13	146.63		-	816.76	1,585.04	370.69
(j)	R&D equipment's	1,320.20	436.66	-		1,756.86	784.33	217.24		-	1,001.57	755.29	419.27
	<b>Total</b>	<b>276,207.91</b>	<b>14,447.25</b>	<b>23,242.87</b>		<b>267,412.28</b>	<b>60,370.28</b>	<b>6,863.20</b>		<b>17,841.65</b>	<b>49,391.83</b>	<b>218,020.45</b>	<b>215,837.62</b>

\* Vehicles acquired under finance lease is recognized under PPE as substantially all the significant risk and rewards incidental to ownership of vehicles under lease have been transferred to the Company.

\*\* This transfer relates to the accumulated depreciation as at the revaluation date that was eliminated against the gross carrying amount of the revalued asset.

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

Note – 3  
Intangible assets  
F.Y. 2022-23

₹ in Thousand

Sr. No.	Particulars	Gross block			Depreciation/Amortization			Carrying Value			
		As at 1st April, 2022	Additions	Disposals /Adjustments	As at 31st March, 2023	As at 1st April, 2022	Additions	Disposals /Adjustments	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
(a)	Computer software	5,400.78	503.89	-	5,904.66	2,965.06	681.56	-	3,646.62	2,258.04	2,435.72
(b)	Technical know-How	4,040.51	-	-	4,040.51	2,093.36	490.00	-	2,583.36	1,457.15	1,947.15
(c)	R & D amortization	73,221.49	23,607.95	32,277.60	64,551.84	34,839.32	20,063.87	32,277.60	22,625.59	41,926.25	38,382.18
(d)	Goodwill on consolidation	202,653.70	91,070.74	-	293,724.43	-	-	-	-	293,724.43	202,653.70
(e)	Goodwill on acquisition	3,695.33	-	-	3,695.33	-	-	-	-	3,695.33	3,695.33
(f)	Website	1,000.00	708.00	-	1,708.00	155.07	268.48	-	423.54	1,284.46	844.93
	<b>Total</b>	<b>290,011.80</b>	<b>115,890.57</b>	<b>32,277.60</b>	<b>373,624.78</b>	<b>40,052.80</b>	<b>21,503.91</b>	<b>32,277.60</b>	<b>29,279.12</b>	<b>344,345.66</b>	<b>249,959.00</b>

## F.Y. 2021-22

₹ in Thousand

Sr. No.	Particulars	Gross block			Depreciation/Amortization			Carrying Value			
		As at 1st April, 2021	Additions	Disposals /Adjustments	As at 31st March, 2022	As at 1st April, 2021	Additions	Disposals /Adjustments	As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
(a)	Computer software	4,741.04	659.73	-	5,400.78	2,245.67	719.39	-	2,965.06	2,435.72	2,495.38
(b)	Technical know-How	3,490.51	550.00	-	4,040.51	1,669.96	423.40	-	2,093.36	1,947.15	1,820.54
(c)	R & D amortization	53,147.79	20,073.70	-	73,221.49	16,708.89	18,130.43	-	34,839.32	38,382.18	36,438.91
(d)	Goodwill on consolidation	179,351.37	43,855.33	20,553.01	202,653.70	-	-	-	-	202,653.70	179,351.37
(e)	Goodwill on acquisition	-	3,695.33	-	3,695.33	-	-	-	-	3,695.33	-
(f)	Website	-	1,000.00	-	1,000.00	-	155.07	-	155.07	844.93	-
	<b>Total</b>	<b>240,730.71</b>	<b>69,834.10</b>	<b>20,553.01</b>	<b>290,011.80</b>	<b>20,624.51</b>	<b>19,428.29</b>	<b>-</b>	<b>40,052.80</b>	<b>249,959.00</b>	<b>220,106.20</b>

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

Note – 4  
Capital Goods WIP  
F.Y. 2022-23

₹ in Thousand

Sr. No.	Particulars	Gross block				Depreciation/Amortization				Carrying Value	
		As at 1st April, 2022	Additions	Disposals /Adjustments	As at 31st March, 2023	As at 1st April, 2022	Additions	Disposals /Adjustments	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
1	Capital goods WIP	500.00	211.15	200.00	511.15	-	-	-	-	511.15	500.00

CWIP ageing Schedule:

₹ in Thousand

Sr. No.	Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	Projects in Progress	211.15	300.00	-	-	511.15
2	Projects temporarily suspended	-	-	-	-	-

F.Y. 2021-22

₹ in Thousand

Sr. No.	Particulars	Gross block				Depreciation/Amortization				Carrying Value	
		As at 1st April, 2021	Additions	Disposals /Adjustments	As at 31st March, 2022	As at 1st April, 2021	Additions	Disposals /Adjustments	As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
1	Capital goods WIP	2,288.86	5,478.77	7,267.63	500.00	-	-	-	-	500.00	2,288.86

CWIP ageing Schedule:

₹ in Thousand

Sr. No.	Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
1	Projects in Progress	500.00	-	-	-	500.00
2	Projects temporarily suspended	-	-	-	-	-

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note – 5

## Non-current financial assets - Investments

₹ in Thousand

Particulars	Face Value	Numbers As at 31st March, 2023	Numbers As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
<b>Investment in equity instruments</b>					
<b>Unquoted</b>					
<b>Carried at Fair Value through Other Comprehensive Income (FVTOCI)</b>					
Electrosteels Steels Ltd.	10	5,200	5,200	52.00	52.00
				<b>52.00</b>	<b>52.00</b>
<b>Quoted</b>					
<b>Carried at Fair Value through Other Comprehensive Income (FVTOCI)</b>					
Mahindra & Mahindra Ltd.	5	15,050	15,050	17,438.44	12,138.58
Tata Consultancy Services Ltd.	1	4,755	4,755	15,244.06	17,783.46
				<b>32,682.49</b>	<b>29,922.04</b>
<b>Total</b>				<b>32,734.49</b>	<b>29,974.04</b>

## Other Details:

## i Aggregate Book Value of:

Particulars	As at 31st March, 2023 (Rs.)	As at 31st March, 2022 (Rs.)
Quoted investments	32,682.49	29,922.04
Unquoted investments	52.00	52.00
	<b>32,734.49</b>	<b>29,974.04</b>
Aggregate market value of quoted investments	32,682.49	29,922.04
Aggregate impairment in value of investments	-	-

## ii Disclosure requirement of Ind AS 107- Financial Instruments : Disclosure:

## Equity Instrument (Other than Subsidiary and Associates) designated at FVTOCI:

These Investment have been designated on initial recognition to be measured at FVTOCI as these are long-term investment are not intended for sale.

