



Date: 07-09-2023

To,  
The Manager  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001  
**Scrip Code: 542669**

To,  
The Manager  
Listing Department  
**The Calcutta Stock Exchange Limited**  
Lyons Range,  
Kolkata – 700 001  
**Scrip Code: 12141- CSE**

Dear Sir/ Madam,

**Subject: Submission of Annual Report for the Financial Year 2022-2023**

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in furtherance to our letter dated September 04, 2023, wherein the Company had informed that the 41<sup>st</sup> Annual General Meeting (AGM) of the Company will be held on Friday, September 29, 2023 at 11:30 A.M. IST, a copy of Annual Report for the Financial Year 2022-2023 is enclosed herewith.

The Annual Report is also being hosted on the website of the Company at <http://bmwil.co.in/>

This is for your information and records.

Yours faithfully,  
For **BMW INDUSTRIES LIMITED**

Vikram Kapur  
Company Secretary

**Encl:** As above



STRENGTHENING OUR  
**CAPABILITIES**  
FOCUSED ON GROWTH

**BMW Industries Limited**  
Annual Report 2022-23

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- 217 Notice of the 41<sup>st</sup> Annual General Meeting

### Forward-looking statements

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.



To view this report online, please visit: [www.bmwil.co.in](http://www.bmwil.co.in)

Or scan the below QR code



# Corporate information

## BMW Directors

**Ram Gopal Bansal**  
Chairman and Whole Time Director

**Harsh Kumar Bansal**  
Managing Director

**Vivek Kumar Bansal**  
Managing Director

**Sunil Kumar Parik**  
Independent Director

**Ram Priya Saran**  
Independent Director

**Monika Chand**  
Independent Director

## BMW Committee

### Audit Committee

Sunil Kumar Parik  
Chairman

Rampriya Saran

Harsh Kumar Bansal

### Stakeholders Relationship Committee

Rampriya Saran  
Chairman

Sunil Kumar Parik

Vivek Kumar Bansal

## Nomination & Remuneration Committee

Sunil Kumar Parik  
Chairman

Monika Chand

Rampriya Saran

## Risk Management Committee

Rampriya Saran  
Chairman

Sunil Kumar Parik

Harsh Kumar Bansal

## Finance Committee

Sunil Kumar Parik  
Chairman

Ram Gopal Bansal

Harsh Kumar Bansal

Vivek Kumar Bansal

## Corporate Social Responsibility Committee

Harsh Kumar Bansal  
Chairman

Sunil Kumar Parik

Rampriya Saran

## Auditors

### Statutory Auditor

**Lodha & Co.**  
Chartered Accountants,  
14, Government Palace East,  
Kolkata - 700069

### Cost Auditor

**Sohan Lal Jalan & Associates**  
P-184, Suren Sarkar Road,  
Phool Bagan, Beliaghata,  
Kolkata - 700010

### Secretarial Auditor

**MKB & Associates**  
8, Camac Street,  
Shantiniketan Building,  
Kolkata - 700017

### Internal Auditor

**S K Agarwal & Co. Chartered Accountants LLP**  
Suite 606-08, The Chambers,  
1865, Rajdanga Main Road,  
Kolkata - 700107

## Bankers

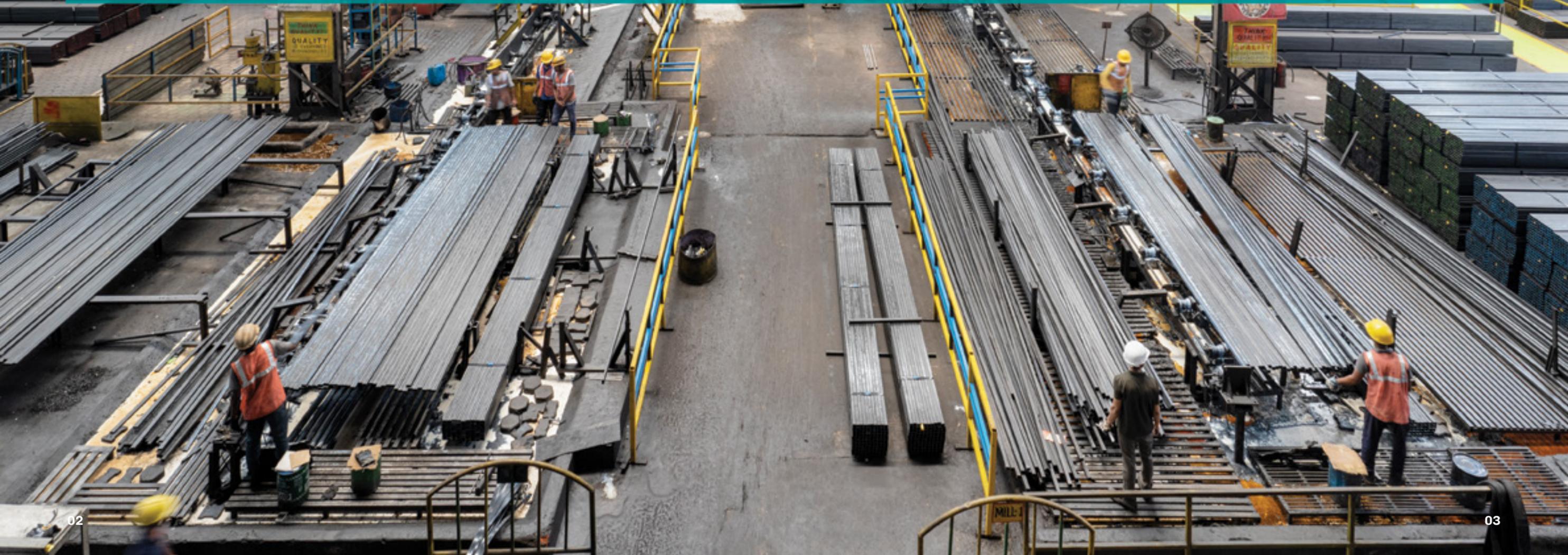
State Bank Of India  
Panjab National Bank  
Yes Bank  
Indusind Bank  
Bank Of Baroda

**Since our inception, we have focused on strengthening our capabilities to drive consistent growth and value creation. For clients who prioritise quality, we have developed value-added steel products by employing an integrated business strategy. This has positioned us as one of the most promising companies in the sector.**

One of our key strengths lies in our geographic proximity to both customers and raw material sources. This enables us to efficiently cater to diverse markets. Staying true to our commitment to product quality, we have mastered the art of manufacturing quality products while optimising costs.

By offering end-to-end services that span from manufacturing to transportation, we have delivered a seamless experience to our customers. Our asset-light model, coupled with efficient outsourcing of manufacturing facilities, has further accelerated our growth trajectory. Moreover, we have established a robust distribution network and forayed into underserved geographies, which has helped us tap into new markets and reach a wider customer base.

As we diversify our portfolio by introducing related product categories, we remain committed to sustaining the trust of our customers. Leveraging our state-of-the-art manufacturing facilities and sharpening our focus on processes and people, we will continue to amplify value for all customers and stakeholders.



# Building on our rich legacy

Spanning over Four decades, we have positioned ourselves as a distinguished value added steel producer and the industry's Partner of Choice. Over the years, we have remained steadfast in our commitment to ensuring customer satisfaction, which has set us apart from our peers.

Our trajectory has been promising. Maintaining a sharp focus on value-added products and a forward-looking strategy to lease manufacturing capacity, we transitioned towards an asset-light model. These moves have considerably fortified our position, resulting in a robust Return on Gross Block. We are diligently catering to our partners' evolving needs, continuously refining our logistics and storage solutions to seamlessly meet their end-to-end requirements.

Operating in a dynamic environment, we have remained agile and focused on consistent innovation to drive growth. This has enabled us to successfully meet our customers' evolving demands and become a premier secondary steel producer in the market.



### Mission

To uphold the spirit of entrepreneurship and innovation with an optimum utilisation of resources.

To adopt sustainable, eco-friendly procedures and the highest level of ethics and standards in our work.

To hire, develop and retain high-performing employees.

To maximise the returns to shareholders.

To create a positive impact on the communities we work around.



### Core values

To stay passionate about people and our business practices.

To maintain a sense of trust, integrity, ownership and belonging.

To develop in a sustainable manner.



### Vision

To be a globally admired organisation that enhances the quality of life of all stakeholders through sustainable business development.

### Numbers that matter

₹ 60,373 lakh

Net Worth

₹ 56,234 lakh

Revenue from Operations

▲ by 26%

₹ 12,968 lakh

Operating EBITDA

▲ by 23%

₹ 5,448 lakh

Profit After Tax (PAT)

▲ by 57%

# Our diverse portfolio

Our product offerings include a portfolio of industrial products to meet the diverse needs of various sectors. We do rigorous research and quality engineering, to make products which are designed to provide reliable and efficient solutions to our clients.



TMT



GP Coils



HR Slit Coils



HRPO Coils



GC Sheets



MS Pipes

# Our business divisions

## Tolling business

In the tolling division, we operate by forging symbiotic relationships with our suppliers. We receive raw materials from them, which are subsequently processed and customised to meet specific market requirements. This model enables us to focus on delivering highly specialised, value-added products.

## Proprietary business

In our proprietary business division, we are solely responsible for the entire production cycle. Products are conceptualised, manufactured, branded, and marketed under BMWIL's aegis. This division allows us to have complete control over the quality and branding of the end products.

## Strategic initiatives

### Capacity expansion at NH6 Howrah

Discussions are underway to increase the conversion capacity for MS pipes. This is in addition to an existing contract for **40,000 tons**

### Expansion at Bokaro facility

The new facility at Bokaro became operational this quarter, adding the capacity to process **50,000 tons** of flat products

## Operational performance

**8,23,898 MT**

Production In CRM complex

**1,22,686 MT**

Production in rolling mill

**73,321 MT**

Production of MS pipes & tubes



# The evolution of BMW Industries Limited



Throughout our history, we have experienced significant transformations, such as expanding our portfolio of services and establishing enduring collaborations. Achieving various milestones has been the result of calculated risk-taking and consistent innovation. These deliberate actions and meaningful partnerships have solidified our position as a notable contender in the industrial sector.

## The formative years

**1980-1990**

- BMWIL was officially incorporated, marking its foray into the industrial sector
- The Steel Service Center was established, laying the foundation for the company's diverse operations
- The first Tube Mill was commissioned, signalling the company's entry into specialised manufacturing

## Strengthening bonds and diversification

**1991-2000**

- We commenced a crucial business relationship with TATA Steel for a Steel Service Center located in Bengal
- An additional relationship was formed with TATA Steel in Jamshedpur
- The period saw diversification into Infrastructure and Road Construction
- A significant joint venture was forged with SAIL, leading to the establishment of a facility for manufacturing LPG Cylinder Sheets and Hollow Bricks

## Expansion and specialisation

**2001-2010**

- A new focus emerged on Structural Fabrications
- Automatic Structural Rolling was commissioned, elevating the manufacturing capabilities
- The first TMT Rolling Mill came into operation
- Relationship with TATA Steel was further solidified by commencing the CRM downstream process

## Scaling heights

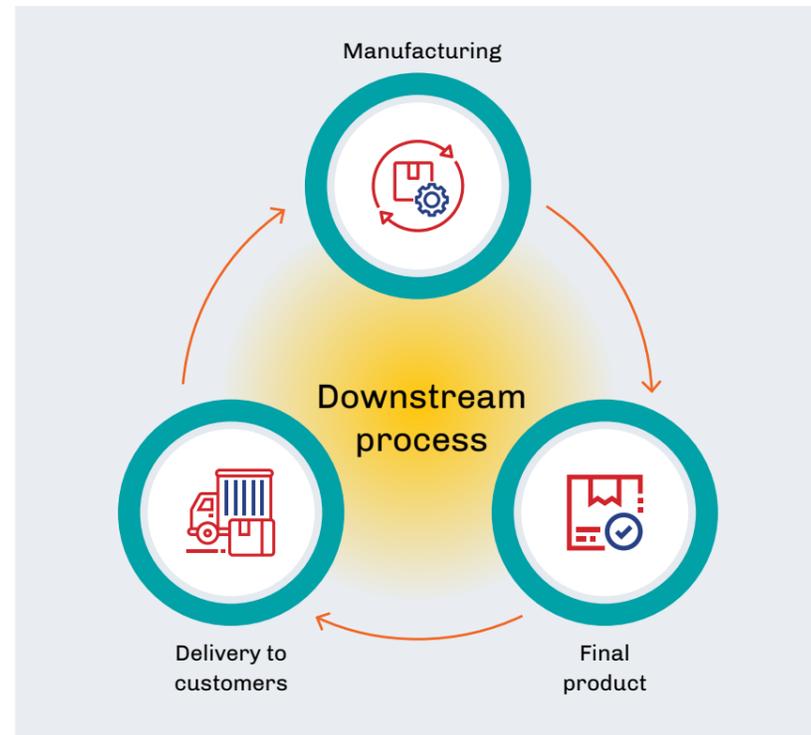
**2011-onwards**

- A CRM Complex was successfully commissioned for TATA Steel in Jamshedpur
- We ventured into providing Logistic Solutions, broadening our service spectrum
- By this period, BMWIL was well-positioned to offer end-to-end services to customers
- A new TMT Mill with a capacity of 120,000 MT was installed
- Bansal Super TMT was launched as a self-branded product for B2C
- We listed on the BSE, increasing our financial visibility
- High-Speed Tube Mill was commissioned, enhancing the production line

# Business model

We operate within a vertically integrated framework, spanning both upstream and downstream processes in the steel industry. Our model is anchored in strategic principles such as gap-focused initiatives, value-creation, and controlled growth, aimed at ensuring sustainable and profitable operations.

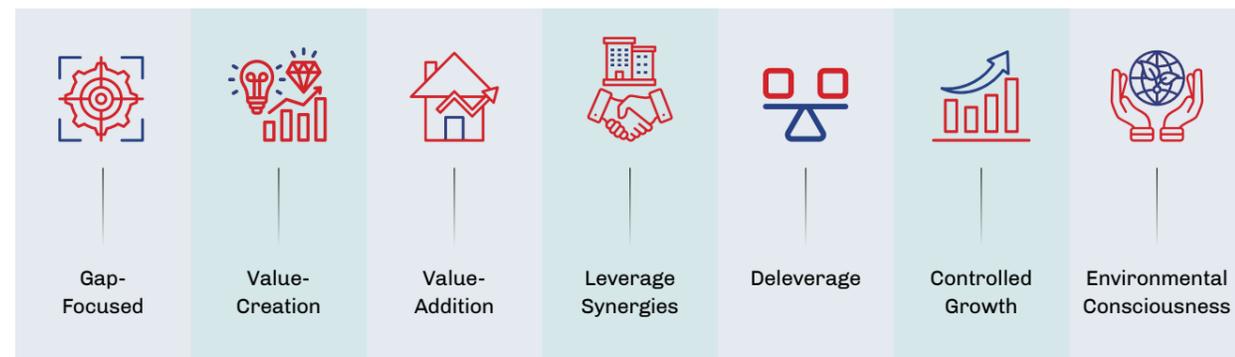
## Our operating process



## Our growth drivers

- Our emphasis is on business sustainability over transient spikes in profitability.
- A culture of fiscal responsibility defines us.
- Our controlled yet steady growth consistently surpasses average sectoral rates.

## Core principles



Read more at <https://www.bmwil.co.in/our-robust-business-model/>

# Building our own brand

Our operations are grounded in an asset-light approach, focused on operational efficiency and brand value creation. This strategy allows us to remain agile in a competitive marketplace while delivering quality and value to our customers.

### Efficient outsourcing of manufacturing facilities

- Outsourcing enables us to streamline operations.
- A conversion agreement for our own brand ensures standardised quality.

### Distribution network

- Robust distribution channels exist and are continuously broadening.
- Focused efforts are made to penetrate under-served geographies.
- We offer in-house logistics support, positioning ourselves as a one-stop solution in the rural market.

### Brand value establishment

- The introduction of adjacent product categories enhances our market positioning.
- We invest cautiously in building a reputable brand, aligned with long-term growth strategies.



# Financial report card

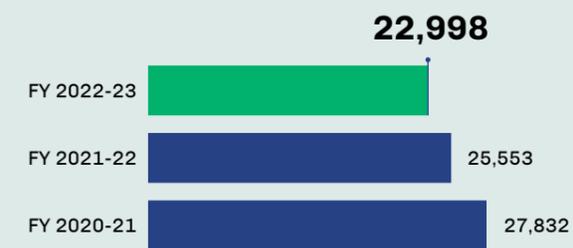
## Revenue from Operation (in ₹ lakh)



## Operating EBITDA (in ₹ lakh)



## Net Debt (in ₹ lakh)

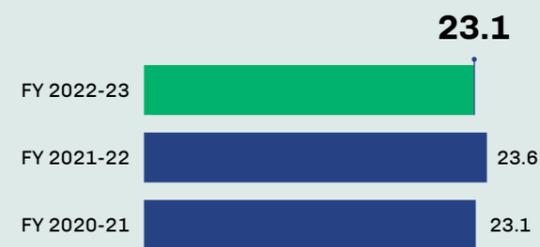


**Abhishek Agarwal**  
Chief Financial Officer



Driven by strong fundamentals and strategic initiatives, we witnessed a 26% growth in the top line, with gross profit margins steadily expanding by 61%. Additionally, PAT increased by 57%. We not only navigated through challenges but also sustained profitability and maximised value for our shareholders. ”

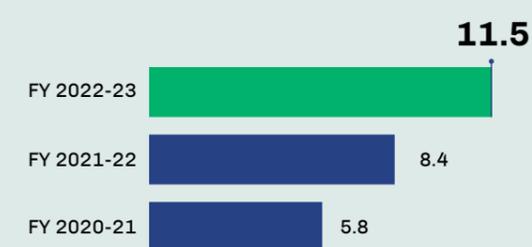
## Operating EBITDA margin (in %)



## Profit After Tax (PAT) (in ₹ lakh)



## Return on Capital Employed (ROCE) (in %)



## Profit After Tax (PAT) margin (in %)



## Net Worth (in ₹ lakh)



# Chairman's message



**Ram Gopal Bansal**  
Chairman and Whole Time Director

Dear Shareholders,

I am delighted to present the annual performance report of BMWIL for the financial year 2022-23 (FY23). In the span of over four decades, we have emerged as one of the largest steel processing companies in India having multi-location manufacturing units in the steel sector.