## Note – 6

Non-current financial assets - Other financial assets  
(Unsecured considered good unless otherwise stated)

₹ in Thousand

Particulars	As at 31st March, 2023	As at 31st March, 2022
Fixed deposits with bank	5,218.02	12,968.01
Money Margin Against Bank Guarantee, Letter of Credit and Security for Credit Card	2,425.43	1,643.39
<b>Total</b>	<b>7,643.44</b>	<b>14,611.40</b>

## Note – 7

## Deferred tax assets (Net)

₹ in Thousand

Particulars	As at 31st March, 2023	As at 31st March, 2022
MAT Credit Entitlement /Deferred Tax Asset	187.25	481.13
<b>Total</b>	<b>187.25</b>	<b>481.13</b>



## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note – 8

## Non-current tax assets (Net)

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Income tax paid	2,372.09	2,391.29
<b>Total</b>	<b>2,372.09</b>	<b>2,391.29</b>

## Note – 9

## Other non-current assets

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Security deposits	3,910.01	3,697.41
Balance with government authorities	7,565.78	6,067.01
Prepaid expenses	166.04	231.44
Capital advances	195.00	655.00
Earnest money deposit	3,015.77	3,649.36
<b>Total</b>	<b>14,852.60</b>	<b>14,300.22</b>

## Note – 10

## Inventories

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Raw materials	51,805.20	53,701.21
Work-in-progress	15,967.48	21,508.11
Finished goods (Manufacturing)	20,625.99	17,754.84
Finished goods (Trading)	25,028.30	28,650.91
Others - Stores & Spares	552.19	589.37
<b>Total</b>	<b>113,979.16</b>	<b>122,204.44</b>

## Note – 11

## Current Financial Assets – Investments

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Fair Value through Profit and Loss (FVTPL)</b>		
<b>Quoted</b>		
Investment in mutual funds	12,944.21	10,006.74
Investment in equity instruments	107,075.62	133,108.15
Investment in Gold ETF	64,908.52	55,663.40
<b>Unquoted At Cost</b>		
43249 shares of Rs 665/- each of Telemetrics Equipment Pvt Ltd.	-	-
6000 Shares of Rs. 25/- each of Jhulelal nagari Sahakari Patsanstha	150.00	150.00
<b>Less: Provision for diminution in value of investment</b>	<b>(150.00)</b>	<b>(150.00)</b>
<b>Total</b>	<b>184,928.35</b>	<b>198,778.29</b>

## Other details:

## (i) Aggregate book value of:

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Quoted investments	184,928.35	198,778.29
Unquoted investments	150.00	150.00
	<b>185,078.35</b>	<b>198,928.29</b>
Aggregate market value of quoted investments	184,928.35	198,778.29
Aggregate impairment in value of investments	150.00	150.00

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note – 12

## Trade receivables

(Unsecure, unless otherwise stated)

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Considered doubtful	1,172.49	752.19
Considered good	81,129.78	74,928.38
	82,302.27	75,680.57
Less: Provision for Bad & Doubtful Debts	1,172.49	752.19
<b>Total</b>	<b>81,129.78</b>	<b>74,928.38</b>

## Trade receivable ageing schedule

As at 31st March, 2023

Particulars	₹ in Thousand						
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed Trade Receivables - Considered Good	28,976.84	38,560.28	5,905.40	3,058.56	905.57	3,723.15	81,129.78
(b) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	274.93	897.56	1,172.49
(c) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(d) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
Less: Provision for Bad & Doubtful Debts	-	-	-	-	274.93	897.56	1,172.49
	<b>28,976.84</b>	<b>38,560.28</b>	<b>5,905.40</b>	<b>3,058.56</b>	<b>905.57</b>	<b>3,723.15</b>	<b>81,129.78</b>

As at 31st March, 2022

Particulars	₹ in Thousand						
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed Trade Receivables - Considered Good	27,037.02	34,765.95	5,256.70	2,022.17	1,818.56	4,027.99	74,928.38
(b) Undisputed Trade Receivables - Considered Doubtful	-	-	-	3.50	18.29	275.92	297.71
(c) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(d) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	454.48	454.48
Less: Provision for Bad & Doubtful Debts	-	-	-	3.50	18.29	730.40	752.19
	<b>27,037.02</b>	<b>34,765.95</b>	<b>5,256.70</b>	<b>2,022.17</b>	<b>1,818.56</b>	<b>4,027.99</b>	<b>74,928.38</b>

## Note – 13

## Cash and cash equivalents

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Balance with bank		
In Current accounts	1,240.96	1,077.83
Cash on hand	188.80	157.82
Bank deposit (less than 3 months)	-	-
<b>Total</b>	<b>1,429.76</b>	<b>1,235.65</b>

## Note – 14

## Bank Balance other than Cash and Cash equivalents

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>Other bank balances</b>		
Bank deposit (more than 3 months but less than 12 months)	16,557.64	24,338.03
<b>Total</b>	<b>16,557.64</b>	<b>24,338.03</b>

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note – 15

## Current Financial Assets - Other financial assets

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Interest receivables on ICD	-	-
Interest receivable	820.39	1,163.77
<b>Total</b>	<b>820.39</b>	<b>1,163.77</b>

## Note - 16

## Current Financial Assets - Other current assets

## (Unsecured Considered Good unless otherwise stated)

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Advances to employees	1,856.86	1,901.11
Advances to supplier of service / goods	10,920.48	5,894.57
Prepaid expenses	2,809.44	3,237.20
Balance with government authorities	1,992.73	5,357.02
Other Receivables	380.37	860.12
<b>Total</b>	<b>17,959.88</b>	<b>17,250.03</b>

## Note - 17

## Equity Share Capital :

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number	₹ in Thousand	Number	₹ in Thousand
<b>Authorized Capital</b>				
Equity Shares of Rs. 10/- each	20,000,000	200,000.00	20,000,000	200,000.00
Unclassified Shares of Rs. 10/- each	5,000,000	50,000.00	5,000,000	50,000.00
	<b>25,000,000</b>	<b>250,000.00</b>	<b>25,000,000</b>	<b>250,000.00</b>
<b>Issued, Subscribed and Paid-up</b>				
Equity Shares of Rs. 10/- each fully paid up	13,095,507	130,955.07	13,095,507	130,955.07
<b>Total</b>	<b>13,095,507</b>	<b>130,955.07</b>	<b>13,095,507</b>	<b>130,955.07</b>

## a Reconciliation of the Number of Equity Shares Outstanding is set out below:

Particulars	Number of Shares	
	As at 31st March, 2023	As at 31st March, 2022
Equity shares at the beginning of the year	13,095,507	13,095,507
Add: Shares issued during the year	-	-
Less: Shares cancelled / bought back during the year	-	-
Equity shares at the end of the year	13,095,507	13,095,507

b The Equity shares of the Company having voting rights and are subject to the restriction as prescribed under the Companies Act, 2013.

c The Company has a holding company. The subsidiary company does not hold any shares in the company.

d Disclosure pursuant to Note no. 6(D) (h,i,j,k,l) of Part I of Schedule III of Companies Act, 2013 is NIL.

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## e Shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number	% of holdings	Number	% of holdings
Khandelwals Limited*	-	-	5,641,100	43.08
Zeppelin Investments Pvt Limited*	5,641,100	43.08	-	-
Life Insurance Corporation of India Ltd.	1,585,094	12.10	1,585,094	12.10
Gautam Khandelwal	691,305	5.28	614,144	4.71

\*During current financial year, Khandelwals Limited is amalgamated with Zeppelin Investments Private Limited vide National Company Law Tribunal (NCLT) Order dated 05.08.2022

f Details of shares held by promoters:  
As at 31st March, 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Geeta P Khandelwal	575,200	-	575,200	4.39	-
Gautam Khandelwal	614,144	77,161	691,305	5.28	12.56%
Suelve G Khandelwal	207,150	-	207,150	1.58	-
Sia G Khandelwal	201,250	-	201,250	1.54	-
Uday Siddharth Khandelwal	201,250	-	201,250	1.54	-
Tara G Khandelwal	200,950	-	200,950	1.53	-
Late Premnath Khandelwal	45,500	-	45,500	0.35	-
Informed Technologies India Limited	254,232	-	254,232	1.94	-
Khandelwals Limited	5,641,100	-	5,641,100	43.08	-

## As at 31st March, 2022

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Geeta P Khandelwal	575,200	-	575,200	4.39	-
Gautam Khandelwal	614,144	-	614,144	4.71	-
Suelve G Khandelwal	207,150	-	207,150	1.58	-
Sia G Khandelwal	201,250	-	201,250	1.54	-
Uday Siddharth Khandelwal	201,250	-	201,250	1.54	-
Tara G Khandelwal	200,950	-	200,950	1.53	-
Late Premnath Khandelwal	45,500	-	45,500	0.35	-
Informed Technologies India Limited	254,232	-	254,232	1.94	-
Khandelwals Limited	5,641,100	-	5,641,100	43.08	-

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

Note – 18  
Other Equity  
For the year ended 31st March, 2023

₹ in Thousand

Particulars	Share application money pending allotment	Equity Component of Compound Financial instruments	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Other items	Other Equity	Non-controlling interest
<b>As at 1st April, 2022</b>	-	-	-	140,563.33	517,217.58	(61,546.28)	-	31,545.08	(1,802.56)	625,977.17	17,149.11
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-
<b>Restated balance as at 1st April, 2022</b>	-	-	-	140,563.33	517,217.58	(61,546.28)	-	31,545.08	(1,802.56)	625,977.17	17,149.11
Profit for the year	-	-	-	-	-	(37,272.77)	-	-	-	(37,272.77)	-
<b>Other comprehensive income</b>											
Re-measurement of gain/(loss) on defined benefit plans	-	-	-	-	-	-	-	-	(1,507.47)	(1,507.47)	-
Fair value gain/(loss) of equity instruments through Other Comprehensive Income	-	-	-	-	-	-	-	2,760.45	-	2,760.45	-
<b>Total Comprehensive Income</b>	-	-	-	-	-	(37,272.77)	-	2,760.45	(1,507.47)	(36,019.79)	-
Purchase of Non-Controlling Interest by subsidiary	-	-	-	-	-	-	-	-	-	-	-
Transfer from OCI reserve to retained earnings	-	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings to reserves	-	-	-	-	-	-	-	-	-	-	-
Additional equity issued during the year	-	-	-	91,070.74	-	-	-	-	-	91,070.74	-
Share of minority share holders	-	-	-	-	-	867.41	-	-	166.06	1,033.47	(1,033.47)
<b>Balance as at 31st March, 2023</b>	-	-	-	231,634.07	517,217.58	(97,951.64)	-	34,305.53	(3,143.97)	682,061.59	16,115.64

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

For the year ended 31st March, 2022

₹ in Thousand

Particulars	Share application money pending allotment	Equity Component of Component and Financial Instruments	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Other items	Other Equity	Non-controlling interest
<b>As at 1st April, 2021</b>	-	-	-	137,562.73	495,328.23	(18,226.22)	-	29,815.17	(1,801.47)	642,678.44	24,668.37
Changes in accounting policy or prior period errors	-	-	-	-	21,889.35	(63,342.32)	-	-	-	(41,452.98)	-
<b>Restated balance as at 1st April, 2021</b>	-	-	-	137,562.73	517,217.58	(81,568.54)	-	29,815.17	(1,801.47)	601,225.46	24,668.37
Profit for the year	-	-	-	-	-	26,540.59	-	-	-	26,540.59	-
<b>Other comprehensive income</b>											
Re-measurement of gain/(loss) on defined benefit plans	-	-	-	-	-	-	-	-	10.88	10.88	-
Fair value gain/(loss) of equity instruments through Other Comprehensive Income	-	-	-	-	-	-	-	1,729.92	-	1,729.92	-
<b>Total Comprehensive Income</b>	-	-	-	-	-	26,540.59	-	1,729.92	10.88	28,281.38	-
Purchase of Non-Controlling Interest by subsidiary	-	-	-	-	-	-	-	-	-	-	-
Transfer from OCI reserve to retained earnings	-	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings to reserves	-	-	-	-	-	-	-	-	-	-	-
MAT Credit lapsed (Refer Note No. 37(c))	-	-	-	-	-	(10,382.84)	-	-	-	(10,382.84)	-
Additional equity issued during the year	-	-	-	3,000.60	-	-	-	-	-	3,000.60	(3,666.70)
Share of minority share holders	-	-	-	-	-	3,864.51	-	-	(11.96)	3,852.55	(3,852.55)
<b>Balance as at 31st March, 2022</b>	-	-	-	140,563.33	517,217.58	(61,546.28)	-	31,545.08	(1,802.56)	625,977.17	17,149.11

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note – 19

## Non-controlling interest

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>Minority Share holders:</b>		
<b>Opening balance of Non-controlling interest holders</b>	<b>17,149.11</b>	<b>24,668.37</b>
Add: Share in profit for the year	(867.41)	(3,864.51)
Add: Share in profit for the year – OCI	(166.06)	11.96
Add: Share in security premium	-	-
Add: Additional equity issued during the year	-	-
Add :Share in Reserves as on date of Acquisition	-	(3,666.70)
<b>Closing balance of Non-controlling interest holders</b>	<b>16,115.64</b>	<b>17,149.11</b>

## Note – 20

## Non- current liabilities- Borrowings

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>Secured</b>		
Loans repayable on demand	15,635.99	12,027.73
Vehicle Loan	571.68	-
<b>Total</b>	<b>16,207.66</b>	<b>12,027.73</b>

## Note – 21

## Non-current liabilities - Trade payables

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Dues to Micro, Small and Medium Enterprises (MSME)	-	-
Dues to others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

(i) The balance of Trade Payables are subject to confirmation.