At BMWIL, we strategically operate in the segment of value addition of semi-finished goods, and this helps us maintain stable revenue and margins and reasonable insulation from the global steel and commodity down-cycles. During the reporting year, geopolitical conflicts in Russia and Ukraine and their impact on crude prices may have had some impact on our sector. However, we are confident that the Indian steel sector in general and downstream in particular will remain largely unaffected, going forward.

Despite global headwinds, India remained one of the fastest growing

major economies of the world, with a 3 trillion-dollar plus GDP growing at 7.2% in FY 2022-23. We strongly believe that the India growth story will continue to drive local demand in the short to medium term. Thanks to the Government of India's strong focus on infrastructure development, which has a positive multiplier impact on the economy, steel consumption during the same period grew by over 10% Y-o-Y to 117 million tonnes.

Projections indicate a sustained demand upswing over the next decade, especially in the secondary steel sector. At BMWIL, our focus will largely be on enhancing our capacities and utilisation levels, while fostering strong relationships with our customers. Our financial and operational performance during the reporting year demonstrates the resilience of our business model and our strong potential for future growth.

### Resilient performance

Our financial performance for the fiscal year 2023 has been very encouraging as the consolidated turnover grew to ₹ 56,234 lakhs, an increase of 26% YoY. Our PAT at 5,448 lakhs, grew by 57%, as compared to the previous year. It is worthwhile to mention that our efficient cash-flow management resulted in reduced debt. During the year, we pre-paid loans from internal accruals. We have also improved our asset utilisation levels, which helped in maintaining a strong financial position. These achievements are a testament to our enhanced operational efficiencies and successful execution of new orders.

### Operational performance

During the year under review, we inaugurated the Tube Mill at our NH-6 unit in Kolkata. We received significant conversion orders from one of the prominent national steel manufacturers. We also successfully secured orders for TMT Rebar's conversion and MS pipes from the same client.

Our capacity utilisation for the reporting period has gone up compared to the preceding year. We have entered into long-term contracts agreements with our customers. This will bring additional revenue with minimal cost impact on us, further safeguarding our future prospects. Our focus on providing the best quality products and services has helped us drive our performance.

### Critical growth drivers

The core driver of our success is our geographic proximity to both raw material sources and clients. This places us in a suitable position, enabling seamless access to essential raw materials and efficient delivery to major buyers. We have established strong relationships with marquee steel manufacturing players for over 30 years, and this also remains one of our critical growth drivers in a dynamic operating environment. The addition of capabilities at BMWIL will help us continue servicing our customers. Our commitment to sustainable business practices further positions us as a preferred partner in the industry.

### Sustainable practices

Our comprehensive 'Go Green' initiative spans all operational levels and decision-making processes, ensuring eco-conscious investments and improvements. This encompasses diverse measures such as rainwater harvesting, power efficiency enhancements and an emphasis on zero liquid discharge units. Through modernisation and upkeep of our plant and machinery, we have enhanced efficiency, leading to reduced energy consumption.

### Giving back to society

We participate in several CSR initiatives to enhance the economic and social welfare of the communities we serve. Our initiatives are focused to address critical challenges such as hunger, poverty, and malnutrition.

For promoting healthcare and safe drinking water, we conduct health camps and provide support to local clinics and hospitals. Encouraging involvement of our teams, we extend aid to women cancer patients. Our dedication to social responsibility remains unwavering, with a continued focus on giving back to society.

### Road ahead

We believe, the dual impetus of 'Make in India' initiative and the Government's Production Linked Incentive (PLI) scheme is likely to attract substantial investments in the manufacturing sector. Additionally, enhanced government outlays in the defence sector are expected to bolster the steel demand.

Our strategic focus revolves around enhancing capacities and capabilities, with a continued emphasis on our tolling business to drive sustainable growth. We will work towards the commissioning of an additional 2,84,000 MT capacity for tubes and MS pipes by FY25. We will continue to evaluate prospects and capitalise on opportunities in the ever-evolving market landscape through brownfield or greenfield avenues.

Going forward, our emphasis will be on reducing our debt to further improve our bottom line. We are currently piloting to establish products under our own brand (Bansal TMT), which will help us to foray into the B2C business.

In short, we are building a transformational business, with strong focus on operational efficiencies, client relationships and sustainable practices. On behalf of the Board, I express my sincere gratitude to all our clients, business partners and the entire stakeholder community for their encouragement and support.

Regards,

**Ram Gopal Bansal**  
Chairman and Whole Time Director

# Managing Director's message



Harsh Bansal



Vivek Bansal

Dear Shareholders,

Its a pleasure for me to share with you my thoughts on our performance for FY 2022-23. During the fiscal year, we continued our strategic endeavours, translating into robust operational and financial outcomes.

In the year gone by, we have witnessed significant advancements in our capacity utilisation and operational efficiency, underscoring our dedication to continuous improvement. A particularly noteworthy highlight has been the successful conclusion of a long term contract that will oversee additional conversion of MS Pipes from our new tube mill unit at NH-6. This will substantially enhance our capacity utilisation, helping us accomplish improved performance.

We have also undertaken expansion efforts in tubes, which is expected to elevate our capacity to 500,000 MT

by the fiscal year 2025. Additionally, we have commissioned a High-speed Automated Processing Machine at our Manifit facility in Jamshedpur, effectively replacing legacy equipment. This transition has yielded efficient capacity utilisation underscoring our dedication to maximising efficiency and minimising waste, while ensuring the highest standards of Safety.

During the year under review, our dedication to strengthening our financial position has remained steadfast. We have continued with our debt repayment efforts throughout the fiscal year 2023, leading to a significant improvement in our debt-to-equity ratio from 0.43x in FY22 to 0.36x. In fact our net-debt to equity ratio improved from 0.46 in 2022 to 0.38 in 2023. Our strides in this direction were supported by the pre-payment of certain high interest bearing term loans from internal accruals.

Our efforts towards enhancing operational efficiency and working capital management have yielded positive outcomes. Notably, we significantly reduced our cash conversion cycle from 409 days in FY21 to 242 days in FY23. Our focus on improving capital utilisation, while emphasizing on efficient capital deployment translated into improved capital efficiency, evident in our sales turnover to capital employed ratio, which improved significantly from 0.4 to 0.6.

At BMWIL, we are continually focusing on greener and sustainable business practices. In pursuit of this, we started work on installing a rooftop solar capacity of 4MW. Additionally, we are working towards modernising and upgrading our machineries. These efforts directly contribute to improving operational efficiency, leading to a reduction in

“ At BMWIL, we are continually focusing on greener and sustainable business practices. In pursuit of this, we started work on installing a rooftop solar capacity of 4MW. ”

our overall energy requirements. By consistently adopting state-of-the-art technologies and practices, we are ensuring that our operations are as energy-efficient as possible.

Optimising our capacities remains a priority for us. In our Bokaro unit, we are expanding our flat product processing capabilities to suit local demand and prepare the groundwork to address future demand. In line with the sectoral growth in various types of ERW pipes and tubes, we are looking forward to investing further in optimising the existing capacities as well as expanding capacities at the NH6 location. Additionally, our recent state-of-the-art processing facility in Manifit has opened the door to investigating downstream capabilities, such as tubes / pipe manufacturing.

It is also noteworthy that in order to extend our market presence, we are establishing our own brand, 'Bansal TMT', which will facilitate entry into B2C business, broadening our scope and market reach over a period of time.

Our teams have played a critical role in all that we have achieved so far. We are continually upskilling our teams to address the future growth potential. Taking care of our people and the communities is integral to our sustainability

efforts. Through our CSR activities, we continue to address hunger, poverty and malnutrition through meaningful initiatives. Promoting better healthcare for all and the use of safe drinking water are also part of our corporate citizenship efforts.

This includes the distribution of food and rations, health camps and support to clinics and hospitals around where we live and work. Our team is also volunteering their time and efforts to create a meaningful difference in the lives of the communities we touch.

We are deeply optimistic about India's robust economic growth, and our Company is poised to seize the opportunities that lie ahead. Our strategies revolve around short-term and medium-term objectives to ensure holistic development.

In closing, once again I want to express my deep gratitude to our dedicated colleagues who tirelessly work towards upholding our business objectives. I would also like to thank all our stakeholders for keeping their faith in our capabilities.

Regards,

**Harsh Bansal & Vivek Bansal**  
Managing Director

# Strengthening our manufacturing prowess

We are primarily engaged in the manufacturing, processing and marketing of steel products. Our diverse portfolio comprises engineering and other products and services. We have consistently enhanced our capabilities, leaving an indelible mark on the industry in which we operate. We specialise in the production of HRPO Coils, CR Coils, GP Coils, GC Sheets, MS and GI pipes, TMT rebars, and more. We have built strong partnerships with India's premier steel companies, including a joint venture with the Steel Authority of India Limited (SAIL).

## Enabling automation for enhanced efficiency

Our manufacturing processes are guided by an unwavering commitment to automating and streamlining operations. Crucial phases of our operations are fully automated, which helps boost productivity and deliver quality products.

Our pursuit of automation extends beyond production; we plan on automating other aspects of operations to ensure optimum efficiency at every step.

## Delivering quality consistently

Our quality assurance plan underscores our commitment to excellence. We conduct rigorous audits and proactive process assessments, while also implementing well-defined SOPs to guarantee the highest quality output. Regular scheduled interaction sessions with factory workers, and expert consultants in rolling mill operations, as well as involving senior management. This collaborative approach not only guarantees the production of defect-free products but also fosters a continuous process of product refinement.

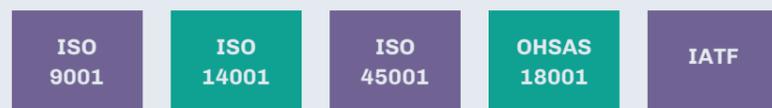
## Our manufacturing facilities

### Jharkhand



- 1 Manifit, Jamshedpur (BMWIL)
- 2 Adityapur, Jamshedpur (BMWIL)
- 3 Gamharia, Jamshedpur (BMWIL)
- 4 Adityapur, Jamshedpur (BMWISIL- WOS)
- 5 Gamharia, Jamshedpur (NCPL-WOS)

### Certifications:



## Fortifying our supply chain

At BMWIL, supply chain excellence is a non-negotiable aspect of our operations. Global best practices in supply chain management are seamlessly integrated into our operations to ensure the timely availability of raw materials and prevent plant idle time due to a lack of resources. A well-managed fleet of 75 logistics vehicles ensures end-to-end services, enhancing the customer experience while maintaining strict control over the supply chain.

### Procurement

A robust SAP system supports our procurement process and provides real-time insights and checks to ensure the right quality at the right price. The system's built-in re-ordering levels optimise working capital, striking a balance between availability and excess. Our procurement SOPs are designed to secure the highest quality materials, including rigorous evaluations of new vendors before onboarding.

### Vendor sustainability

Our vendor screening methods transcend mere quality and safety. Well-defined SOPs, periodic site visits and external audits ensure our suppliers adhere to sustainability principles. In essential procurements, OE vendors receive preference, and our new vendor selection process involves stringent checks to guarantee sustainability and quality alignment.

## Charting our way forward

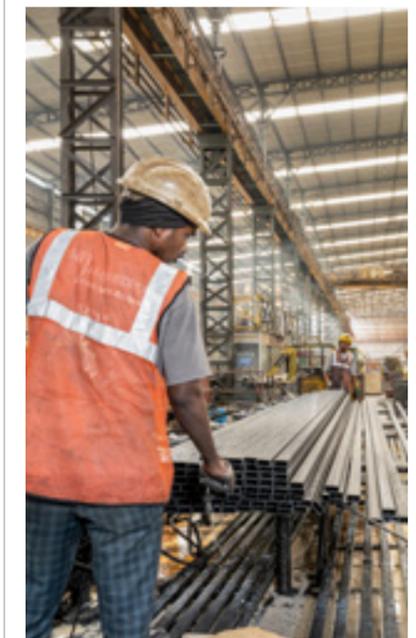
Our journey is one of constant growth and evolution. The recent successful commissioning of our Tube Mill at the NH-6 unit in Kolkata further justifies it. In the years ahead, we will continue to enhance our manufacturing facilities, focusing on automation, efficiency and sustainability.

### West Bengal



- 1 Hazibagan, Howrah (BMWIL)
- 2 Ghusuri, G.T Road, Howrah (BMWIL)

### Certifications:



# Driving innovation in steel processing

For us at BMWIL, innovation is not just a buzzword; it is the way we operate. We have always prioritised innovation to create value for our clients, partners and stakeholders.

Technology and innovation are essential for shaping the future of the steel industry. Recognising this, we continuously strengthen our internal R&D team, fostering creative thinking and developing groundbreaking solutions. We invest in R&D not because it is a necessity, but because we believe it is the key to staying ahead of the curve.

## Empowering our R&D team

We have taken significant steps to bolster our in-house R&D capabilities. These include recruiting the brightest minds in the field and fostering a culture of curiosity, collaboration and continuous learning. Our team thrives on challenges, and we provide them with the resources they need to realise their full potential.

During the reporting year, we made substantial investments to enhance our R&D initiatives. These investments were carefully reviewed and guided by our Managing Director, ensuring that our investments align with our vision for continuous improvement and industry leadership.

## Collaborating with industry leaders

We collaborate with technical leaders in the field of iron and steel processing to further bolster our competitiveness. These partnerships go beyond surface-level engagements and drive long-term improvements in our plants. The insights and expertise we gain from these leaders not only enhance our processes, but also serve as a catalyst for the skill development of our in-house teams and trainees.

## Ensuring data privacy

We understand the importance of data security in today's interconnected world. To maintain the confidentiality of critical information, we have instituted stringent security measures within our systems. Our data security practices ensure that information is shared on a need-to-know basis, minimising cybersecurity risks.



# Strengthened by a formidable team

We acknowledge that our people are the true contributors to our success. This drives us to create a conducive work culture that helps us deliver robust performance while also fostering camaraderie within the organisation. We value our people as our most valuable assets; and remain resolute in providing them with a working environment that propels their growth, recognises their contributions and leads to continuous improvement.

## 511

Number of Permanent Employees

### Talent management

#### Recruitment and selection

Our recruitment process begins with requisitions from department heads and we prioritise job specifications to find the right fit. Campus drives, experienced hires through consultants and employee referrals, collectively help build a dynamic team.

#### Meritocracy

Our performance evaluation system is guided by Key Result Areas (KRAs) and Key Performance Indicators (KPIs). This ensures that hard work and dedication are recognised and rewarded, cultivating a culture of continuous improvement.

#### Awards and recognition

Recognition is a fundamental aspect of our work culture. The highlights of our plant-wide awards and recognition programme are featured in our monthly newsletter, celebrating the outstanding achievements and contributions of our personnel.

#### Employee retention

We have an impressive employee retention rate of 84%. We reward our team's dedication with special increments, incentives for field personnel and thoughtful gestures like gift vouchers and tickets.

## 84%

Employee retention rate



### Learning and development

To help our people grow both personally and professionally, we organise several monthly learning and development programmes. Our training sessions encompass crucial subjects such as Kaizen, time management and team building. Through these efforts, we strive to keep our personnel up to date with relevant knowledge. By providing our workforce with comprehensive training, we ensure their long-term growth and help them gain leadership skills.



### Employee engagement

During FY23, we launched numerous engaging initiatives to bring our team members together, fostering a sense of unity and belonging. Inter-unit tournaments provided a platform for friendly competition and facilitated interactions among colleagues from different units. Other key initiatives include:

#### Monthly newsletter

We have launched a monthly newsletter which highlights our improvements spanning all our units. This keeps our team members connected, aware and inspired by the organisation's various accomplishments.

#### Celebrating special occasions

We remain committed to making our personnel feel special. During the reporting year, we organised several events on special occasions. These small gestures go a long way towards creating a positive work environment.

#### Birthday celebrations

Every month, we celebrate the birthdays of our team members, extending a heartfelt wish from the desk of our Managing Director. These little things make our team feel valued.

#### Health and safety initiatives

Ensuring the well-being of our personnel is our foremost priority. To this end, we have implemented several comprehensive measures, including:

- Coverage under a Group Personal Accident (GPA) policy for field staff.
- Dedicated safety teams in each unit provide training on hazardous waste disposal, machine operation, fire safety and factory safety.



### Diversity and inclusion

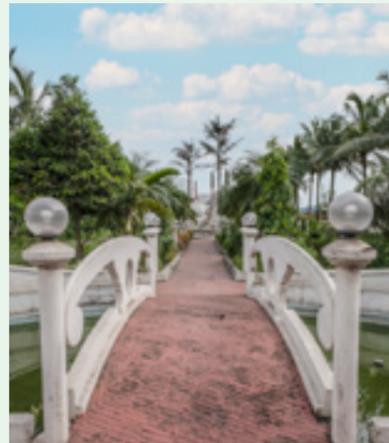
While female employees in plant roles remain scarce in our industry, we maintain an inclusive environment at our headquarters so that our female team members can balance work and life. Our maternity leave policy further demonstrates our dedication to empowering women.

# Staying true to our ESG commitments

At BMWIL, our dedication to Environmental, Social and Governance (ESG) principles lies at the heart of our organisational ethos. We recognise the significance of ethical business conduct in creating long-term value for all stakeholders.

## Environment

We believe what is good for the planet is also good for us. In keeping with this, we have adopted sustainable practices in our day-to-day operations to reduce our environmental impact. By implementing energy-efficient technologies and reducing waste, we strive to contribute to a cleaner and greener future.



## Energy management

To ensure optimum energy efficiency, we employ a combination of vigilant monitoring, regular maintenance and efficient equipment use.

## Installing solar panels

As a future-focused company, we have invested in renewable energy solutions. We are planning to install solar panels across all our facilities, to substantially reduce our carbon footprint.

## Contributing to India's Net Zero transition

While not engaged in primary steel production, we contribute significantly to India's Net Zero objectives by adopting energy-efficient manufacturing processes, leveraging solar power and deploying advanced technological innovations.

## Water management

We have achieved Zero Liquid Discharge (ZLD) at all our plants. This signifies our commitment to minimising water consumption and preventing any harmful discharge.

## Waste management

Our responsible handling of acids and chemicals ensures minimal environmental impact. We implement best practices for safe chemical management, reducing any potential hazards.

## Social

At BMWIL, we value our personnel and the communities in which we operate. As a socially responsible organisation, we are committed to creating a meaningful impact on society and promoting social well-being. By adopting ethical practices and fostering transparency in all our operations, we endeavour to foster inclusivity, diversity and fairness.

## Fulfilling our Corporate Social Responsibility

At BMWIL, we care about making a positive impact on our community through our Corporate Social Responsibility (CSR) efforts. We are supporting cancer patients, especially women, to ensure their well-being. In addition to this, we take our CSR responsibilities seriously by engaging in various initiatives like planting trees to improve the environment and organising healthcare camps for our employees and contract workers.

## Key highlights of our CSR initiatives for FY23

**₹ 79.71 Lakh**

CSR Investment

**3,000**

Total trees planted



**1,300**

Beneficiaries of medical check-ups and eye check-ups camps

## Implementing a robust grievance redressal mechanism

We treat employee concerns with utmost attention. Our efficient grievance redressal mechanism ensures the timely resolution of issues, fostering a culture of open communication and employee satisfaction.



**500**

Beneficiaries of free artificial limb and calliper camp

## Governance

We adhere to the highest standards of corporate governance, fostering transparency, accountability, and effective leadership. Our dedication to upholding these principles permeates all aspects of our decision-making processes, encouraging fairness and transparency for all stakeholders, whether they are shareholders, creditors, employees, or government entities. To this end, we implemented a robust governance framework, drawing on global best practices and the guidance of our Board of Directors.

## Incorporating global best practices

We have adopted global best practices in corporate governance, complying with SEBI mandates. Our dynamic board, comprising independent directors, ensures strategic oversight and ethical decision-making.

## Diverse Board comprising Independent Directors

We realise the necessity of independent oversight. We conduct separate meetings of independent directors, which provide us with unbiased evaluations and strategic input. This is in line with our commitment to transparent leadership.

## Encouraging committee engagement

We have established several Board committees, including the Audit, Stakeholder Relationships, Nomination and Remuneration, Risk Management, Corporate Social Responsibility and Finance Committees. These committees ascertain comprehensive governance across all critical operational aspects.

**50%**

Independent Directors

# Board of Director



**Ram Gopal Bansal**  
Chairman and Whole Time Director

Mr. Ram Gopal Bansal is the founder of the company with an impressive tenure of over 50 years in the steel industry. His strategic collaborations with industry giants like SAIL and Tata Steel have propelled the company to the forefront of the iron and steel sector. Under his visionary leadership, the company has become a leading manufacturer and service provider.



**Monika Chand**  
Independent Director

Ms. Monika Chand, a graduate of JNU, enriches the board with over a decade of experience in marketing and administration. Her expertise proves instrumental in making informed, strategic decisions.



**Harsh Bansal**  
Managing Director

Mr. Harsh Bansal brings more than 25 years of invaluable experience to the table. He holds an alumnus status from Harvard Business School, ISB Hyderabad, and LBS London. Formerly a Regional Chairperson of YPO-South Asia, he currently oversees both manufacturing and financial operations as the Managing Director of BMW Industries Ltd.



**Vivek Bansal**  
Managing Director

Mr. Vivek Bansal, a graduate of Calcutta University, has accrued over 19 years of industry experience. He has executive education from ISB Hyderabad. He is responsible for spearheading the Tubes and CRM/GP business segments as Managing Director.



**Sunil Kumar Parik**  
Independent Director

Mr. Sunil Kumar Parik, a Senior Chartered Accountant and an alumnus of St. Xavier's College, Kolkata, brings a colossal 45 years of work experience. He has previously worked with the Birla and Jitmal group of companies and currently chairs the Audit, Nomination, and Remuneration Committees.



**Rampriya Sharan**  
Independent Director

Mr. Rampriya Sharan, a retired Senior Income Tax bureaucrat, contributed over four decades of experience. He has held significant roles such as the Vice Chairman of the Settlement Commission of India and currently chairs the Stakeholder Relationship Committee and Risk Management Committee.

# Directors' Report

Dear Members,

Your Directors take great pleasure in presenting the 41st (Forty First) Annual Report together with Audited Annual Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2023.

## 1. FINANCIAL HIGHLIGHTS

(Rupees in Lakhs)

Details	STANDALONE		CONSOLIDATED	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
<b>Income from Operations</b>	<b>51,643.27</b>	<b>41,872.55</b>	<b>57,146.99</b>	<b>46,037.27</b>
Profit before Depreciation, Finance Cost, Exceptional Item and Tax	11,856.06	11,125.45	13,881.87	11,184.93
Finance Costs	2,368.04	2,298.11	2,395.00	2,330.92
Depreciation	3,340.76	4,304.63	3,974.65	4,939.67
Exceptional Item	Nil	Nil	Nil	Nil
<b>Profit Before Tax</b>	<b>6,147.26</b>	<b>4,522.71</b>	<b>7,512.22</b>	<b>4,574.34</b>
Tax Expenses	1,732.61	1,229.96	2064.05	1,096.29
<b>Profit after Tax</b>	<b>4,414.65</b>	<b>3,292.75</b>	<b>5,448.17</b>	<b>3,478.05</b>
Other Comprehensive Income	(8.59)	0.11	(8.54)	(0.33)
<b>Total Comprehensive Income</b>	<b>4,406.06</b>	<b>3,292.86</b>	<b>5,439.63</b>	<b>3,477.72</b>

## 2. FINANCIAL PERFORMANCE HIGHLIGHTS & STATE OF COMPANY'S AFFAIRS

Your Company has achieved a gross total income of Rs. 57,146.99 Lakh during the year on consolidated basis as against Rs. 46,037.27Lakh in the previous year. The profit before tax during the year on consolidated basis was Rs. 7,512.22 Lakh as against Rs. 4,574.34 Lakh in the previous year. The profit after tax during the year on consolidated basis was Rs. 5,448.17 Lakh as against Rs. 3,478.05 Lakh in the previous year .

Your Company on standalone basis achieved a gross income of Rs. 51,643.27 Lakh as against Rs. 41,872.55 Lakh in the previous financial year. The profit before tax was Rs. 6,147.26 Lakh as against Rs. 4,522.71 Lakh in the previous year and profit after tax was Rs. 4,414.65 Lakh as against Rs. 3,292.75 Lakh in the previous year.

Detailed financial statements of the Company along with various financial ratios are available in the Management Discussion & Analysis Report forming part of this report.

There are no material changes or commitments affecting the financial position of the Company which has occurred between the end of financial year and the date of Report.

## 3. SUBSIDIARY COMPANIES & CONSOLIDATED FINANCIAL STATEMENTS

During the year a Scheme of Merger of Confident Financial Consultancy Private Limited, Fairplan Vintrade Private Limited, Nageshwar TradeLink Private Limited, Narayan Dealcom Private Limited, Perfect Investment Consultancy Private Limited, Shri Hari Vincom Private Limited, Siddhi Vinayak Commosales Private Limited and Sidhant Investment Advisory Private Limited was approved by an order dated March 23, 2023 by the Hon'ble National Company Law Tribunal, Kolkata Branch (NCLT) with effect from April 1, 2021, i.e. the appointed date. The said Merger has been given effect to in the financial statements as per pooling of interest method in accordance with Appendix – C of IND AS 103 as applicable for Business Combination of entities under common control.

Post the merger, the Company has three (3) subsidiaries as on 31st March, 2023. The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company. The Annual Financial Statements of the

subsidiaries and related detailed information will be made available to Members seeking information at any time. They are also available on the website of the Company at [www.bmwil.co.in](http://www.bmwil.co.in).

Further a statement containing the salient features of the financial statements of each of the subsidiaries, associates in the prescribed format Form AOC-1, forms part of the Annual Report and marked as “**Annexure-I**”. The annual accounts of the subsidiary companies will be made available to the shareholders on request and will also be kept for inspection by the shareholders at the registered office of your Company.

#### 4. DIVIDEND

Your Company has adopted a Dividend Distribution Policy in accordance with the provisions of Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’). The Policy, inter alia, intends to ensure that a balanced and concise decision is taken with regard to distribution of dividend to the shareholders and retaining capital to maintain a healthy growth of the Company and lays down various parameters to be considered by the Board before declaration/recommendation of dividend to the members of the Company. The Dividend Distribution Policy is available on the website of the Company at [www.bmwil.co.in](http://www.bmwil.co.in)

In line with the Policy and in recognition of the financial performance during financial year 2022-23, your Directors had declared an interim dividend of Re. 0.20 per equity share of Re.1/- during the year amounting to Rs. 450.17 lakhs.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.

The Company has continued to balance the dual objective of appropriately rewarding shareholders through dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth.

#### 5. TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND:

In terms of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), the Company is required to transfer the unpaid/unclaimed dividend amounts which remained unclaimed for seven years from

the date of such transfer to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall also be transferred by the Company to the IEPF.

The details relating to unclaimed / unpaid amounts to the investor education and protection fund has been separately provided in the Corporate Governance Report.

#### 6. TRANSFER TO GENERAL RESERVE

The Board of Directors does not propose to transfer any fund to the General Reserve.

#### 7. SHARE CAPITAL

During the year, the Company has not issued any kind of securities. The Company's paid-up share capital continues to stand at Rs. 22,50,86,460 consisting of 22,50,86,460 equity shares of Rs.1 each as on 31st March 2023. The Company's equity shares are listed on BSE Limited (BSE) and Calcutta Stock Exchange Limited (CSE).

#### 8. DIRECTORS & KEY MANAGERIAL PERSONNEL

##### (a) Re-appointments of Whole-time Directors

##### i. Whole-time Director – Mr. Ram Gopal Bansal (Designated as Chairman)

The Members at the 36th Annual General Meeting held on 27th September, 2018 approved the appointment of Mr. Ram Gopal Bansal as the Whole-Time Director of the Company for a period of five years. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on May 15, 2023, re-appointed Mr. Ram Gopal Bansal who is 68 (Sixty-Eight) years old and will attain the age of 70 (Seventy) years in the year 2025, as Whole-time Director for a period of 5 years from the expiry of his present term of office. Additionally, the Board at its meeting held on May 15, 2023, approved the remuneration payable to Mr. Ram Gopal Bansal, based on the NRC's recommendations.

The re-appointment of Mr. Ram Gopal Bansal and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The Board considers Mr. Ram Gopal Bansal experience and expertise to be beneficial to the Company and therefore recommends his re-appointment as Whole-Time Director, for a period of 5 years from the expiry of his present term.

**ii. Whole-time Director – Mr. Harsh Kumar Bansal (Designated as Managing Director)**

The Members at the 36th Annual General Meeting held on 27th September, 2018 approved the appointment of Mr. Harsh Kumar Bansal as the Managing Director of the Company for a period of five years. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on May 15, 2023, re-appointed Mr. Harsh Kumar Bansal, as Managing Director for a period of 5 years from the expiry of his present term of office. Additionally, the Board at its meeting held on May 15, 2023, approved the remuneration payable to Mr. Harsh Kumar Bansal, based on the NRC's recommendations.

The re-appointment of Mr. Harsh Kumar Bansal and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The Board considers Mr. Harsh Kumar Bansal experience and expertise to be beneficial to the Company and therefore recommends his re-appointment as Managing Director, for a period of 5 years from the expiry of his present term of office.

**iii. Whole-time Director Mr. Vivek Kumar Bansal (Designated as Managing Director)**

The Members at the 36th Annual General Meeting held on 27th September, 2018 approved the appointment of Mr. Vivek Kumar Bansal as the Managing Director of the Company for a period of five years. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on May 15, 2023, re-appointed Mr. Vivek Kumar Bansal, as Managing Director for a period of 5 years from the expiry of his present term of office. Additionally, the Board at its meeting held on May 15, 2023, approved the remuneration payable to Mr. Vivek Kumar Bansal, based on the NRC's recommendations.

The re-appointment of Mr. Vivek Kumar Bansal and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Vivek Bansal (DIN: 000137120) shall retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. The brief resume/details of Mr. Vivek Kumar Bansal who is to be appointed as director are furnished in the Notice of the ensuing AGM.

The Board considers Mr. Vivek Kumar Bansal experience and expertise to be beneficial to the Company and therefore recommends his re-appointment as Managing Director, for a period of 5 years from the expiry of his present term of office.

**(b) Whole-time Key Managerial Personnel (KMP)**

During the year under review and pursuant to the provisions of Section 203 of the Companies Act, 2013 Mr. Ram Gopal Bansal, Whole Time Director, Mr. Harsh Kumar Bansal, Managing Director, Mr. Vivek Kumar Bansal, Managing Director, Mr. Abhishek Agarwal, CFO, and Mr. Vikram Kapur, Company Secretary and Compliance Officer are continuing to be the Key Managerial Personnel of the Company.

None of the Directors of the Company are disqualified as per section 164(2) of the Companies Act, 2013 and rules made there under. The Directors have also made necessary disclosures to the extent as required under provisions of section 184(1) as applicable.

## 9. BOARD EVALUATION

The Company has formulated a Policy for performance evaluation of Independent Directors, Board Committees and other Directors, by fixing certain criteria, which was recommended by the Nomination and Remuneration Committee and adopted by the Board. The criteria for the evaluation include their functioning as Members of Board or Committees of the Directors included their contribution as well as Board composition, effectiveness of Board processes, information and functioning. The criteria for committee functioning includes effectiveness of committee meetings, performance review in accordance roles and responsibilities assigned. The criteria for evaluation of individual director included

their contribution and preparedness for the issues discussed at the meetings, The Chairman was also evaluated with respect to his role.

During the year under review, the Board carried out annual evaluation in accordance with the above said Policy and expressed satisfaction and contentment on the performance of all the Directors, the Committees and the Board as a whole. The evaluation mechanism with parameters has been explicitly described in the Corporate Governance Report.

## 10. DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of your Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 11. FAMILIARIZATION PROGRAMME UNDERTAKEN FOR INDEPENDENT DIRECTOR

In terms of Regulation 25(7) of the SEBI (LODR) Regulations, 2015, your Company is required to conduct Familiarization Programme for Independent Directors (ID) to familiarize them about your Company including nature of Industry in which your company operates, business model, responsibilities of the Ids etc. Further, pursuant to Regulation 46 of the SEBI (LODR) Regulations, 2015, your Company is required to disseminate on its website, details of familiarization programmes imparted to the Ids including the details of the same. During the year, the Company has organized one familiarization Programme of the Independent Directors. The details of the familiarization programme of Independent Directors are provided in the Corporate Governance Report. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

## 12. REMUNERATION POLICY

The Board has on the recommendation of the Nomination & Remuneration Committee adopted the Remuneration Policy, which inter alia includes policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management Personnel and their remuneration. The remuneration policy of the Company aims to attract, retain and motivate qualified people at the Executive and at the Board levels. The remuneration policy seeks to employ people who not only fulfill the eligibility criteria but also have the attributes needed to fit into the corporate culture of the Company. The said policy

is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

## 13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors acknowledges the responsibility for ensuring compliances with the provisions of section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 and in the preparation of the annual accounts for the year ended 31st March, 2023 states that —

- (a) in the preparation of the annual accounts, the applicable Indian accounting standards have been followed along with proper explanation relating to material departures;
- (b) 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 the year;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 14. THE BOARD OF DIRECTORS AND COMMITTEE

### (i) Board of Directors

The Board meets at regular intervals to discuss and decide on business policy and strategy apart from other Board business. However, in case of special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting. During the year under review, nine Board Meetings were convened the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings

was within the period prescribed under the Companies Act, 2013 as well as the SEBI (LODR) Regulations, 2015.