## Trade Payables aging schedule:

## As at 31st March, 2023

Particulars	₹ in Thousand				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

## As at 31st March, 2022

Particulars	₹ in Thousand				
	Less than 1 year	More than 3 years	1-2 years	2-3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note – 22

## Non-current liabilities - Other financial liabilities

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Trade/ Security deposit received from dealers	512.50	512.50
<b>Total</b>	<b>512.50</b>	<b>512.50</b>

## Note – 23

## Non-current liabilities – Provisions

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>Provision for employee benefits:</b>		
Gratuity	885.19	240.92
Leave encashment	4,340.31	4,379.71
<b>Total</b>	<b>5,225.50</b>	<b>4,620.63</b>

## Note – 24

## Current liabilities – Borrowings

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured</b>		
Term loan from banks	-	-
Inter Corporate Deposit from Nagpur Power And Industries	-	-
<b>Secured</b>		
Loans repayable on demand	103,138.34	90,550.68
Working capital Loan	9,252.23	7,687.90
Vehicle Loan	82.15	-
<b>Total</b>	<b>112,472.72</b>	<b>98,238.57</b>

**a. Nature of Security****i) Loan from Indusind Bank :-**

- Hypothecation of the entire current assets of the company comprising of Stocks of Raw Material, Work in progress, Finished Goods, Receivables, Book Debts and Other Current Assets.
- Collaterally secured by movable fixed assets of the Company and land situated at plot no. 01 & 04, S. No.116/A1, 116A/2, 117/D, Gyan Baug, Near Utsav. Lawns, Motwane-Road, Deolali, Nashik Road, Nashik- 422101.
- Personal Guarantee of one Director & Corporate Guarantee of Nagpur Power & Industries Ltd.

**ii) Loan from IDBI Bank :-**

- Primary :-Exclusive Charge by way of hypothecation of entire current assets of the Pune Unit (erstwhile Telemetrics Equipments Pvt. Ltd.) including stock and debtors ( present and future)
- Collateral :-
  - Exclusive Charge by way of hypothecation of all plant and machinery & other fixed assets (belonging to erstwhile Telemetrics Equipments Private Limited)
  - Exclusive Charge by way of mortgage of Unit No 7 & Unit No 8 situated at Electronic Sadan No II MIDC Bhosari Pune.
  - Personal Guarantee of one Director.

**iii) Vehicle Loan from IDBI Bank :-**

Secured against hypothecation of Vehicle purchased.

**b. Rate of Interest of Loans as on 31.03.2023:-**

- Indusind Bank Cash Credit :- 11.56% p.a (Variable in accordance with CD rate ) (31.03.22 : 8.97% p.a)  
 IndusInd Bank Working Capital Term Loan (Sanctioned limit Rs 324.74 Lacs) :- 11.56% p.a (31.03.22 : 9.25% p.a)  
 ICD from Nagpur Power and Industries Ltd : 10 % p.a. ( 31.03.22 : 10% p.a.)  
 IDBI Bank - 12.82% p.a (31.03.22 : 10.35% p.a)

**c. Terms of Repayment**

				₹ in Lakhs
Name	Facility	Sanctioned Limit	O/s as on March 31, 2023	Repayment
Indusind Bank	Working Capital Term Loan	216.49	120.28	36 Installment w.e.f Dec 2021
Indusind Bank	Working Capital Term Loan	108.25	108.25	36 Installment w.e.f Jun 2024
IDBI Bank	Vehicle Loan	7.09	6.54	84 EMI w.e.f Jun 2022



## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note – 25

## Current liabilities - Trade Payables

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Dues to Micro, Small and Medium Enterprises (MSME)	1,244.95	595.78
Dues to others	38,297.45	44,083.78
<b>Total</b>	<b>39,542.39</b>	<b>44,679.56</b>

## (i) Total outstanding dues of Micro, Small and Medium Enterprises (MSME):

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year end	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

(ii) The balance of Trade Payables are subject to confirmation.

(iii) The information has been given in respect of such vendors to the extent they could be identified as micro and small enterprises on the basis of information available with the company.

## Trade Payables aging schedule:

## As at 31st March, 2023

Particulars	₹ in Thousand					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	13.05	1,231.90	-	-	-	1,244.95
(ii) Others	9,424.34	25,045.06	1,549.99	1,977.50	280.56	38,297.45
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	<b>9,437.38</b>	<b>26,276.96</b>	<b>1,549.99</b>	<b>1,977.50</b>	<b>280.56</b>	<b>39,542.39</b>

## As at 31st March, 2022

Particulars	₹ in Thousand					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	33.21	617.68	-	-	-	650.89
(ii) Others	5,866.22	31,271.82	5,410.00	978.34	502.29	44,028.67
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	<b>5,899.43</b>	<b>31,889.50</b>	<b>5,410.00</b>	<b>978.34</b>	<b>502.29</b>	<b>44,679.56</b>

## Note - 26

## Current liabilities - Other financial liabilities

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Security deposits	223.30	223.30
<b>Total</b>	<b>223.30</b>	<b>223.30</b>

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note - 27

## Current liabilities - Other current liabilities

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Statutory liabilities	6,235.46	8,091.92
Advances from customers	4,360.95	4,491.06
Creditors for capital goods	816.47	508.00
Payable to employees	13,154.12	10,183.16
Provision for expenses	5,818.20	4,514.93
Other payables	385.43	102.87
<b>Total</b>	<b>30,770.62</b>	<b>27,891.94</b>

## Note - 28

## Current liabilities - Provisions

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
Provision for bonus	3,471.34	3,499.13
Provision for employees cost	1,502.73	3,290.28
Provision for Income tax	-	1,071.20
<b>Total</b>	<b>4,974.07</b>	<b>7,860.61</b>