## (ii) Committees of the Board

The Board has constituted six Committees of the Board to ensure proper focus on different aspects of business. Board reviews the functioning of these committees in normal course of its functioning. The different committees of the Board are Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Finance Committee. These committees work on areas specifically assigned to them by the Companies Act, 2013 and such other tasks as is assigned by the Board.

The details of Committees, their composition, terms of reference, date of meetings and attendance at the meeting have been furnished in the Corporate Governance Report forming part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

## 15. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report in compliance with Regulation 34(2) (e) of Listing forms an integral part of this report and marked as "Annexure- 2".

## 16. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which financial statements relates and the date of this report.

## 17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATOR/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the operations of the Company in future.

## 18. INTERNAL FINANCIAL CONTROLS

According to Section 134(5) (e) of the Act, the term Internal Financial Control ('IFC') means the policies

and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and early detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Board is responsible for ensuring that internal financial control is laid down in the Company and that such controls are adequate and operating effectively. The Company's internal control systems commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and cover all offices, factories and key business areas of the company.

Internal Audit is conducted periodically and the internal auditor monitors and evaluates the efficiency and adequacy of internal control system including internal financial control in the company.

Necessary certification by the Statutory Auditors in relation to Internal Financial Control u/s 143(3)(i) of the Act forms part of the Audit Report.

## 19. CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted a Corporate Social Responsibility (CSR) Committee, in terms of provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 inter alia to give directions and assistance to the Board for leading the CSR initiatives of the Company. The Committee formulates and reviews the CSR Plan and also monitors the progress of the CSR activities. The details of the Committee have been disclosed in the Corporate Governance Report.

The Company has adopted a Corporate Social Responsibility Policy in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 which can be accessed at <https://www.bmwil.co.in/corporate-codes-and-policies/>

The Company has undertaken several projects during the year 2022-23 in accordance with the guidelines and has spent Rs. 79.71 lakhs towards CSR activities. The projects have been continuously monitored by the Board on a quarterly basis.

Since there was no unspent amount, the Company was not required to transfer any amount to any fund or separate bank account during the year, in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Annual Report on CSR activities, containing details of brief outline of the CSR Policy of the company and the initiatives undertaken by the company during the

financial year ended 31st March, 2023, in accordance with Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out in "Annexure-3" to this report.

## 20. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The details required pursuant to the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to conservation of energy, technology absorption and Foreign Exchange Earning and outgo form part the Board's Report and marked as "Annexure -4".

## 21. AUDITORS

### (i) STATUTORY AUDITORS

In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules) 2014, M/s. Lodha & Co. Chartered Accountants (Firm Registration Number 301051E) were re-appointed as Statutory Auditors of the Company for a second term till the conclusion of the 45th Annual General meeting of the company to be held in the year 2027.

The Statutory Auditor's Report on the Financial Statement for the financial year ended 31st March, 2023 forms part of this Annual Report. The Auditor's Report is self-explanatory and does not contain any qualification or reservations or adverse remark or report of fraud.

### (ii) COST AUDITORS

The Board of Directors of the Company appointed M/s Sohan Lal Jalan & Associates, Cost Accountants, (Firm Registration Number 000521) as Cost Auditors of the Company for the financial year 2022-23 in accordance with Section 148 of the Companies Act, 2013 read with the Companies (Cost Record & Audit) Rules 2014 at a remuneration of Rs 1,00,000/- plus applicable taxes and reimbursement of out of pocket expenses. The remuneration is required to be approved by the shareholders at the ensuing Annual General Meeting and a resolution to such effect is included in the notice of Annual General Meeting.

### (iii) SECRETARIAL AUDITORS

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014 the Company had appointed M/s MKB & Associates, Company Secretaries (Firm Registration Number (P2010WB042700) a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2022--23. The Report of the Secretarial Audit is annexed herewith as "Annexure- 5".

### Observations of Secretarial Auditors:

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that the Company has delayed in disclosure of related party transactions on consolidated basis for the half year ended 30th September, 2022 within fifteen days of the date of publication of unaudited financial statements for the quarter ended 30th September, 2022 to the stock exchange as required under Regulation 23(9) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Management Reply:

The management took note of the delay of 1 days which was inadvertent.

### (iv) INTERNAL AUDITORS

S K AGARWAL & CO. Chartered Accountants LLP was appointed by the Board of Directors as the Internal Auditor of the Company for FY 2022-23. The Report of the Internal Audit is placed before Audit Committee and Board of Directors.

## 22. RELATED PARTY TRANSACTIONS

As required under the SEBI (LODR) Regulations, 2015, related party transactions are placed before the Audit Committee for approval. Wherever required, prior approval of the Audit Committee is obtained on an omnibus basis for continuous transactions and the corresponding actual transactions become a subject of review at subsequent Audit Committee Meetings.

All the related party transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 there were no materially significant related party transaction which may have conflict with interest of the company or which are required to be reported in form AOC 2.

The Company has formulated a policy on related party transactions for purpose of identification and

monitoring of such transactions. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

The details of related party transaction entered during the year are provided in the notes of Financial Statement.

### 23. ANNUAL RETURN FOR FY 2022-23

The Annual Return for FY 2022-23 as per provisions of the Act and Rules thereto, is available on the Company's website at <https://www.bmwil.co.in/annual-return/>

### 24. PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as "Annexure 6" and forms part of the Report.

### 25. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has in place a Whistle Blower Policy in compliance with the provisions of Section 177(9) of the Act and Regulation 22 of the Listing Regulations. The Policy provides a framework to promote responsible and secured reporting of unethical behaviour, actual or suspected fraud, violation of applicable laws and regulations, financial irregularities, abuse of authority, etc. by Directors, employees and the management. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

The Company endeavours to provide complete protection to the Whistle Blowers against any unfair practices. The Audit Committee oversees the genuine concerns and grievances reported in conformity with this Policy. It is affirmed that no personnel of the Company has been denied access to the Audit Committee and no case was reported under the Policy during the year.

### 26. CORPORATE GOVERNANCE REPORT

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements as set out by SEBI. The Company has also implemented several best corporate governance practices. The report on

Corporate Governance as stipulated under Schedule V of the SEBI (LODR) Regulations, 2015 forms an integral part of this report and marked as "Annexure- 7".

As per the Regulation 34(3) read with Schedule V of the Listing Regulations a separate section on Corporate Governance Practice followed by the Company together with a certificate from practicing Company Secretary confirming compliance of Corporate Governance as stipulated forms part of the Annual Report.

Your Company has taken adequate steps for strict compliance with the Corporate Governance guidelines, as amended from time to time.

### 27. DEPOSITS

Your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

### 28. CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the financial year ended 31st March, 2023.

### 29. LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements. There was no Loans & advances in the nature of loans to firms & companies in which directors are interested.

### 30. CODE OF CONDUCT

The declaration from Managing Director of the Company in respect of compliance of Code of conduct by the Board Members and Senior Management personnel forms part of the Annual Report. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

### 31. BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Report (BRR) of the Company as required pursuant to the Regulation 34 (f) of the SEBI Listing Regulations, annexed herewith and marked as "Annexure 8" forming part of this report and the same is also available at Company's website at [www.bmwil.co.in](http://www.bmwil.co.in).

### 32. CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

As required under Regulation 17(8) of the SEBI (LODR) Regulations, 2015, the CEO/CFO Report and marked as “Annexure 9”

### 33. CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

As per the Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a certificate from practicing Company Secretary confirming that none of the Directors on the Board of the BMWIL for the Financial Year ending on 31st March, 2022 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 and a copy thereof is contained elsewhere in this Annual Report and marked as “Annexure 10”

### 34. RISK MANAGEMENT POLICY

The Company has built a comprehensive risk management framework that seeks to identify all kinds of anticipated risks associated with the business and to take remedial actions to minimise any kind of adverse impact on the Company. The Company understands that risk evaluation and risk mitigation is an ongoing process within the organisation and is fully committed to identify and mitigate the risks in the business. The identification of risks is done at strategic, business and operational levels and the risk management process of the Company focuses mainly on three elements, viz. (i) Risk Assessment; (ii) Risk Management; (iii) Risk Monitoring.

The Company has formulated and implemented a Risk Management policy in accordance with Listing Regulations, to identify and monitor business risk and assist in measures to control and mitigate such risks.

The Audit Committee examines inherent and unforeseen risks in accordance with the policy on a periodical and ensures that mitigation plans are executed with precision. The Board is also briefed about the identified risks and mitigation plans undertaken by basis the management at regular intervals.

As on date, there are no risks which in the opinion of the Board can threaten the existence of the Company.

The Company's policy on Risk Management are available on the website of the Company at [www.bmwil.co.in](http://www.bmwil.co.in).

### 35. HUMAN RESOURCES

Your company continues to enjoy cordial relationship with its personnel at all levels and focusing on attracting and retaining competent personnel and providing a holistic environment where they get opportunities to grow and realize their full potential. Your company is committed to providing all its employees with a healthy and safe work environment.

Your company is organizing training programs wherever required for the employees concerned to improve their skill. Employees are also encouraged to participate in the seminars organized by the external agencies related to the areas of their operations.

### 36. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition, and Redressal of Sexual Harassment at workplace as per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and Rules made thereunder. Executive members of the Board of Directors of the Company are authorized to redress complaints received regarding sexual harassment. With the objective of providing a safe working environment, all employees (permanent, contractual, temporary, trainees) are covered under this policy. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

During the year under review, the Company received no complaint and no complaint is pending as at the end of the financial year.

### 37. COMPANY'S WEBSITE

The website of your Company [www.bmwil.co.in](http://www.bmwil.co.in), has been designed to present the Company's businesses up-front on the home page. The site carries a comprehensive database of information including the Financial Results of your Company, Shareholding pattern, Director's & Corporate Profile, details of Board Committees, Corporate Policies and business activities of your Company. All the mandatory information and disclosures as per the requirements of the Companies Act, 2013 and Companies Rules 2014.

### 38. OTHER DISCLOSURES

During the year under the review:

- i) There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016, involving the Company; and
- ii) The Company had not entered into any one-time settlement with any Bank or any Financial Institution.

### 39. CAUTIONARY STATEMENT

Statements in these reports describing company's projections statements, expectations and hopes are forward looking. Though, these expectations etc. are based on reasonable assumption, the actual results might differ.

### 40. ACKNOWLEDGEMENTS

The Board of Directors wishes to express its gratitude and record its sincere appreciation for the commitment and dedicated efforts put in by all the employees at all the levels during this challenging period. Your Directors take this opportunity to express their grateful appreciation for the encouragement, co-operation and support received by the Company from the local authorities, bankers, customers, suppliers and business associates. The directors are thankful to the esteemed shareholders for their continued support and the confidence reposed in the Company and its management.

**For and on behalf of the Board**

Sd/-

**Ram Gopal Bansal**

Chairman

DIN: 00144159

Place: Kolkata

Date: 15/05/2023

## Annexure-01

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

## Part A Subsidiaries

SI No	Particulars	1	2	3
1	Name of the subsidiary	SAIL Bansal Service Centre Ltd.	BMW Iron & Steel Industries Ltd.	Nippon Cryo Pvt. Ltd.
2	Financial period ended	31.03.2023	31.03.2023	31.03.2023
3	Exchange rate	INR (in Lacs)	INR (in Lacs)	INR (in Lacs)
4	Share capital	800.00	405.03	88.50
5	Reserves and surplus	-496.14	2,337.29	299.76
6	Total assets	460.18	7,522.90	1,390.49
7	Total Liabilities	460.18	7,522.90	1,390.49
8	Investments	0.00	0.00	0.00
9	Turnover	371.81	5,015.43	1,968.14
10	Profit before taxation	21.40	932.72	410.83
11	Provision for taxation	19.27	255.67	56.50
12	Profit after taxation	2.13	677.05	354.33
13	Other Comprehensive Income	-4.15	1.14	3.05
14	Total Comprehensive Income	-2.02	678.19	357.38
15	Proposed Dividend	0.00	0.00	0.00
16	Percentage of shareholding	60.00	100.00	100.00

## Part B Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

SI No	Name of Associates or Joint Ventures	Nil
1	Latest audited Balance Sheet Date	N.A.
2	Date on which the Associate or Joint Venture was associated or acquired	N.A.
3	Shares of Associate or Joint Ventures held by the company on the year end No.	N.A.
	Amount of Investment in Associates or Joint Venture	N.A.
	Extent of Holding (in percentage)	N.A.
4	Description of how there is significant influence	N.A.
5	Reason why the associate / joint venture is not consolidated	N.A.
6	Net worth attributable to shareholding as per latest audited Balance Sheet	N.A.
7	Profit or Loss for the year	
i	Considered in Consolidation	N.A.
ii	Not Considered in Consolidation	N.A.

For and on behalf of the Board of Directors

sd/-  
(Ram Gopal Bansal)  
Chairman  
DIN: 00144159

sd/-  
(Harsh Kumar Bansal)  
Managing Director  
DIN: 00137014

Place: Kolkata  
Date: 15.05.2023

sd/-  
(Abhishek Agarwal)  
Chief Financial Officer

sd/-  
(Vikram Kapur)  
Company Secretary

# MANAGEMENT DISCUSSION AND ANALYSIS

## Business overview

This report's purpose is to present the management's viewpoint on the external environment and the steel industry, as well as on strategy, operating and financial performance, significant changes in human resources and labour relations, risks and opportunities, and the effectiveness of internal control systems within the Company for the fiscal year (2022–2023). The Company's financial statements (standalone and consolidated), the schedules and notes thereto, and other information presented elsewhere in the Annual Report should all be read in connection with this. The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS'), in compliance with the Companies Act, 2013, as amended, and with the guidelines that are periodically issued by the Securities and Exchange Board of India ('SEBI').

## Economic overview

### Global economy<sup>1</sup>

Despite volatility, the global economy gained momentum in CY 2022 and significantly rebounded from the pandemic-induced recession. While consumer spending increased substantially during the year, rising commodity prices and supply-demand imbalances caused many economies to experience greater inflationary pressure. Global inflation reached 8.7% in CY2022. Central banks tightened monetary policy to curb the impact of heightened inflation and its subsequent effect was felt on households and business margins. Even while nominal interest rates have risen above their pre-pandemic levels, they have not returned to normal due to prolonged inflation and high-interest rates.

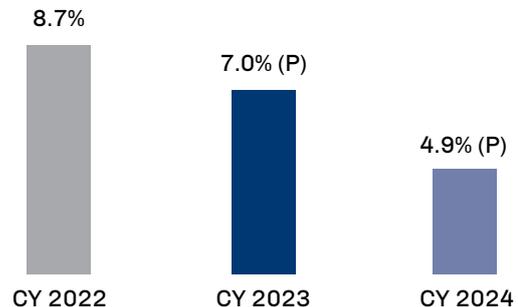
Besides, the Russia-Ukraine conflict resulted in geopolitical unrest and global growth moderately contracted in CY23, from CY22. Additionally, the resurgence of COVID-19 in some parts of the world also hampered growth prospects in CY2022. Although the condition has been made stable and consumer spending revived and the US economy witnessed greater than expected growth.

## Outlook

Despite the global headwinds, emerging and developing economies (EMDEs) are expected to play a vital role in accelerating global growth. It is projected that monetary policy tightening will be effective, resulting in a significant decrease in inflation from 8.7% in CY2022 to 7.0% in CY2023 and further down to 4.9% in CY2024.

The global economy remains resilient and the implementation of a conducive fiscal policy is expected to reduce the pressures of cost-of-living. Monetary policy is also anticipated to continue its current course to restore price stability. By increasing productivity and relieving supply chain limitations, structural reforms can ease the battle against inflation.

## Inflation



[Source: IMF]

## Indian economy<sup>2</sup>

In the 75th year of India's independence, the country has been declared as the 5th largest economy in the world in terms of US dollars. Despite the global headwinds resulting in inflationary pressure and subsequent rise in commodity prices, India has continued to be the fastest-growing economy amongst the developing nations. The smooth substitution of internal growth stimulants for external stimuli demonstrates India's economic resilience. In FY 2023, India's Real GDP growth has been estimated at 7.2% according to the latest advance estimates by the National Statistical Office (NSO).

<sup>1</sup><https://www.imf.org/en/Publications/WEO/Issues/2023/07/10/world-economic-outlook-update-july-2023>

# 7.2%

## India's Real GDP growth in FY 2023

According to the Reserve Bank of India, retail inflation has declined below 6% in March 2023. However, the inflation rate is neither severe enough to depress individual consumption nor weak enough to affect investors' drive.