## Note - 29

## Revenue from Operations

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Sale of products:		
Domestic	420,469.18	311,461.55
Sale of services	16,360.50	15,586.23
<b>Other operating revenues</b>	<b>1,505.00</b>	<b>2,907.20</b>
<b>Revenue from Operations (Gross)</b>	<b>438,334.68</b>	<b>329,954.98</b>

## Other operating revenues

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Commission received	1,505.00	2,907.20
<b>Total</b>	<b>1,505.00</b>	<b>2,907.20</b>

## Note - 30

## Other Income

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
<b>Interest income on:</b>		
Interest income	1,706.90	2,685.16
Interest on ICD to Subsidiary Company	-	-
<b>Dividend income from:</b>		
Investment in Mutual Funds	-	-
Investment in Equity Instruments	2,613.84	1,466.42
<b>Profit on Sale of :</b>		
Investment (Net) - Mutual Funds units (measure at FVTPL)	4,071.28	399.05
Investment (Net) - Equity Instruments (measure at FVTPL)	18,321.07	30,504.41
Investment (Net) - Gold Funds units (measure at FVTPL)	203.75	17,280.34
Gain on Fair Valuation of Current Investments (Measure at FVTPL)	(18,485.77)	36,040.07
Exchange gain	104.61	225.40
Other Non-Operating Income	2,541.30	4,388.71
<b>Total</b>	<b>11,077.00</b>	<b>92,989.57</b>

## Note - 31

## Cost of Material Consumed

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening stock of raw materials and components	-	-
Add: Purchased during the year	183,221.99	135,037.16
Less: Closing stock of raw materials and components	-	-
<b>Cost of Material Consumed</b>	<b>183,221.99</b>	<b>135,037.16</b>

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note - 32

## Purchases of Stock-in-Trade

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Purchase of Manganese Ore	-	1,585.98
<b>Total</b>	<b>-</b>	<b>1,585.98</b>

## Note - 33

## Change in inventories of finished goods and work-in-process

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
(A) <b>Opening stocks:</b>		
Finished goods	17,754.84	21,132.15
Work in process	21,508.11	20,094.25
By products/ Waste product	-	-
	39,262.95	41,226.40
(B) <b>Closing stocks:</b>		
Finished goods	25,316.80	17,754.84
Work in process	21,009.73	21,508.11
By products/ Waste product	-	-
	46,326.54	39,262.95
<b>Change in inventories of finished goods and work in process (A- B)</b>	<b>(7,063.58)</b>	<b>1,963.45</b>

## Note - 34

## Employee Benefit Expenses

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Salaries and Wages, including Bonus and Exgratia	142,317.13	118,083.51
Contribution to provident and other funds	9,840.22	7,273.77
Stipend	94.28	332.44
Staff welfare expenses	2,576.93	2,025.61
<b>Total</b>	<b>154,828.56</b>	<b>127,715.33</b>

## Note - 35

## Finance Costs

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest Expenses	13,328.34	10,551.14
Bank Charges	1,362.63	1,483.11
<b>Total</b>	<b>14,690.97</b>	<b>12,034.26</b>

## Note - 36

## Depreciation and amortization expense

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Depreciation on Property, plant and equipment	8,128.60	6,863.20
Depreciation on Intangible assets	21,503.91	19,428.29
Less : Depreciation and Impairment expenses pertaining to pre acquisition period	-	-
<b>Total</b>	<b>29,632.52</b>	<b>26,291.49</b>

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note – 37

## Other Expenses

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Manufacturing & Other Expense	4,323.69	4,296.31
Advertisement and Publicity	9,619.39	14,128.78
Auditor's Remuneration (Net of GST) Refer Note No.36.1	1,025.00	915.00
Business Promotion expenses	45.92	181.35
Conveyance	4,624.80	3,127.00
Conference or Remuneration exp	769.82	339.05
Director Sitting Fees	397.00	626.00
Insurance Charges	666.32	548.70
Legal & Consultancy Fees	7,146.49	8,540.12
Loss on discard of PPE	-	4,418.59
Membership Fees	425.39	295.35
Motor car expenses	1,662.19	964.97
Office Expenses	511.66	375.25
Postage Telegram & Telephone	2,631.84	2,341.14
Power & Fuel Charges	57.50	87.77
Printing & Stationery	792.84	332.83
Rates & Taxes	2,904.45	2,636.46
Rent Charges	3,569.17	2,783.25
Repair to Buildings	-	21.00
Repairs to Others	5,505.76	6,087.41
Security Expenses	5,958.01	5,230.57
Sundry Balance Written Off ( Net )	-	1,124.97
Provision for doubtful debts	1,847.13	-
Provision for Inventories	15,166.60	-
Sales Tax - VAT/CST	-	1,702.72
Testing Fees	1,560.83	1,394.41
Freight, Octroi, Packing Outward	7,061.07	5,214.80
Sales Promotion	2,593.79	1,467.40
Liquidated Damages	750.68	411.01
License Tender Fees	500.84	518.63
Recruitment Expenses	360.26	135.42
Travelling Expenses-Director	669.06	644.58
Travelling Expenses-Foreign	4,678.17	1,337.80
Hosting Charges	5,360.75	1,933.51
Travelling Expenses-Others	13,124.13	7,881.70
Miscellaneous Expenditures	3,630.08	3,767.38
Listing Fees	300.00	300.00
<b>Total</b>	<b>110,240.60</b>	<b>86,111.21</b>

## Note - 37.1

## Auditors' Remuneration (Net of GST)

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
For Statutory audit	750.00	600.00
For taxation matters including tax audit	100.00	140.00
For other services	175.00	175.00
For reimbursement of expenses	-	-
<b>Total</b>	<b>1,025.00</b>	<b>915.00</b>

## Note – 38

## Tax Expenses

## (a) Income tax expenses recognized in Statement of Profit and Loss

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Current income tax for the year	839.51	5,596.14
Deferred Tax:		
Deferred income tax for the year	293.88	68.94
MAT Credit entitlement	-	-
<b>Total income tax expense recognized in statement of profit and loss for the year</b>	<b>1,133.39</b>	<b>5,665.08</b>

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

- (b) Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in statement of comprehensive income:

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Income from continued operation before income taxes	(13,609.37)	
<b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:</b>		
Income taxable under other head i.e. capital gain, house property and other sources	(29,531.65)	
Expenses disallowed	1,677.59	
Expenses allowed on payment basis	(207.71)	
Expenses not deductible in determining taxable profit- Expenses related to exempt income		
Depreciation as per schedule II of Companies Act, 2013	803.16	
Deferred Tax not recognized on assets		
Depreciation as per Income Tax Act, 1961	(284.90)	
1/5th of Transition amount as per sec. 115JB(2C)		
Amount Debit to OCI under the head "Items that will not be re-classified to Profit and Loss" other than gain or loss from investment in equity instruments designated FVTOCI		
Gain on fair valuation of Investments measured at FVTPL - Non Taxable Income	18,485.77	
Amount of B/f Loss or Unabsorbed depreciation		
<b>Income from business / book profit</b>	<b>(22,667.11)</b>	
Income under capital gains:		
- Short-term capital gain	-	
- Long-term capital gain	6,764.58	
Income taxable under house property head		
Income from other sources (after losses set off)	-	
Taxable Income	6,764.58	
<b>Estimated Income Tax expenses</b>	<b>780.00</b>	
<b>Excess Provision for Income Tax / MAT Earlier Year</b>	<b>59.51</b>	
<b>Deferred tax</b>	<b>293.88</b>	
<b>Income Tax expense recognized in Statement of Profit and Loss</b>	<b>1,133.39</b>	

- (c) During Financial year 2021-22, Company has opted for Section 115BAA of Income Tax Act, 1961 and as per provisions of Section 115BAA, Accumulated MAT credit lying in books of account as on 31st March, 2022 amounting to ₹ 10382.84/- (₹ in Thousand) will not be eligible to be set off. Therefore accumulated MAT credit as deferred tax asset has been reversed through statement of changes in equity. (Refer Note No.18)

## Note - 39

## Other Comprehensive Income (OCI)

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
<b>Items that will not be reclassified to Profit and Loss</b>		
Re-measurement gains/ (losses) on defined benefit plans	(1,507.47)	10.88
Equity Instrument through other comprehensive income	2,760.45	1,729.92
Income tax relating to items will not be reclassified to profit and loss	-	-
<b>Items that will be reclassified to Profit and Loss</b>		
Debt instruments through other comprehensive income	-	-
Income tax relating to items will be reclassified to profit and loss	-	-
<b>Total (Net)</b>	<b>1,252.98</b>	<b>1,740.80</b>

## Note - 40

## Earnings per Equity Share (EPS)

Particulars	₹ in Thousand	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Nominal value of equity shares (₹)	10	10
Net Profit for the year attributable to Equity Shareholders (₹ in Thousand)	(36,405.36)	30,405.10
Weighted Average Number of Equity Shares Outstanding during the year (Nos.)	13,095,507	13,095,507
<b>Basic earnings per equity shares (₹)</b>	<b>(2.78)</b>	<b>2.32</b>
Dilutive effect on profit	-	-
Net Profit for the year attributable to Equity Shareholders for computing diluted		
EPS (₹ in Thousand)	(36,405.36)	30,405.10
Dilutive effect on weighted average number of equity shares outstanding during the year	-	-
Weighted Average Number of Equity Shares for computing diluted EPS (Nos.)	13,095,507	13,095,507
<b>Diluted earnings per equity shares (₹)</b>	<b>(2.78)</b>	<b>2.32</b>

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

## Note - 41

## Commitments, contingent liabilities and contingent assets:

Particulars	₹ in Thousand	
	As at 31st March, 2023	As at 31st March, 2022
<b>(a) Contingent liabilities</b>		
<b>Claims made against the Company/ disputed liabilities not acknowledgement as debts:</b>		
<b>(i) Legal Claims</b>		
- Sales Tax Demand not provided for pending outcome of appeal*	20,173.54	20,173.54
- Customs Duty Demand not provided for pending outcome of appeal	11,742.50	11,742.50
- Other Matters**	11,199.09	11,199.09
- Income Tax Matters - under appeal	25.61	37.79
<b>(ii) Guarantees</b>		
- Guaranty provided to Dena Bank for working capital requirement of Subsidiary Company	-	137,175.00
- Guaranty provided to State bank of India for payment under share purchase agreement for Motwane Manufacturing company Private Limited (purchaser)	-	-
- Bank guarantees issued to customers	30,240.77	25,371.87
- Letter of Credit	-	-
- Letter of Credit discounting	-	-
<b>(b) Capital commitments</b>	-	-
<b>(c) Contingent assets</b>	-	-

\* Out of which documents relating to claim of ₹ 627.00 Thousand are currently not available with the Company.

\*\* Out of which documents relating to claim of ₹ 306.10 Thousand are currently not available with the Company.

**Note:**

In respect of Item no. (a) (i) above, the Company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary. Future cash outflow on (a) and (b) above is determinable only on the receipt of judgment / decision pending with respective authorities / department / Hon'ble court and or completion of negotiations / settlement.

**Note – 42****Provision for employee benefits****(i) Gratuity**

The Company contributes to defined benefit schemes for Gratuity which is administrated through duly constituted and approved independent trust. The liability for Gratuity and Leave encashment is determined on the basis of actuarial valuation made at the year end.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) Method as prescribed by the Ind AS-19 - 'Employee Benefits', which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up final obligation.

**(ii) Compensated Absences/Leave Encashment:**

The Company also extends defined plans in the form of Compensated absences/leave encashment to employees. Provisions for compensated absences is made on actuarial valuation basis.

The company is exposed to various risks as regards its obligation towards gratuity benefit and leave salary which are as follows:

(i) Interest Rate Risk, (ii) Liquidity Risk, (iii) Salary Escalation Risk, (iv) Regulatory Risk, (v) Market Risk and (vi) Investment Risk