Private consumption as a proportion of GDP reached 58.4% in Q2 of FY23, the highest in the second quarter since 2013–14, owing to a recovery in contact-intensive services like commerce, hospitality, and transportation. To ensure a strong rebound from the economic headwinds, India has largely focused on enhancing investments to attain sustainable growth. Besides, housing and construction activity improved rapidly in FY23 on account of significant government emphasis on construction and infrastructure.<sup>1</sup>

### Outlook

India anticipates steady growth in FY24, supported by robust domestic demand, rising capital investment, the reduction of supply chain bottlenecks and tightening of monetary policy. According to the IMF, India and China are expected to contribute over 50% to global growth in CY23. Inflation is also anticipated to be stable. Anticipated enhancements in manufacturing, services and their associated sectors, along with rising confidence among businesses and consumers, along with increased availability of credit, are poised to bolster domestic consumption and investment. The government's proactive measures to stimulate infrastructure development and enhance productive capabilities are predicted to create a multiplier effect, amplifying India's growth potential and facilitating the generation of employment opportunities.

## Industry overview

### Global steel industry

The steel business has experienced steady rise in demand as a result of the product's distinct benefits, including malleability, ductility, durability, hardness, and versatility. The widespread use of steel in numerous industries, including transportation, manufacturing, construction, and aviation sectors, has further stimulated its market expansion. With rising population, robust growth of the automobile industry, housing, infrastructure and home appliances sectors is witnessed around the world. It

further enhances the demand for steel. Besides, the extensive use of stainless steel for the development of infrastructure for renewable energy sources including solar, wind, and hydropower, continues to boost the use of steel.

The manufacturing sector is expected to lead the steel industry, and the demand will be accelerating at an increased rate of 2.3%. Further in CY 2024, the demand is projected to grow by 1.7% in CY 2024.<sup>2</sup>

The global steel market was valued at about USD 1.269 trillion in CY 2022 and is expected to grow at a CAGR of 4% between 2023 and 2028, to reach nearly USD 1.61 trillion by 2028.<sup>3</sup>

### Steel servicing centres

The steel service centres (SSC) industry is known for its expertise in processing various metals, including steel and aluminium plate. In addition to processing, some SSCs also play a role in recycling scrap and metal alloy materials. However, the SSC industry is generally considered to be unorganized and caters to a wide range of industries such as oil and gas, plumbing, and others, rather than focusing on specific metals like steel and aluminium.

The market for steel service centres (SSCs) is anticipated to experience a compound annual growth rate (CAGR) of 3.5% from 2019 to 2025. This growth is primarily attributed to the establishment of new steel service centres in different countries, catering to the manufacturing sector. Companies across the globe, especially in North America, are actively setting up new steel service centres to meet the growing demand. The United States, being a leading consumer of steel and related products, is expected to maintain its dominant position in the coming years. The increasing investments in mills, along with a growing preference for local manufacturing, are expected to contribute positively to the expansion of the steel service centres market.

### Indian steel industry

India is presently the 2nd largest crude steel producer in the world and has now become a global force in steel production. The performance of the steel industry in the current fiscal year has been extremely positive. There has also been a major increase in infrastructural investments and government support to enhance the growth and outlook of the Indian steel industry.

<sup>2</sup>[https://www.mospi.gov.in/sites/default/files/press\\_release/PressNoteQ4\\_FY2022-23\\_31may23.pdf](https://www.mospi.gov.in/sites/default/files/press_release/PressNoteQ4_FY2022-23_31may23.pdf)

<sup>3</sup><https://www.expertmarketresearch.com/reports/steel-market>

# India — 2nd largest

India's GDP growth in FY 2023

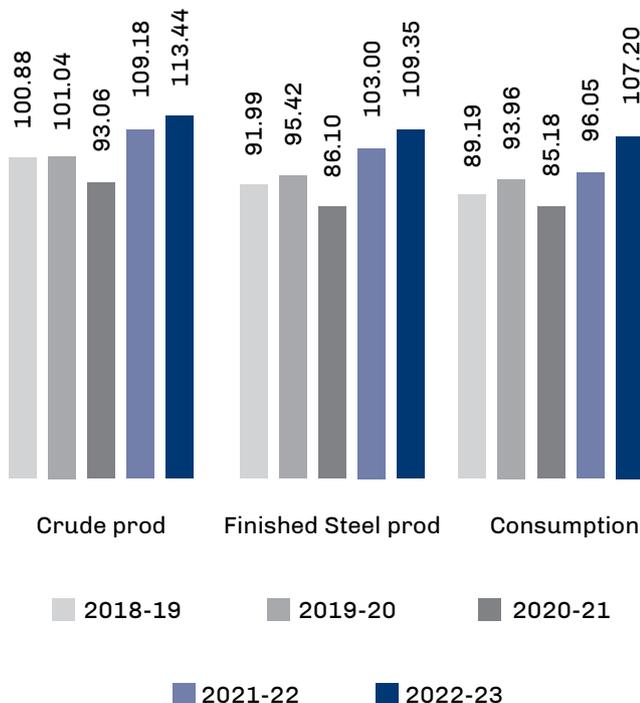
## 11.9%

Increase in domestic steel consumption

Flat steel prices increased significantly due to the Russia-Ukraine conflict but, have now stabilised on account of declining raw material prices, implementation of export taxes by the government and growing inventory.

The Steel sector has shown positive performance from April to February of FY23. The combined production of crude steel reached 113.44 million tonnes (MT), finished steel reached 109.35 MT, and the consumption of finished steel reached 107.20 MT during this period. These figures surpass the levels achieved in the same period of the previous two years, as well as the pre-COVID years.<sup>5</sup>

### April- February: Production and Consumption (Graph - I)



### Government initiatives

- National Steel Policy, 2017** - The National Steel Policy of 2017 aims to achieve a steel production capacity of 300 million tonnes by 2030 while also increasing domestic per capita steel consumption to 160 kg by the same year. The Government of India has implemented several measures to facilitate the growth of steel production and consumption in alignment with these objectives.
- Production Linked Initiative (PLI) Scheme** - Government of India has approved an outlay of Rs. 6,322 crores for the domestic production of specialty steel, for FY23-24, under the PLI scheme.
- Measures to control steel price** - To reign in high prices of essential raw materials and intermediates for iron and steel production, tariffs on steel and other steel products were changed for the period May – Nov 2023. It eliminated import charges on raw materials. Export duty was also raised on several steel products to control prices.
- Initiative to ensure decarbonisation** - Since 12% of India's CO2 emissions come from the steel industry, India pledged to attain net zero emissions by 2070 during the Glasgow summit on climate change. This will help the steel industry to attain sustainability.
- Steel Scrap Recycling policy, 2019** - This policy encourages and supports the development of metal scrapping centres across the country, dedicated to the efficient processing and recycling of ferrous scrap originating from diverse channels. The establishment of these scrapping centers by both Public Sector Units and Private Sector entities will be driven by sound commercial reasoning.
- PM Gati Shakti Masterplan** - In line with the government's Gati Shakti Plan, which is aimed at bolstering the country's infrastructure, the Ministry of Steel has taken a significant step to enhance logistics in the steel sector. They have contributed by sharing geographical data for over 2100 operational steel units nationwide.
- Quality control orders** - The steel industry is the one of leading industries, with the maximum product coverage under the BIS certifications markings scheme. It supports the delivery of high-quality steel for vital end-use applications including the engineering, construction and housing sectors.

<sup>8</sup><https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1944388>

<sup>9</sup><https://pib.gov.in/PressReleasePage.aspx?PRID=1877232>

<sup>10</sup><https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1907157>

<sup>11</sup><https://steel.gov.in/sites/default/files/MoS%20AR%202022-23.pdf>

### Key reasons for the growth of steel sector in India <sup>7</sup>

- Easy availability of iron-ore for steel production
- Production at an optimised cost due to locally available workforce
- Steel is used in multiple industries to serve various purposes
- Steel ensures high durability and low maintenance
- Easily recyclable metal

### OPPORTUNITIES FOR STEEL INDUSTRY

#### Increasing infrastructural development

There is a surging demand of steel products from the government and private entities as major focus is being taken on infrastructural development through construction of roads, bridges and railways.

#### Renewable energy projects

Steel is a vital component for wind turbines, solar panel mounting structures, and transmission towers. As the demand for renewable energy projects continues to grow, so does the demand for steel.

#### Rapid urbanisation and construction

As more people move to cities, the demand for housing, commercial buildings, and urban infrastructure rises. Steel is a primary material in construction due to its strength, durability, and versatility.

#### Growth of automotive industry

The increasing demand for lightweight vehicles due to fuel efficiency and emission regulations requires the utilization of high-strength steels. Steel manufacturers have the opportunity to leverage this trend by developing advanced steel grades that cater to the evolving requirements of the automotive industry.

### Promoting circular economy and sustainability

The steel industry can capitalise on sustainability and environmental responsibility by leveraging its recyclable nature and energy-efficient recycling processes. Emphasising a circular economy approach and prioritising the use of recycled steel enables companies to align with sustainability objectives and attract eco-conscious clientele. Through promoting recycled steel, the industry can seize opportunities to contribute to a greener future while meeting customer demand.

#### Government scheme

The government's Production Linked Incentive (PLI) Scheme has opened up diverse opportunities for the manufacturing sector. Domestic steel production is anticipated to enhance export and bolster overall revenue and profitability.

### THREATS FOR STEEL INDUSTRY

#### Fluctuation in raw material prices

The steel industry relies on various raw materials, such as iron ore and coal. Any significant fluctuations in the prices of these raw materials can impact the production cost and profitability of steel manufacturers.

#### Geopolitical factors

Geopolitical tensions, trade disputes, or changes in trade policies can impact the steel industry's supply chains and export markets. Inflation also may create a pressure on the demand of the steel.

#### Rapid technological advancements

There has been a rapid evolution of technology across various sectors. It is important for the steel manufacturers to adopt or invest in the latest technology in the production process, failing which may lead to a decline in productivity and quality.

## Company overview

BMW Industries Limited is one of the leading manufacturers in the steel sector engaged in the manufacturing of HR Sheets, HRPO Coils, CR Coils, GP Coils, GC Sheets, MS and GI pipes, TMT rebars, and so on, and processing the same for marquee steel players in India. Incorporated in 1981, the Company is located in the Eastern Region with its registered office in Kolkata, West Bengal. The Company has been processing for Tata Steel (TSL) for more than 30 years having units in West Bengal and Jharkhand and also has a joint venture with Steel Authority of India Limited (SAIL). BMWIL has successfully developed capabilities to become a trusted partner of choice for its customers and is strategically positioned in the value chain that provides cushion during steel down cycles.

The Company's foray into marketing of TMT bars under its own brand 'Bansal Super TMT' has been appropriately timed. The TMT bar business, the 'Bansal Super TMT' brand has a strong uptake across West Bengal and has excellent growth potential. The Company's distributor-driven business model is also helping improve its market presence significantly.

## Consolidated financial performance

The Company is engaged in the steel business. The brief performance of the Company is as follows.

Particulars	FY23 (₹ in Lakhs)	FY22 (₹ in Lakhs)	Variation (%)
Turnover	56,233.57	44,737.94	25.70
EBIDTA	12,968.45	10,545.60	22.97
Interest and Financial Charges	2,395.00	2,330.92	2.75
Depreciation	3,974.65	4,939.67	-19.54
Profit/(Loss) after Tax	5,448.17	3,478.05	56.64

## Financial performance and state of affairs

During the year, the Company recorded a net profit of Rs. 5448.17. The basic and diluted earnings per share at Rs. 2.42 per share for FY 2023.

The analysis of major items of the financial statements is given below:

### a) Revenue from Operations & Other Income - Financial Performance & State of Affairs (Consolidated):

Particulars	FY23	FY22	Changes (%)
Revenue from Operations	56,233.57	44,737.94	25.69
Other Income	913.42	1299.33	-29.7
Total Income	57,146.99	46,037.27	24.13

Revenue from operations of the Company increased as the company commissioned the steel service centre at Manifit unit during the year and entered into new contract with TATA Steel for same along with a new contract to process of 25000 metric ton per month of TMT from existing 7000 metric ton per month from Dec'22. These arrangements have resulted in better capacity utilisation as well as higher revenue.

### b) Cost of Materials consumed:

Particulars	FY23	FY22	Changes (%)
Cost of Materials Consumed	22,073.34	16,263.08	35.73%
Changes in inventories of finished goods, work-in-progress, and stock-in-trade	90.66	(451.39)	NA
Cost of Goods Sold	22,164.00	15,811.69	40.17%

There is an increase in cost of materials consumed by 40.17% on account of increase in Revenue by over 24% and increase in Raw Material cost. In spite of increase in Raw Material cost, the per metric ton margin did not fall, as Raw Material is a pass-through cost for the Company.

### c) Employee Benefits Expense:

Particulars	FY23	FY22	Changes (%)
Employee Benefits expense	2,276.09	2,180.53	4.38%

In spite of higher capacity utilization and revenue, the employee cost only rose marginally due to increment in the current year.

**d) Depreciation and Amortization expense:**

Particulars	FY23	FY22	Changes (%)
Depreciation and Amortization expense	3,974.65	4,939.67	-19.34%

Based on technical review of the useful life of its property, plant and equipment carried out by a technical expert, the Company revised the useful life of its plant and machinery, buildings and factory shed etc. with effect from 1st April, 2022. This has resulted in decrease in depreciation charge for the the Financial Year by Rs. 1239.70 Lakhs.

**e) Other Expenses**

Particulars	FY23	FY22	Changes (%)
Other Expenses	18,825.03	16,200.12	16.20%

Other Expenses have increased by over 16% on account of increase in Power and Fuel Expenses by 2,216 lakhs due to increased production and higher fuel cost and increase in Miscellaneous expenses by 1,000 lakhs; which was offset by decrease in consumption of stores & spares by 884 lakhs.

**f) Finance Costs**

Particulars	FY23	FY22	Changes (%)
Finance Costs	2,395.00	2,330.92	2.75%

Finance cost has increased during the year due to Increase in average interest rate from 7.69% to 8.21% which was partially offset due to fall in borrowings from 23,898 lakhs to 21,929 lakhs.

**g) Fixed Assets**

Particulars	FY23	FY22	Changes (%)
Property, Plant and Equipment	45,244.74	43,223.03	4.68%
Capital work-in-progress	2,422.61	3,533.97	-31.45%
Other Intangible assets	0.14	1.27	-88.98%

**h) Inventories**

Particulars	FY23	FY22	Changes (%)
Raw Material	7724.72	8,084.85	-4.45%
Work in Progress	545.01	550.80	-1.05%
Finished Goods & Work-in-progress	2671.81	2756.68	-3.08%
Stores, Spares & Others	2786.67	2,512.18	10.93%
Total	13728.21	13,904.51	-1.27%

The company is in continuous process of reducing its net working capital and despite the increase in turnover, inventory has reduced marginally from Rs 13904.51 lakhs to Rs 13728.21 lakhs. As a result, Inventory holding period fell from from 299 days to 228 days.

**j) Trade Receivables**

Particulars	FY23	FY22	Changes (%)
Trade Receivables	12925.48	11,021.40	17.28%

Though the absolute amount of debtor have increased, due to increase in Revenue, debtor outstanding has redcuded from 87 days to 78 days, signifying improved efficiency in collection.

**k) Cash Flow**

Particulars	FY23	FY22	Changes (%)
Net Cash Flow from Operating Activities	12563.30	6,409.09	96.02%
Net Cash Flow from Investing Activities	(5,707.86)	(1,964.66)	190.52%
Net Cash Flow from Financing Activities	(6,188.77)	(4,409.33)	40.35%
Net increase / (decrease) in cash and cash equivalents	761.54	94.87	702.71%

Net cash flow from operations have increased in FY'23 signifying efficient management of operation. This has enabled the company to not just invest for future expansion but also reduce its outstanding borrowings.

**CHANGES IN KEY FINANCIAL RATIOS**

Particulars	FY23	FY22	Changes (%)
Debtors Turnover (Days)	78	87	-11%
Inventory Turnover (Days)	222	299	-24%
Interest Coverage Ratio (Times)	4.14	2.96	40%
Current Ratio (Times)	1.80	1.72	8%
Net Debt/Equity Ratio (Times)	0.38	0.46	-17%
Return on Net Worth (%)	9.41%	6.47%	45%
Operating EBITDA Margin (%)	23.06%	23.57%	-51 bps

**Human resources**

BMW Industries considers its employees to be the cornerstone of its success. To foster a conducive and harmonious working environment, its HR policies take into consideration employee welfare and well-being. The Company believes in offering its people equal opportunities and empowers them to fulfil personal as well as professional goals. It also strives to help employees maintain optimum work-life balance.

# 511

**People**

# 84%

**Employee retention rate**
**Corporate social responsibilities (CSR)**

The Company takes its Corporate Social Responsibility (CSR) seriously and is actively engaged in various initiatives to give back to the community. These initiatives include organising plantation drives to enhance the environment, conducting medical check-ups and other healthcare camps for both employees and contract workers and so on.

# ₹79.71 Lakh

**CSR Investment**
**Key CSR activities for the year:**

Plantation drive within premises to enhance greenery

# 3,000

**Total trees planted**

Medical Check-ups and Eye Check-ups camps

# 1,300

**Beneficiaries**

Free Artificial Limb and Calliper Camp

# 500

**Beneficiaries**

Food distribution drive

# 4,400

**Beneficiaries**

Blanket distribution to the impoverished and needy

## 2,000 Blanket

### Beneficiaries

#### Overview on sustainability

The Company understands the importance of sustainable business practices to grow a successful corporate entity. As a result, the Company abides by strict environmental and regulatory compliances to reduce pollution, minimise resource depletion and limit its impact on the natural environment. It also focuses on implementing sustainable manufacturing practices.

At BMW, workplace safety is also a major priority. It believes, a hazardous environment can be demotivating for workers, may lower productivity and undermine organisational well-being. The Company, therefore, aims to align its operations with the United Nations principles for manufacturing responsibility and environmental sustainability, covering important aspects related to anti-corruption, labour laws and human rights.

#### Health commitments

BMW Industries is committed to maintaining a safe and secure working environment. Safety training is also regularly conducted by the Company to convey its safety policies. The Company's safety, health and environment policy encompasses the following tenets:

- Complying with relevant legal statutory provisions.
- Providing a safe working environment for employees, contractors, and visitors by using personal protection equipment, systems, and facilities.
- Good housekeeping, resource conservation and pollution prevention.
- Through comprehensive training based on employee needs, safety, health, and environmental awareness is promoted among employees.
- Enhancing safety, health, and environmental parameters continuously through a variety of programmes.
- With safety assessments at each level, the Company lays emphasis on preventive care.
- Strict adherence to SOPs and implementation of methodologies for effective hazard management is followed across the organisation.
- The Company instituted an annual health check plan coupled with a regular vaccination programme for all employees across India.

- The annual health check-up programme carries out tests consisting of X-rays, blood pressure and blood sugar to ensure optimal health condition of workers and employees. Most plants have an occupational health centre with a pharmacist on duty. All company locations have first-aid kits and they are kept at strategic locations for easy visibility and access. The Company also owns an ambulance to ensure the safety of employees and tend to health emergencies.

#### Safety commitments

The Company understands the importance of timely hazard identification and risk assessment to ensure the safety of its workforce. A detailed Job Hazard Analysis has been carried out to convey safe operational procedures and promote safety awareness. Rewards and recognition programmes have also been devised for employees, subcontractors, and workers to further strengthen the safety culture.

The Company invested in methodologies for capturing safety observations through Person-on-distance (POD). BMW Industries upgraded its bearing heating technique to one that is secure and environmentally beneficial. The Company eliminated the practice of sending employees to mill scale pits and instead of using gas-cutting methods for billet cutting, an advanced pneumatic cylinder was installed for automatically converting billets for the roughing stand.

Safety observations were regularly shared with team members and WhatsApp groups were also formed to improve awareness among teams. Weekly site meetings were also organised to strengthen the safety culture. The Company also designed a grievance consequence management process whereby safety violations were seriously treated and employees had to face the consequences of their actions.

#### Risk management

The Company has instituted a robust Risk Management Framework aimed at effectively navigating business uncertainties and optimising overall performance. This framework serves as a tool for informed decision-making, prudent resource allocation, and adherence to governance standards. It balances best practices with pragmatic considerations, facilitating a coherent approach to identifying, assessing, and mitigating risks. Additionally, it delineates the roles and responsibilities necessary for the successful implementation of risk management activities. In this manner, the Company seeks to safeguard its assets, enhance its image, and improve operational efficiency.

## Risk management process

The Company has been consistently improving our system that allows for the quick detection of risks that could impact its operations and financial stability. The system evaluates the significance of the risks and implements measures to minimise the probability of their occurrence and any losses that might result. It uses a uniform approach to assess and manage risks, with specific goals, objectives and principles guiding the establishment and operation of its corporate risk management system. Risk management is applied throughout all levels of management, as well as in functional and project areas.

- **Raw material availability and cost inflation risk:**

Unavailability of Raw Materials and Volatile Prices: The Company is primarily related to conversion/tolling business where the raw material is supplied to us by its customers and it process the same into final finished goods. As such the availability and cost of purchasing raw materials is not a concern for the Company.

- **Infrastructure and logistic risk:**

Inability to provide goods to the customers timely: The Company has its own fleet of 105 trucks/tailors with all modern GPS systems and camera installed on the same. This helps in planning the dispatch of finished goods timely and in efficient manner, thus providing with end to end solution to the customers. Hence, it has eliminated the risk of unavailability of logistic support to fulfil its supply obligations.

- **Finance risk**

Inability to raise finance and higher interest risk: Its Net debt – equity ratio is only 0.38, which helps in easy availability of additional borrowing from financial institutions. Further, its cashflow from operation are very strong, and this reduces dependency on borrowing for its expansion and working capital needs.

To mitigate the interest risk, the Company has a blend of fixed and floating interest rate borrowings. Strong financial parameters also help in improving the credit ratings and hence its acceptability among the lending community.

- **Quality risk:**

Poor quality of raw material can harm the long-term trust and relationship of customers – The Company

has an experience of over four decades in various steel products. It has an integrated manufacturing facility, dedicated management team and committed production and quality team. It has time tested SOP's to control the quality and try to ensure zero defects to customers.

- **Safety risk:**

Safety of workers and employees: Safety of Life and Plant is most important in steel industry. Any compromise with safety can cause loss of life and destruction of assets. The Company has a separate safety department in every plant with separate safety officer who ensures safety management at plant and ensures all compliances and, SOPs for safety are followed in both letter and spirit.

## Internal Control Systems and their adequacy

The internal control and risk management system outlined in the corporate governance code of our organization forms the foundation for the system's design and implementation. This system engages a diverse team of dedicated employees collaborating seamlessly to fulfil their distinct roles. The Board of Directors provides pivotal strategic guidance and oversight to Executive Directors, management, as well as monitoring and support committees. Its internal control mechanisms are meticulously designed and rigorously implemented, ensuring the adequacy and effectiveness of its safeguards against risks and the soundness of its corporate governance framework.

## Cautionary statement

According to the applicable securities laws and regulations, the statement in this part that discloses the Company's goals, forecasts, expectations, and estimates may be deemed to be 'forward-looking statements'. Future expectations and assumptions are the basis of forward-looking statements. The accuracy of these suppositions and expectations, as well as their realisation by the Company, cannot be guaranteed by the Company. As a consequence of the influence of outside factors that are out of the Company's control, actual results may differ significantly from those stated in the statement or inferred. On the basis of any later developments, the Company disclaims any obligation to publicly amend, change, or revise any forward-looking statements.

## Annexure-03

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

### 1. Brief outline on CSR Policy of the Company:

The Company has a history in contributing to philanthropic causes and has been an integral part of the Company's Eco-system. The focus has been on sustainable measures whereby contributing to the social, economic and environmental development of the society. There is vision of long-term sustainable growth to improve quality of lives of the people with focus on communities that are vulnerable and marginalised.

At the heart of our CSR philosophy is not limited to philanthropy or mere compliance, but it encompasses holistic community development, institution-building and sustainability-related initiatives with an aim to bring about transformation in the local communities life through multi-faceted programmes of rural development through focused interventions in the areas of education, skill development courses and sustainable farming practices, health services and livelihood enhancement to ensure socio-economic development of the community and environment so as to help them become self-reliant and build a better tomorrow for themselves.

The Company has formulated a CSR Policy in accordance with the applicable provisions of the Companies Act, 2013 read with the relevant rules framed thereunder and the same is available on the website of the Company at web-link <https://www.bmwil.co.in/corporate-codes-and-policies/>

### 2. The Composition of the CSR Committee:

Sl No	Name of Directors	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Harsh Kumar Bansal	Managing Director and Chairman of the Committee	1	1
2.	Mr. Sunil Kumar Parik	Independent, Non-Executive Director –Member	1	1
3.	Mr. Rampriya Sharan	Independent, Non-Executive Director- Member	1	1

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

The Policy on CSR adopted by the Company may be referred to, at the web-link <https://www.bmwil.co.in/corporate-codes-and-policies/>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl No	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set- off for the financial year, if any (in Rs)
1.	2021-22	69.11	-
2.	2022-23	79.71	-
	<b>Total</b>	<b>148.82</b>	<b>-</b>

6. Average net profit of the Company as per Section 135(5): (-) **Rs. 1531.88 Lakh.**
7. (a) Two percent of average net profit of the company as per section 135(5): **Nil**
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**
- (c) Amount required to be set off for the financial year if any: **Nil**
- (d) Total CSR obligation for the financial year (7a+7b+7c): **Nil**
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year.	Amount Unspent (in Rs.)			
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).	
	Amount.	Date of transfer.	Amount.	Date of transfer.
Rs. 79.71 lakhs	Nil		Nil	

- (b) Details of CSR amount spent against ongoing projects for the financial year: **Not applicable**
- (c) Details of CSR amount spent against other than ongoing projects for the financial year: **Rs. 79.71 Lakhs**
- (d) Amount spent in Administrative Overheads: **Nil**
- (e) Amount spent on Impact Assessment, if applicable: **Not Applicable**
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): **Rs 79.71 Lakhs**
- (g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	(-) Rs. 1531.88 Lakhs
(ii)	Total amount spent for the Financial Year	Rs. 79.71 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs. 79.71 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Rs. 69.11 Lakhs
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 148.82 Lakhs

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

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

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

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

Nil

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

Place: Kolkata  
Date:15/05/2023

Sd/-  
**(Harsh Kumar Bansal)**  
Chairman of CSR Committee  
& Managing Director  
DIN: 00137014

Sd/-  
**(Vivek Kumar Bansal)**  
Managing Director  
DIN- 00137120

## Annexure-04

### **INFORMATION ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2023**

#### **A. Conservation of Energy**

**(i) Steps taken or impact on conservation of energy:**

- The Company continues to give high priority to the conservation of energy on an ongoing basis. The Company monitors the energy consumption and it takes due care in proper utilization of the energy.
- The regular maintenance of Plant & Machinery, installation of Automated Machines and watchful supervision results in reduction in energy consumption.
- Steps are taken for replacing defective and inefficient equipments as and when required.
- The Company has initiated special drive for increasing efficiency with the lesser conservation of energy and preventing misuse or wastage of energy.

**(ii) Steps taken for utilizing alternate sources of energy:**

The Company is planning to install a 4 MW Solar Power Plant.

**(iii) Capital Investment on energy conservation equipments:**

No material expenditure was incurred on energy conservation equipments.

#### **B. Technology Absorption**

- i) Efforts, made towards technology absorption. The Company is using new technology machines for better production and effective utilization of resources. Manufacturing process is continuously monitored to ensure better productivity.
- ii) Benefits derived like product improvement, cost reduction, product development, import substitution, etc.
- Improved productivity and cost reduction.
  - Introduction of new and improved products.
  - Improvement in product quality.

The above has helped the Company to satisfy the consumers need and business requirements.

- iii) In case of imported technology: During last 3 FYs including FY 2022-23, the Company has not imported any technology.

#### **C. Foreign Exchange Earnings and Outgo**

Foreign exchange earned	:	Nil
Foreign exchange outgo	:	Rs. 3,27,20,570/-

## Annexure-05

## FORM NO. MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

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

To

The Members,

**BMW INDUSTRIES LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BMW INDUSTRIES LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the 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, generally 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, to the extent applicable, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;
- v) The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:
  - a) The Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011
  - b) The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - c) The Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
  - d) The Securities & Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
  - e) The Securities & Exchange Board of India (Issue and listing of Non-convertible Securities) Regulations, 2021
  - f) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
  - g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
  - h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 2018
  - i) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing companies, no other laws/ acts are specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except that the Company has delayed in disclosure of related party transactions on consolidated basis for the half year ended 30th September, 2022 within fifteen days of the date of publication of unaudited financial statements for the quarter ended 30th September, 2022 to the stock exchange as required under Regulation 23(9) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.* The company has paid fine to the stock exchange.

**We further report that**

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We further report that subject to our observation as mentioned, 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.

This report is to be read with our letter of even date which is annexed as Annexure –I which forms an integral part of this report.

For **MKB & Associates**  
Company Secretaries  
Firm Reg No: P2010WB042700

Date: 15.05.2023  
Place: Kolkata  
UDIN: A044522E000308357

**Neha Somani**  
Partner  
Membership no. 44522  
COP no. 17322

**ANNEXURE – I**

To  
The Members,  
**BMW INDUSTRIES LIMITED**

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. Our responsibility is to express an opinion on those records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. 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 **MKB & Associates**  
Company Secretaries  
Firm Reg No: P2010WB042700

Date: 15.05.2023  
Place: Kolkata  
UDIN: A044522E000308357

**Neha Somani**  
Partner  
Membership no. 44522  
COP no. 17322

## Annexure-06

### STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i. Ratio of remuneration of each director to the median remuneration of employees of the company for the Financial Year 2022-23, Percentage increase in remuneration of Directors, Chief Financial Officer, Company Secretary during the Financial Year 2022-23.

Sl. No.	Name of Director / KMP	Designation	Ratio of Remuneration of each Director to the Median remuneration of employees	Percentage increase in Remuneration
<b>Executive Directors</b>				
1.	Mr. Ram Gopal Bansal	Chairman & Whole-time Director	64.97:1	Nil
2.	Mr. Harsh Kumar Bansal	Managing Director	49.98:1	Nil
3.	Mr. Vivek Kumar Bansal	Managing Director	49.98:1	Nil
<b>Non-Executive Directors</b>				
4.	Ms. Monica Chand	Non-Executive Independent Director	-	-
5.	Mr. Sunil Kumar Parik	Non-Executive Independent Director	-	-
6.	Mr. Rampriya Sharan	Non-Executive Independent Director	-	-
<b>Key Managerial Personnel</b>				
7.	Mr. Abhishek Agarwal	Chief Financial Officer	NA	Nil
8.	Mr. Vikram Kapur	Company Secretary	NA	Nil

\*Independent Directors are only entitled to sitting fees. No other form of remuneration or Commission was paid to the Independent directors during the Financial Year 2022-23,

- ii. The Percentage increase in median remuneration of Employees for the financial year was 6.34%
- iii. The Company has 511 permanent employees on the rolls of the company as on 31st March, 2023.
- iv. Relationship between average increase in remuneration and company's performance:
- The average increase in remuneration is closely linked to achievement of annual corporate goals, financial and operational performance of the Company and adjustments towards increased cost of living. The reward philosophy of the Company is to provide market competitive reward opportunity that has a strong linkage to and drives performance culture. During the year, similar approach was followed to establish the remuneration increase to the Employees.
- v. Comparison of the remuneration of the Key Managerial Personnel (individually & totally) against the performance of the Company:
- The compensation for Key Managerial Personnel's is guided by external competitiveness, annual performance review and overall growth of the Company. The KMP's play a pivotal role in the growth of the Company and considering performance of the Company during the year they have been accordingly remunerated.
- vi. Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year over previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:
- The Company is listed on the Calcutta Stock Exchange and BSE Ltd.
- vii. Average percentage increase in the salaries of employees other than managerial personnel in the financial year was 10%, whereas the average increase in the managerial remuneration was

10%. The Company has touched new heights due to the continuous efforts of managerial personnel warranting such increase.

viii. The key parameters for any variable component of remuneration:

Apart from the Whole-time Director and Managing Directors, no other Directors are in receipt of any

remuneration other than sitting fees for attending Board and Committee Meetings.

ix. The ratio of remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: N.A.

x. The remuneration paid is as per the remuneration policy of the Company

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

Name of Employee	Ram Gopal Bansal	Harsh Kumar Bansal	Vivek Kumar Bansal
Age	67	44	43
Designation	Whole-Time Director	Managing Director	Managing Director
Nature of employment	Contractual	Contractual	Contractual
Qualification	Commerce Graduate	An Alumni of Harvard Business School, Ex-Ed IBS Hyderabad & London Business School	Commerce Graduate from Calcutta University & Ex-Ed IBS Hyderabad
Experience	42	25	22
Remuneration received	Rs.1,56,00,000	Rs. 1,20,00,000	Rs. 1,20,00,000
Date of commencement of employment	21.10.1981	26.12.1998	26.09.2001
Particulars of last Employment	First Employment	First Employment	First Employment
Percentage of equity shares held	15.92%	8.20%	6.24%
Relationship with Director	Mr. Ram Gopal Bansal is the father of Mr. Harsh Kumar Bansal and Mr. Vivek Kumar Bansal.	Mr. Harsh Kumar Bansal is the son of Mr. Ram Gopal Bansal and brother of Mr. Vivek Kumar Bansal.	Mr. Vivek Kumar Bansal is the son of Mr. Ram Gopal Bansal and brother of Mr. Harsh Kumar Bansal.

For and on Behalf of the Board of Directors

-----  
**Ram Gopal Bansal**  
 Chairman  
 DIN: 00144159

Place: Kolkata  
 Date: 15/05/2023

## Annexure-07

# CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Corporate Governance principles are based on the philosophy of accountability, integrity, transparency and value creation. Your Company, to achieve sustainable growth and value enhancement, has committed for a highest standard of ethics that leads to better Corporate Governance principles. Your Company is in compliance with the Provisions stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as applicable, with regard to corporate governance.

The report containing the details of Corporate Governance systems, processes and compliance at BMW Industries Limited.