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

Particulars	₹ in Thousand			
	Gratuity		Leave encashment	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
<b>(i) Reconciliation of Present Value of the Obligation:</b>				
Opening Defined Benefit Obligation	18,019.69	17,207.47	4,179.70	3,866.64
<b>Adjustments of:</b>				
Current Service Cost	2,093.95	1,646.20	839.50	722.24
Past Service Cost	-	-	-	-
Interest Cost	1,201.70	1,078.22	222.37	202.62
Actuarial Loss/(Gain)	1,073.63	18.39	-	-
Liabilities assumed on Acquisition/(Settled on Divestiture)	-	-	-	-
Benefits Paid	(1,486.98)	(1,793.96)	(2,108.65)	(1,641.35)
Other (Employee Contribution, Taxes, Expenses)	(288.38)	-	-	-
Remeasurements - Due to Financial Assumptions	(116.10)	(39.15)	68.72	(186.23)
Remeasurements - Due to Experience Adjustments	305.25	(97.47)	1,357.91	1,215.78
<b>Closing Defined Benefit Obligation</b>	<b>20,802.76</b>	<b>18,019.69</b>	<b>4,559.56</b>	<b>4,179.70</b>
<b>(ii) Reconciliation of Fair Value of the Plan Assets:</b>				
Opening Fair Value of the Plan Assets	16,693.39	15,524.30	-	-
<b>Adjustments of:</b>				
Expected return on Plan Assets	1,277.90	1,100.03	2,108.65	1,641.35
Actuarial Gain/(Loss)	(231.87)	-	-	-
Contributions by the Employer	2,732.91	2,052.39	-	-
Assets Acquired on Acquisition/(Distributed on Divestiture)	-	-	-	-
Benefits Paid	(1,486.98)	(1,793.96)	(2,108.65)	(1,641.35)
Other (Employee Contribution, Taxes, Expenses)	(288.38)	-	-	-
Remeasurements - Return on Assets (Excluding Interest Income)	(40.27)	(189.37)	-	-
<b>Closing Fair Value of the Plan Assets</b>	<b>18,656.70</b>	<b>16,693.39</b>	<b>-</b>	<b>-</b>
<b>(iii) Net Liabilities/(Assets) recognized in the Balance Sheet:</b>				
Present Value of the Defined Benefit Obligation at the end of the period	20,802.76	18,019.69	4,559.56	4,179.71
Fair Value of the Plan Assets	18,656.70	16,693.39	-	-
<b>Net Liabilities recognized in the Balance Sheet</b>	<b>2,146.06</b>	<b>1,326.30</b>	<b>4,559.56</b>	<b>4,179.71</b>
Short term liability	1,674.90	1,477.44	260.74	244.38
<b>(iv) Amount recognized in Salary and Wages under Employee Benefits Expense in the Statement of Profit and Loss:</b>				
Current Service Cost	2,093.95	1,646.20	839.50	722.24
Interest on Defined Benefit Obligation (Net)	(76.20)	(21.82)	222.37	202.62
Net Cost	2,017.75	1,624.38	1,061.88	924.86
Capitalized as Pre-Operative Expenses in respect of Net Charge to the Statement of Profit and Loss	-	-	-	-
<b>Net Charge to the Statement of Profit and Loss</b>	<b>2,017.75</b>	<b>1,624.38</b>	<b>1,061.88</b>	<b>924.86</b>

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

Particulars	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
<b>(v) Amount recognized in Other Comprehensive Income (OCI) for the Year:</b>				
Changes in Financial Assumptions	355.98	(624.06)	68.72	(186.23)
Experience Adjustments	1,061.02	676.18	1,357.91	1,215.78
Actual return on Plan Assets less Interest on Plan Assets	117.91	19.02	-	-
<b>Recognized in OCI for the year</b>	<b>1,534.92</b>	<b>71.14</b>	<b>1,426.63</b>	<b>1,029.55</b>
<b>(vi) Principal Actuarial Assumptions:</b>				
Discount Rate	7.30%	6.20%		
Salary Escalation Rate	5.00%	5.00%		
Leave Encashment Rate during employment	-	-	0.00%	0.00%
Leave Availment Rate	-	-	0.5% to 1%	0.5% to 1%

## Note – 43

## Related Party Disclosures

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:		
Sr. No.	Name of Related Party	Nature of Relationship
1	Informed Technologies India Limited	Enterprise that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprises.
2	Zeppelin Investments Private Limited	
3	The Motwane Manufacturing Co. Private Limited	Subsidiary Company
4	Telemetrics Equipments Private Limited	Step-down Subsidiary Company
5	<b>KEY MANAGERIAL PERSONNEL</b>	
a	Mr. Gautam Khandelwal	Executive Chairman
b	Mrs. Nidhi Salampuria	Company Secretary and Non - Executive Director
c	Mr. Virat Mehta	Independent- Director
d	Mr. Nimis Sheth	Independent- Director
e	Mr Jitendra Agrawal	Managing Director of Subsidiary Company
f	Mrs Aruna Narayanan	Managing Director of Step-down Subsidiary Company
g	Ms. Namrata Narayanan	Director of Step-down Subsidiary Company
h	Mr Varun Narayanan	Director of Step-down Subsidiary Company
i	Mr. Santosh Khandelwal	Chief Financial Officer

₹ in Thousand

Sr. No.	Nature of Transactions	For the Year ended 31.03.2023				For the Year ended 31.03.2022			
		Holding Company	Subsidiaries	Key Managerial Personnel	Total	Holding Company	Subsidiaries	Key Managerial Personnel	Total
1	Sale of Services	-	-	-	-	-	-	-	-
2	Purchase of Services	-	-	-	-	-	-	-	-
3	Payment to Key Managerial Personnel - Salaries and Other benefits	-	-	8,508.30	8,508.30	-	-	17,716.83	17,716.83
4	Payment to Key Managerial Personnel - Sitting Fees	-	-	397.00	397.00	-	-	626.00	626.00
5	Payment to Key Managerial Personnel – Stipend	-	-	-	-	-	-	-	-
6	Payment to Key Managerial Personnel - Legal Fees	-	-	-	-	-	-	-	-
7	Deposit obtained for reappoint of Director	-	-	100.00	100.00	-	-	-	-
8	Repayment of Deposit obtained for reappoint Director	-	-	100.00	100.00	-	-	-	-
9	Interest Expenses / Income	-	-	-	-	-	-	-	-



**Notes to Consolidated Financial Statements for the year ended 31st March, 2023****Note – 44****Principles of Consolidation:**

The Consolidated financial statements (CFS) comprises the financial Statements of Nagpur Power And Industries Limited ('the Company') , it's Subsidiary, "The Motwane Manufacturing Company Pvt. Ltd." and Step down subsidiary, "Telemetrics Equipments Private Limited". Here in after referred together as 'the Group' or 'the Company'. The Consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standard on 'Consolidated Financial Statements' (IND AS 110), 'Disclosure of Interest in Other Entity' (IND AS - 112) notified under section 133 of the Companies Act, 2013.

**Subsidiary:**

- The financial statements of Subsidiary used in the consolidated are drawn up to the same reporting date as that of the Company i.e. year ended March, 2023.
- The financial statements of the Company and its Subsidiary have been combined on a line-by-line basis by adding together the book value of like terms of assets, liabilities, income and expenses, after eliminating intra group balances, intra group transactions and unrealized profits or losses on intra-group transactions.
- The difference between the cost of investment in the Subsidiary and the portion of equity as at the date of making the investment is identified in the financial statement as Goodwill.
- These Consolidated financial statements have been prepared in compliance of section 129 of the Companies Act, 2013.
- The Minority Interest in the net assets of Subsidiary consists of :
  - The amount of equity attributable to the minorities at the dates on which Investment in Subsidiary is made and
  - The minorities' share of movements in equity since the date the parent-subsidiary relationship came into existence.