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance has been a continuous journey and the business goals of the Company are aimed at the overall well-being and welfare of all the constituents of the system. Corporate Governance depends on Corporate Principles and Practices adopted by the Company in its day to day business activities whose ultimatum is to increase the long term value of the shareholders. The Company has laid a strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of experts of eminence and integrity, forming a core group of top-level executives, inducting competent professionals across the organization and putting in place appropriate systems, process and technology. The essence of Corporate Governance lies in the maintenance of integrity, transparency and accountability in the management's higher ranks. At the heart of Company's Corporate Governance policy is the ideology of transparency and openness in the effective working of the management and Board. Your Company ensures better standard of Corporate Governance guidelines to protect the rights of shareholders and timely disclosure of adequate and accurate information regarding our financials and performance of the Company. Strong leadership and effective corporate governance practices have been significant contributors to the Company's growth story. The core philosophy of your Company is to create and enhance shareholders' value while being a responsible corporate citizen.

The Board of Directors of the Company has adopted strategy on board effectiveness and good ethical standards to govern the Company and deliberately creates a culture of leadership to provide a long-term vision to improve the quality of governance.

## CODE OF CONDUCT

Your Company has framed Code of Conduct for the Directors (including Non-Executive and Independent Directors) and Senior Management Personnel and other Executives and Employees of the Company. The Directors and Senior Management Personnel have affirmed compliance of the said Code of Conduct as on 31st March, 2023. The Code is displayed on the Company's website: [www.bmwil.co.in](http://www.bmwil.co.in). In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the revised Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ('Insider Trading Code') and entrusted the Audit Committee to monitor the compliance of the code.

## BOARD OF DIRECTORS

The Board of Directors of the Company comprises professionals drawn from diverse field. They bring with them wide range of skills and experience to the Board which enhance the quality of the Board's decision making process. The Board is at the core of our corporate governance practice and oversees and ensures that the Management serves and protects the long-term interests of all our stakeholders. The Board of Directors along with its Committees provides leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholder value.

## SIZE OF THE BOARD AS ON 31ST MARCH 2023

The policy of the Company is to have a perfect combination of Executive Directors, Non-Executive Directors and Independent Directors for proper functioning of governance and management.

The Board of Directors of the Company as on 31st March, 2023 comprised of 6 (Six) Directors having optimum combination of Executive and Non-Executive Directors and are in accordance with the Corporate Governance Practices.

The details of the total strength of the Board are as follows:-

Sl. No.	Name of the Director	Category
01	Ram Gopal Bansal	Chairman and Whole Time Director
02	Harsh Kumar Bansal	Managing Director
03	Vivek Kumar Bansal	Managing Director
04	Monica Chand	Non-Executive Women Independent Director
05	Sunil Kumar Parik	Non-Executive Independent Director
06	Rampriya Sharan	Non-Executive Independent Director

None of the Directors on the Board holds directorships in more than ten public companies. Further, none of them is a Member of more than ten committees or Chairman of more than five Committees across all public companies in which he is a director. None of our Directors serve as Director in more than eight listed companies, as Independent Directors in more than seven listed companies and none of the Executive Directors serve as Independent Directors on any listed company. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. The necessary disclosures regarding Committee positions have been made by the Directors.

The Directors of the Company are appointed by the shareholders at General Meetings. 1/3rd of such Directors are liable to retire by rotation, if eligible, generally offer themselves for re-election, in accordance with the provisions of Section 152 of the Companies

Act, 2013 and that of the Articles of Association of the Company.

The Executive Directors on the Board serve in accordance with the terms of their contracts of service with the Company.

## EXPERTISE and SKILLS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company are required to uphold ethical standards of integrity and probity and are required to have expertise, experience and core knowledge in the sectors relevant for the growth of the Company.

The Board members of the Company are holding such skills, expertise and competencies that allow them to make effective contribution to the Board and its Committees.

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:

<b>Finance</b>	Leadership in Corporate / business finance is an important and inevitable function and efficient financial management is crucial for success and sustenance. It results in proficiency in financial management, procurement and utilization of funds and controlling the financial activities and management of financial resources of the Company.
<b>Strategy and Planning</b>	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
<b>Global Business</b>	Understanding, of global business dynamics, across various geographical markets with an understanding of industry verticals, regulatory jurisdictions, economic conditions, cultures and a broad perspective on global market opportunities.
<b>Leadership</b>	Leadership experience leads to maximize efficiency and to achieve Company goals by understanding the opportunities and threats, processes, strategic planning and risk management and discussing the financial performance and long-term growth.
<b>Procurement, Sales and Marketing</b>	Experience in procurement of raw materials, production aspects, marketing technical aspect of production, quality control, purchase management and developing strategies to grow sales and market share, build brand awareness and enhance Company reputation.
<b>Governance</b>	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements, driving corporate ethics and values and observing appropriate governance practices.
<b>Administration</b>	Leadership in administration of a Company, results in long-term growth by planning, organizing, directing and controlling the operations, creating rules and regulations and making decisions towards achieving a common goal or objective of the Company

In the opinion of the Board, all the Directors continue to make effective and valuable contribution towards fulfilling the Board agenda and devote sufficient time to discharge their responsibilities as Directors of the Company.

## COMPOSITION AND CATEGORY OF DIRECTORS

The composition of Board of the Company is in conformity of Corporate Governance Code. All Directors possess relevant qualifications and experience in different fields with wide range of skills and expertise including general Corporate Management, Finance, Accounting and other allied fields which enable them to efficiently and effectively contribute their knowledge in the decision making process of the Company in the capacity as Directors. The Chairman is executive and a

Promoter of the Company. The numbers of Independent Directors are 3 (Three) which is in compliance with the stipulated one half of the total number of Directors. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of stakeholders and the Company. All Independent Directors meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per the SEBI LODR Regulations, 2015.

The Board has carried out performance evaluation of Independent Directors and recommended to continue the term of their appointment.

All the Three executive Directors are related to each other and no other Director is related to any other Director on the Board in terms of the definition of "relative" as defined in Section 2(77) of the Companies Act, 2013.

The details of composition of the Board as at 31.03.2023 are given as under:

Name of the Directors	DIN	Designation	Category	Relationship with other Directors
Ram Gopal Bansal	00144159	Chairman and Whole Time Director	Promoter	Father of Harsh Kumar Bansal and Vivek Kumar Bansal
Harsh Kumar Bansal	00137014	Managing Director	Promoter	Son of Ram Gopal Bansal and Brother of Vivek Kumar Bansal
Vivek Kumar Bansal	00137120	Managing Director	Promoter	Son of Ram Gopal Bansal and Brother of Harsh Kumar Bansal
Sunil Kumar Parik	00884149	Independent Director	Non Promoter	Not Related to any promoter
Rampriya Sharan	05304025	Independent Director	Non Promoter	Not Related to any promoter
Monica Chand	09221662	Independent Women Director	Non Promoter	Not Related to any promoter

The Independent Directors meet all the criteria's as provided in the Companies Act, 2013 and SEBI LODR Regulations, 2015. The appointment letters issued to every Independent Directors sets out their roles, responsibilities, fiduciary duties in the Company and the expectation of the Board from them along with other terms of their appointment. They have taken active part at the Board and Committee Meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors.

## SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

The Nomination and Remuneration Committee ('NRC') works with the Board to determine the appropriate

qualifications, positive attributes, characteristics, skills and experience required for the appointment of Directors in the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in various fields including business, government, education and social service.

Attendance of each Director at the Board meetings and the last Annual General Meeting (AGM) held on 30-09-2022 and Number of other Directorships and Membership / Chairmanship of Committee of each Director in various Companies are mentioned in this report and also mentioned in the Notice of AGM.

## NUMBER OF BOARD MEETINGS HELD AND DATES ON WHICH HELD

The Board meets at least once a quarter to review the quarterly financial results and other items on the agenda

of the meeting. Committees of the Board of Directors usually meet in the same day before the Board meeting, or whenever the need arises for transacting business. The recommendations of the Committees are placed before the Board for necessary approval and noting. During the Financial Year 2022-23, 8 (Eight) Board Meetings were held on 30-05-2022, 12-07-2022, 12-08-2022, 01-09-2022, 14-11-2022, 18-01-2023, 08-02-2023, 15-02-2023 and 06-03-2023.

Name of the Directors	Designation	No. of Board Meetings held	No. of Meetings Attended	Attendance Percentage (%)
Ram Gopal Bansal	Chairman and Executive Director	9	9	100
Harsh Kumar Bansal	Managing Director	9	9	100
Vivek Kumar Banal	Managing Director	9	9	100
Sunil Kumar Parik	Independent Director	9	9	100
Rampriya Sharan	Independent Director	9	8	100
Monica Chand	Independent Women Director	8	8	100

## BOARD MEETINGS, BOARD COMMITTEE MEETINGS and PROCEDURES

The Board of Directors oversees the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interest of the stakeholders are being served. The Chairman and Whole-time Director is assisted by the Managing Directors and Senior Managerial Personnel in overseeing the functional matters of the Company. The Board of Directors of the Company oversees the overall functioning of the Company. The Executive Chairman, Managing Directors and other Senior Management team members are entrusted with wide range of functions from Finance, Accounting, Operation, Marketing and Administration and duly assisted by the Senior Managerial Personnel in overseeing the functional matters of the Company.

The Board of Directors has constituted Six Standing Committees, the position of the Committees as on 31-03-2023 are given hereunder:-

### 1. Audit Committee:

Sunil Kumar Parik	Independent Director	Chairperson
Rampriya Sharan	Independent Director	Member
Harsh Kumar Bansal	Managing Director	Member

### 2. Stakeholders Relationship Committee:

Rampriya Sharan	Independent Director	Chairperson
Sunil Kumar Parik	Independent Director	Member
Vivek Kumar Bansal	Managing Director	Member

### 3. Nomination and Remuneration Committee:

Sunil Kumar Parik	Independent Director	Chairperson
Monica Chand	Independent Director	Member
Rampriya Sharan	Independent Director	Member

### 4. Risk Management Committee:

Rampriya Sharan	Independent Director	Chairperson
Sunil Kumar Parik	Independent Director	Member
Harsh Kumar Bansal	Managing Director	Member

## 5. Corporate Social Responsibility Committee

Harsh Kumar Bansal	Managing Director	Chairperson
Sunil Kumar Parik	Independent Director	Member
Rampriya Sharan	Independent Director	Member

## 6. Finance Committee

Sunil Kumar Parik	Independent Director	Chairperson
Ram Gopal Bansal	Whole Time Director	Member
Harsh Kumar Bansal	Managing Director	Member
Vivek Kumar Banal	Managing Director	Member

The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the stakeholders are being served.

Dates for the Board Meetings in the ensuing quarter are decided well in advance and communicated to all Directors. Agenda and Notes on Agenda are circulated to the Directors, in advance to enable them to take proper decision. All material information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practical to attach any document to the Agenda, the same is shared before the meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are considered.

The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the stakeholders are being served. After Board Meetings, the decision of the Board of Directors is duly communicated to the concerned departments and officials for implementation etc.

The meetings are usually held at the Company's Registered Office at "White House", 3rd Floor, 119, Park Street, Kolkata – 700016. The Board is also provided with Audit Committee observations on the internal audit findings and 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 Companies Act, 2013.

All divisions/departments of the Company are advised to schedule their work plans well in advance, with regard to matters requiring discussion/approval/decision at the Board/Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same can be included in the Agenda for the Board/Committee Meetings.

In addition to items which are mandated to be placed before the Board for its noting and/ or approval, information is provided on various significant issues.

The Company Secretary records the minutes of the proceedings of each Board and Committee meetings. The final minutes are entered in the Minutes Book within 30 days from conclusion of the meeting and are signed by the Chairman of the meeting/Chairman of the next meeting. While preparing the Agenda, Notes on Agenda, Minutes etc. of the meeting(s), adequate care is taken to ensure adherence to all applicable laws and regulations including the Companies Act, 2013, read with the Rules made thereunder, Secretarial Standards and compliance thereof.

A strategy meet of the Board of Directors is generally held at appropriate intervals to formulate, evaluate and approve the business strategy of the Company. The Functional Heads give a brief presentation to the Board covering their respective areas of responsibility. The meeting focuses on strategic goals, financial management policies, management assurances and control aspects and the growth plan of the Company and compliance management.

### SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review all the Independent Directors met on 15th March, 2023, inter alia, reviewed and discussed:

- Performance of Non-Independent Directors and the Board of Directors as a whole;
- Performance of the Chairman of the Company, taking into account the views of Executive Directors and Non- Executive Directors; and
- Evaluating of 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.

**The composition and attendance of the Independent Directors at this meeting are as follows:-**

Name	No. of Meetings Held / No. of Meetings attended
Sunil Kumar Parik	1/1
Rampriya Sharan	1/1
Monica Chand	1/1

The Independent Directors of the Company meet once in a year without the presence of Executive Directors or management personnel. This meeting is conducted in an informal and flexible manner to enable the Independent Directors to discuss matters pertaining to the affairs of the Company and put forth their views to the Chairman and Managing Director. The Independent Directors of the Company meet once in a year formally through a Meeting called Independent Directors Meeting.

### **FAMILIARIZATION PROGRAM FOR DIRECTORS INCLUDING INDEPENDENT DIRECTORS**

The Company pursuant to the SEBI LODR Regulations, 2015, has taken initiatives to familiarize its Independent Directors (IDs) with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programs posted on the website of the Company [www.bmwil.co.in](http://www.bmwil.co.in).

The familiarization programme for our Directors is customized to suit their individual interests and area of expertise. The Directors are encouraged to visit the plant and raw material locations of the Company and interact with members of Senior Management as part of the induction programme. The Senior Management make presentations giving an overview of the Company's strategy, operations, products, markets, group structure and subsidiaries, Board constitution and guidelines, matters reserved for the Board and the major risks and risk management strategy. This enables the Directors to get a deep understanding of the Company, its people, values and culture and facilitates their active participation in overseeing the performance of the Management.

During the year, one familiarisation programme was conducted on 15th March, 2023, at Kolkata.

The details of familiarisation program imparted to the Independent Directors are available on the website of the Company's website: [www.bmwil.co.in](http://www.bmwil.co.in).

### **DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

The Details of Directors seeking appointment / re-appointment and the disclosure of relationships between directors inter se as required under SEBI (LODR), Regulations, 2015 and as per Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is given in annexure to the notice which forms part of this Report.

The disclosure of relationships between directors inter se as required under SEBI (LODR), Regulations, 2015 and as per Secretarial Standard 2 as issued by the Institute of Company Secretaries of India are forms part of this report.

### **BOARD COMMITTEES**

#### **I. AUDIT COMMITTEE**

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. Audit Committee of the Board comprises three Directors. The Members possess adequate knowledge of Accounts, Audit, Finance, etc. The composition of the Audit Committee meets the requirements as per Section 177 of the Companies Act, 2013 and as per Regulation 18 (1) of SEBI LODR Regulations, 2015.

The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditor and the cost auditor and notes the processes and safeguards employed by each of them. The Audit Committee is empowered to investigate any activities within its terms of reference, seek information from employees, obtain outside legal or other professional advice or secure attendance of outside experts of relevant field as and when necessitated. The Audit Committee also reviews such matters as referred to it by the Board.

Six (6) meetings of the Audit Committee were held during the financial year ended 31st March, 2022 on 30-05-2022, 12-08-2022, 01-09-2022, 14-11-2022, 08-02-2023 and 15-02-2023, as against the minimum requirement of four meetings. The composition and attendance details of the Committee for the year ended 31st March, 2023 are given hereunder:

Name of the Directors	Positions	No. of Meetings held	No. of Meetings Attended	Attendance Percentage (%)
Sunil Kumar Parik	Chairman	6	6	100
Rampriya Sharan	Member	6	6	100
Harsh Kumar Bansal	Member	6	6	100

The Company Secretary acts as the Secretary to the Committee. The internal auditor reports functionally to the Audit Committee. The terms of reference of Audit Committee are as per Section 177 of the Companies Act, 2013 and as per SEBI LODR Regulation, 2015. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditor and the cost auditor and notes the processes and safeguards employed by each of them.

#### Terms of reference

The present terms of reference / scope and function of the Audit Committee are as follows:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation to the Board for appointment, reappointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. 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 Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of Judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with respect to accounting standards, listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, external and internal auditors, the adequacy of internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting

structure coverage and frequency of internal audit;

14. To review reports of Internal Auditors and discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Examining the financial statement and the auditor's report thereon;
21. Monitoring the end use of funds raised through public offers and related matters;
22. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
23. To review -
  - a) Management discussion and analysis of financial condition and results of operations;
  - b) Statement of significant related party transactions, submitted by management;
  - c) Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
  - d) The appointment, removal and terms of remuneration of the Internal Auditor.
  - e) Internal audit reports relating to internal control weaknesses, etc.
  - f) Secretarial audit report relating to suspected fraud or irregularity or a failure of compliance of any legislation.

## II. NOMINATION AND REMUNERATION COMMITTEE

The terms of reference and constitution of the Nomination and Remuneration Committee ('NRC') are strictly in compliance with the provisions of Section 178 of the Companies Act, 2013 and pursuant to Regulation 19 and Part D of Schedule II of SEBI LODR Regulations, 2015 and amendments thereto. The purpose of the NRC is to oversee the Company's nomination process, assisting the Board of Directors for identifying persons qualified to serve Board Members. The Committee has formulated the Criteria for Evaluation of the Board and non-independent directors for the purpose of review of their performance at a separate meeting of the Independent Directors. The Committee's responsibilities includes framing of specific remuneration package of Executive Directors and commission / sitting fees for Non-Executive Directors etc. and approval of remuneration to the managerial personnel as per the Company's policy on the same.