The Consolidated Financial Statements comprised of the Audited Financial Statements of the Company and audited consolidated financial statements of its Subsidiary for the year ended 31st March, 2023, which are as under:

Name of the Company	Country of Incorporation	Ownership Interest %	
		As at 31st March, 2023	As at 31st March, 2022
The Motwane Manufacturing Co. Private Limited	India	87.28%	72.89%

**Note – 45****Segment Reporting:**

For management purposes, the Group is organised into business units based on the nature of the products, the differing risks and returns. The organization structure and internal reporting system has Three reportable segments as follows:

- (a) High/Medium/Low Carbon Ferro Manganese and Silico Manganese Slag
- (b) Electronal Division
- (c) Electro Mechanical Division

The Chief Operating Decision Maker ("CODM") monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The Chief Operating Decision Maker (CODM) monitors the operating primarily uses earnings before interest, tax, depreciation and amortization (EBITDA) as performance measure to assess the performance of the operating segments.

However, the CODM also receives information about the segment's revenues, segment assets and segment liabilities on regular basis.

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

Primary Segment Information:		₹ in Thousand	
Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022	
<b>(I) Segment Revenue:</b>			
High/Medium/Low Carbon Ferro Manganese and Silico Manganese Slag	-	1,607.33	
Electrical Division	367,135.51	273,812.60	
Electro Mechanical Division	71,199.17	54,535.06	
<b>Total</b>	<b>438,334.68</b>	<b>329,954.98</b>	
Less: Inter Segment Revenue	-	-	
<b>Revenue from operations</b>	<b>438,334.68</b>	<b>329,954.98</b>	
<b>(II) Segment Results</b>			
High/Medium/Low Carbon Ferro Manganese and Silico Manganese Slag	(13,524.69)	64,473.50	
Electrical Division	(4,576.17)	(17,325.54)	
Electro Mechanical Division	(4,710.18)	(4,391.15)	
<b>Profit Before Interest and tax</b>	<b>(22,811.04)</b>	<b>42,756.81</b>	
Less: Interest	13,328.34	10,551.14	
<b>Profit/ (Loss) before Tax</b>	<b>(36,139.38)</b>	<b>32,205.67</b>	
Less: Provision for taxation	1,133.39	5,665.08	
<b>Profit/ (Loss) after Tax</b>	<b>(37,272.77)</b>	<b>26,540.59</b>	
<b>(III) Other Information's:</b>			
<b>(a) Segment Assets:</b>			
High/Medium/Low Carbon Ferro Manganese and Silico Manganese Slag	716,104.17	641,335.08	
Electrical Division	294,386.00	322,362.49	
Electro Mechanical Division	28,570.89	26,991.58	
<b>Total Segment Assets</b>	<b>1,039,061.06</b>	<b>990,689.14</b>	
<b>(b) Segment Liabilities:</b>			
High/Medium/Low Carbon Ferro Manganese and Silico Manganese Slag	4,602.47	3,088.35	
Electrical Division	158,861.10	150,387.77	
Electro Mechanical Division	46,465.19	42,578.66	
<b>Total Segment Liabilities</b>	<b>209,928.77</b>	<b>196,054.78</b>	

## Notes to Consolidated Financial Statements for the year ended 31st March, 2023

Note – 46

## Additional Information Details :

1 Additional information as required under Schedule III to the Companies Act 2013, of enterprise consolidated as subsidiary:

Name of Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit/ (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	₹ in Thousand	As % of consolidated profit or loss	₹ in Thousand	As % of consolidated other comprehensive income	₹ in Thousand	As % of consolidated total comprehensive income	₹ in Thousand
<b>Holding Company</b>								
<b>Indian</b>								
<b>Nagpur Power And Industries Limited</b>								
Balance as at 31st March, 2022	101.51%	785,761.80	230.54%	61,185.40	109.21%	1,901.14	223.07%	63,086.54
Balance as at 31st March, 2023	93.34%	773,930.91	38.61%	(14,389.37)	204.19%	2,558.48	32.85%	(11,830.89)
<b>Subsidiary</b>								
<b>Indian</b>								
<b>The Motwane Manufacturing Co. Pvt. Ltd</b>								
Balance as at 31st March, 2022	-1.51%	(11,680.45)	-130.54%	(34,644.81)	-9.21%	(160.34)	-123.07%	(34,805.16)
Balance as at 31st March, 2023	6.66%	55,201.38	61.39%	(22,883.41)	-104.19%	(1,305.50)	67.15%	(24,188.91)
<b>Total</b>								
Balance as at 31st March, 2022	100.00%	774,081.34	100.00%	26,540.59	100.00%	1,740.80	100.00%	28,281.38
Balance as at 31st March, 2023	100.00%	829,132.29	100.00%	(37,272.77)	100.00%	1,252.98	100.00%	(36,019.79)

- 2 The declaration filed under the Urban Land (Ceiling and Regulation) Act, 1976 in respect of the Company's holding in excess of the ceiling prescribed under the said Act and the application for exemption filed under section 20 of the said act, to retain these lands are under consideration of the concerned authorities.
- 3 Deferred tax assets for unused tax loss carry forward or unused tax credit if, and only if, it is considered probable that there will be sufficient future taxable profit against which the loss or credit carry forwards can be utilized. However In the opinion of the management, there is no future probability of taxable profit in near future foreseeable.
- 4 Standards notified but not yet effective  
There are no new standards that are notified, but not yet effective, upto the date of issuance of the Company's financial statements.
- 5 The Group do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 6 The Group do not have any transactions with companies struck off.
- 7 The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 8 The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

As per our report of even date attached

**For Parekh Sharma & Associates**

Chartered Accountants

Firm's Regn. No. 129301W

Sd/-

**Sujesh Sharma**

Partner

M. No. :118944

**For and on behalf of the Board of Directors**

Sd/-

**Gautam P. Khandelwal**

Executive Chairman

(DIN: 00270717)

Sd/-

**Nidhi Salampuria**

Director &amp; Company

Secretary (FCS 10448)

(DIN:07138654)

Place: Mumbai

Date: 30th May 2023

Sd/-

**Nimis Sheth**

Director

(DIN: 00482739)

Sd/-

**Santosh Khandelwal**

Chief Financial Officer

Place: Mumbai

Date: 30th May 2023