- a. The terms of reference of the Nomination and Remuneration Committee are as follows:
  - i. To identify persons who are qualified to become Directors and who may be appointed in the Senior management in accordance with the criteria laid down and to recommend to the Board their appointment, terms of appointment and/or removal;
  - ii. To formulating a criteria for determining the qualification, positive attitudes, independence of a Director and evaluation of Independent Directors and the Board;
  - iii. To evaluate every Directors performance;
  - iv. To recommend to the Board a policy, relating to the remuneration for the Directors, key managerial persons and other employees;
  - v. To ensure that the level of composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - vi. To ensure that the relationship of remuneration to performance is clear and meets the appropriate performance benchmarks;
  - vii. To ensure that the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

- viii. To devise a policy on Board diversity.
- ix. To carry out any other function as is mandated by the Board of Directors of our Company or prescribed by the Listing Agreement, as amended, from time to time.
- x. To invite any employee or such document as it may deem fit for exercising of its functions.
- xi. To obtain such outside or professional advice as it may consider necessary to carry out its duties
- b. During the year the Nomination and Remuneration Committee held two (2) meeting on 01-09-2022 and 15-03-2023. The composition and attendance details of the Committee for the year ended 31st March, 2023 are given hereunder:

Name of the Directors	Positions	No. of Meetings held	No. of Meetings Attended	Attendance Percentage (%)
Sunil Kumar Parik	Chairman	2	2	100
Rampriya Sharan	Member	2	2	100
Monica Chand	Member	2	2	100

The Board decided and fixes the powers and roles of the Committee from time to time. Mr. Vikram Kapur, Company Secretary was performed the duty as Secretary of the Committee. The Company follows the policy to fix remuneration of Managing Directors and Whole Time Directors by taking into account the financial position of the Company, trend in the Industry, qualification, experience, past performance and past remuneration of the respective Directors in the manner to strike a balance between the interest of the Company and the Shareholders.

#### Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015, a Board Evaluation Policy has been framed and approved by the NRC and by the Board. The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and other Executive Directors was carried out by the Independent Directors.

The Executive Directors compensation is based on the appraisal system wherein their individual goals are linked to the organizational goals. Executive Directors are paid compensation as per the agreements entered into between them and the Company, subject to the approval of the Board and of the members in General Meeting and such other approvals, as may be necessary. The present remuneration structure of Executive Directors comprises of salary, perquisites, allowances and contribution to PF etc.

Policy for evaluation of Independent Directors and the Board the following criteria may assist in determining how effective the performances of the Directors have been:

- i. Leadership and Managerial abilities.
- ii. Contribution to the corporate objectives and plans.
- iii. Communication of expectations and concerns clearly with subordinates.
- iv. Obtaining adequate, relevant and timely information from external sources.
- v. Review and approval of strategic and operational plans of the Company, its objectives and budgets.
- vi. Regular monitoring of corporate results against projection.
- vii. Identification, monitoring and mitigation of significant corporate risks.
- viii. Assessment of policies, structures and procedures followed in the
- ix. Company and their significant contribution to the same.
- x. Direct, monitor and evaluate KMPs, senior officials.
- xi. Regularity in attending meetings of the Company and inputs therein.
- xii. Review and Maintenance of corporation's ethical conduct.
- xiii. Ability to work effectively with rest of the Board of Directors.

xiv. Commitment to the promotion of equal opportunities, health and safety in the workplace.

### Remuneration to Directors

#### (a) Remuneration Policy /Criteria

- i. **Executive Directors:** The Company follows the policy to fix remuneration to Managing / Whole Time Directors by taking into account the financial position of the Company, trend in the Industry, qualification, experience, past performance and past remuneration of the respective Directors in the manner to strike a balance between the interest of the Company and the Shareholders.
- ii. **Non-Executive Directors:** The Non-executive Directors (including Independent Directors) are paid sitting fees on uniform basis. The Non-Executive Directors are remunerated by way of sitting fees. The sitting fees payable to the Non-Executive Directors is based on the number of meetings of the Board and other Committees of the Board attended by them. Directors of the Company were paid a

sitting fee as under during the Financial Year 2022-23 for each meeting of the Board and Committees attended by them.

#### iii. KMPs and Senior Management Personnel:

The motto of determining policy for payment of remuneration to the KMPs and Senior Management Personnel are to motivate and retain them for longer term for the better perspective and growth of the Company. The criteria also oversee the industry trend, quality and experience of the personnel. These factors not only contribute to the Company but make their job satisfaction.

#### (b) Remuneration and Sitting Fees

The Non-Executive Directors are remunerated by way of sitting fees. The sitting fees payable to the Non-Executive Directors is based on the number of meetings of the Board and other Committees of the Board attended by them. Directors of the Company were paid a sitting fee as under during the Financial Year 2022-23 for each meeting of the Board and Committees attended by them:

Board	Rs. 1,000/-
Audit Committee	
Nomination and Remuneration Committee	
Stakeholders Relationship Committee	
Corporate Social Responsibility Committee	Rs. 1,000/-
Finance Committee	
Separate Meeting of the Independent Directors	

The details of remuneration paid /payable to the Executive Directors and Whole time Directors and Sitting Fees paid/ payable to Non-Executive Directors as at 31-03-2023 are given hereunder:-

Name of Directors	Remuneration Paid/Payable for the year ended 31st March, 2023				Service Terms	
	Salary	Bonus	Benefits	Sitting Fees	Pay Scale per Month	Revised/ Effective From
Ram Gopal Bansal	156,00,000	-	-	-	13,00,000/-	12-05-2018
Harsh Kumar Bansal	120,00,000	-	-	-	10,00,000/-	12-05-2018
Vivek Kumar Banal	120,00,000	-	-	-	10,00,000/-	12-05-2018
Monica Chand	-	-	-	11,000	-	-
Sunil Kumar Parik	-	-	-	32,000	-	-
Rampriya Sharan	-	-	-	22,000	-	-

Notes:

- The Directors were paid sitting fees as per the Policy of the Company.
- The Company has not entered into any other pecuniary relationship or transactions with the Non-Executive Directors.

### Shares and convertible instruments are held by Non-executive Directors

The shareholdings of Non-Executive Directors are given hereunder:-

Name of the Directors	No. of Shares held as on 31-03-2023
Sunil Kumar Parik	Nil
Rampriya Sharan	Nil
Monica Chan	Nil

### III. STAKEHOLDERS RELATIONSHIP COMMITTEE

The terms of reference and constitution of the Stakeholders Relationship Committee are in compliance with the provisions of the Companies Act, 2013 and pursuant to Regulation 20 and Part D of Schedule II of SEBI LODR Regulations, 2015.

The main tasks of Stakeholders Relationship Committee (SRC) considers and resolves the shareholders' and investors grievances like transfer / transmission of Shares, dematerialization and Re-materialization of shares, non-receipt of dividends/ interests, issue of new/duplicate certificates, non-receipt of Dividend, Balance Sheet and such other grievances as may be raised by the security holders from time to time. The Company has registered with SCORES of SEBI for Redressal of Investors' Grievances on-line.

One (1) meeting of the SRC was held during the financial year ended 31st March, 2023 on 15-03-2023. The composition and attendance details of the Committee for the year ended 31st March, 2023 are given hereunder:

Name of the Directors	Positions	No. of Meetings held	No. of Meetings Attended	Attendance Percentage (%)
Rampriya Sharan	Chairman	1	1	100
Sunil Kumar Parik	Member	1	1	100
Vivek Kumar Bansal	Member	1	1	100

Mr. Vikram Kapur, Company Secretary of the Company performed the duty as Secretary of the Committee. The Company Secretary is the Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreement as entered with the Stock Exchanges in India and amended from time to time.

His address and contact details are as given below:

Address : White House, 3rd Floor, 119, Park Street, Kolkata-700 016

Phone : 033-4007 1704

Fax : 033-4007 1704

Email : vikramkapur@bmwil.co.in

The terms of reference of the Stakeholders Relationship Committee are as follows:

- 1) To review the reports submitted by the Registrars and Share Transfer Agents of the Company at Half yearly intervals.
- 2) To interact periodically and as and when required with the Registrars and Share Transfer Agents to ascertain and look into the quality of the Company's Shareholders/ Investors grievance redressal system and to review the report on the functioning of the said Investor grievances redressal system.
- 3) To consider and resolve the grievances of the security holders of the Company.
- 4) To periodically report to the Board about serious concerns if any.
- 5) To follow-up on the implementation of suggestions for improvement.
- 6) Service standards adopted by the Company in respect of services rendered by our Registrars and Transfer Agent.
- 7) Measures and initiatives taken for reducing quantum of unclaimed dividends and ensuring timely receipt of dividend/annual report/notices and other information by Shareholders.

### Investor Grievance Redressal/ Shareholders' Complaints

The numbers of shareholders'/ investors' complaints received, resolved/ replied and pending during the year under review are as under:

Nature of complaints	Received	Resolved/ Replied	Pending
Non-receipt of share certificates	Nil	Nil	Nil
Non-receipt of dividend	Nil	Nil	Nil
Non-receipt of annual reports	Nil	Nil	Nil
Others	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

No request for Share transfer remains pending for registration for more than 15 days except on technical difficulty on the instrument of transfer/transmission. No complaint / query is received by the Company during the financial year and no complaint is pending as on 31st March, 2022.

#### Securities and Exchange Board of India ('SEBI') Complaints Redress System ("SCORES")

As per the SEBI directive, the investors desirous of making complaints pertaining to the listed Companies has to be made electronically and sent through SCORES and the Companies or their appointed Registrar and Share Transfer Agent (RTA/ STA) are required to view the pending complaints and submit 'Action Taken Report' ('ATRs') along with necessary documents electronically in SCORES. Further, there is no need to file any physical ATRs with SEBI. The Company is already registered under SCORES to efficiently and effectively redress the investors/ shareholders complaints in time.

#### IV. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The purpose of our Corporate Social Responsibility (CSR) Committee is to formulate and recommend to the Board, a CSR Policy, which shall design the initiatives to be undertaken by the Company, recommend the amount of expenditure to incur CSR activities and to monitor from time to time the CSR activities and Policy of the Company. The CSR Committee is responsible for compliance of its scope mentioned in its term of reference in relation to CSR affairs and ensure orderly and efficient execution of the CSR project, programs or activities and issue necessary direction pertaining to it.

The CSR policy is available on our website at [www.bmwil.co.in](http://www.bmwil.co.in)

The terms of reference and constitution of the Corporate Social Responsibility Committee are in compliance with the provisions of the Companies Act, 2013 and rules made there under.

The Broad terms of reference of CSR committee are as follows:

- i. Formulate and recommend to the board, a corporate social responsibility (CSR) policy which shall indicate a list of CSR projects or programs which a Company plans to undertake falling within the purview of the Schedule VII of the Companies Act, 2013, any other related provisions, if any, of the Companies Act, 2013 and the rules made there under and as may be amended;
- ii. Recommend the amount of expenditure to be incurred on the activities within the purview of the Schedule VII of the Companies Act, 2013, as may be amended;
- iii. Monitor the implementation of CSR policy of the Company from time to time;
- iv. To institute a transparent monitoring mechanism for implementation of the CSR Projects or programs or activities under taken by the Company.
- v. Oversee the Company's conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen; and
- vi. Oversee activities impacting the quality of life of various stakeholders.
- vii. To carry out such other functions as may from time to time, be authorized by the Board and/or required by any Statutory Authority, by the way of amendment and/or otherwise, as the case maybe, to be attended by this Committee.

Two (2) meetings of the CSR Committee was held during the financial year ended 31st March, 2023 on 01-09-2022 and 15-03-2023. The composition and attendance details of the Committee for the year ended 31st March, 2023 are given hereunder:

Name of the Directors	Positions	No. of Meetings held	No. of Meetings Attended	Attendance Percentage (%)
Harsh Kumar Bansal	Chairman	2	2	100
Sunil Kumar Parik	Member	2	2	100
Rampriya Sharan	Member	2	2	100

Mr. Vikram Kapur performed the duty as Secretary of the Committee.

## V. FINANCE COMMITTEE

The purpose of this Committee to take care of all the finance matters including availing financial assistance from banks from time to time that may be required in course of business of the Company. This is a non-statutory committee.

The Committee comprises the following members, and the Committee met 10 (ten) times during the year on 11-04-2022, 18-08-2022, 16-09-2022, 14-11-2022, 02-12-2022, 08-12-2022, 22-12-2022, 05-01-2023, 06-03-2023 and 10-03-2023. The composition and attendance details of the Committee for the year ended 31st March, 2023 are given hereunder:

Name of the Directors	Positions	No. of Meetings held	No. of Meetings Attended	Attendance Percentage (%)
Sunil Kumar Parik	Chairman	10	10	100
Ram Gopal Bansal	Member	10	10	100
Harsh Kumar Bansal	Member	10	10	100
Vivek Kumar Banal	Member	10	10	100

Mr. Vikram Kapur performed the duty as Secretary of the Committee.

## GENERAL BODY MEETINGS

### I. ANNUAL GENERAL MEETINGS (A.G.M.):

Date, Location and time of Annual General Meeting held in last three years:

FY	Venue	Date	Time	Particulars of Resolution	Number of Special Resolution Passed
2019-20	Through Video Conferencing ("VC") Or Other Audio Visual Means ("OAVM") Deemed to be Registered office of the Company:- 119, Park Street, 3rd Floor, WHITE HOUSE, Kolkata – 700 016	30.12.2020	11:00 A.M.	Enhancing Borrowing Limit up to Rs. 1000 Crores U/s 180(1)(c), Creation of charges, mortgages, hypothecation on the immovable and movable properties U/s 180(1)(a), Approval of remuneration ( 3 Executive Directors) U/s 197 read with Section II of Part II of Schedule V	6 (Six) Special Resolutions

FY	Venue	Date	Time	Particulars of Resolution	Number of Special Resolution Passed
2020-21	Through Video Conferencing ("VC") Or Other Audio Visual Means ("OAVM") Deemed to be Registered office of the Company:- 119, Park Street, 3rd Floor, WHITE HOUSE, Kolkata – 700 016	30.09.2021	3:00 P.M.	Appointment of Ms. Monica Chand as Independent Women Director of the Company. Consent u/s 186 to setup limits applicable for making investments / extending loans and giving guarantees or providing security in connection with loans to persons / bodies corporate upto Rs. 1000 Cr.	2 (Two) Special Resolution was passed in the meeting.
2021-22	Through Video Conferencing ("VC") Or Other Audio Visual Means ("OAVM") Deemed to be Registered office of the Company:- 119, Park Street, 3rd Floor, WHITE HOUSE, Kolkata – 700 016	30.09.2022	11:30 A.M.		No Special Resolution was passed in the meeting.

## II. EXTRA ORDINARY GENERAL MEETING (EGM):

During the year an NCLT Convened Meeting of the Equity Shareholders was convened under section 230 read with section 232 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for merger of subsidiaries of the Company under a Scheme of Amalgamation of Confident Financial Consultancy Private Limited, Fairplan Vintrade Private Limited, Nageshwar Trade-Link Private Limited, Narayan Dealcom Private Limited, Perfect Investment Consultancy Private Limited, Shri Hari Vincom Private Limited, Siddhi Vinayak Commosales Private Limited And Sidhant Investment Advisory Private Limited with the Company on 23-06-2022. The said scheme was approved by shareholders.

## III. POSTAL BALLOT

No resolution was passed by the company using postal ballot during the year.

Resume' and other information on the Directors appointed or reappointed as required under Regulation 36(3) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 is given in the Notice of the Annual General Meeting.

## DISCLOSURES

- i) **Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of listed entity at large**

All material transactions entered into with related parties as defined under the Act and SEBI LODR Regulations 2015 during the financial year were in the ordinary course of business. No related party transactions of materially significant nature were entered into by the Company with its promoters, the Directors or the management, their subsidiaries or relatives, etc. which could conflict with the interests of the Company.

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

**ii) Details of non-compliance by the Listed Entity, penalties, and strictures imposed on the Listed Entity by Stock Exchange(s) or Securities and Exchange Board of India or any Statutory Authority, on any matter related to the capital markets, during the last three years**

The Company has complied with various rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or any other Statutory Authority on any matter related to the capital markets during last three years. except that the Company has delayed in disclosure of related party transactions on consolidated basis for the half year ended 30th September, 2022 by a day for which the company has paid fine to the stock exchange.

**iii) Vigil Mechanism / Whistle Blower Policy**

The Company has adopted the Whistle Blower Policy / Vigil Mechanism Policy in line with Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI LODR Regulations, 2015, which is a mandatory requirement, to safeguard against victimization and unfair treatment of employees. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behavior to the Chairman of the Audit Committee. No person has been denied access to the chairman of the audit committee. The said policy has also been put up on the website of the Company.

**iv) Risk Management:**

The Company has identified risk involved in respect to its products, quality, cost, location and finance. It has also adopted the procedures / policies to minimize the risk and the same are reviewed and revised as per the needs to minimize and control the risk. The report is also placed before the Board of Directors of the Company.

**v) Reconciliation of Share Capital Audit:**

A qualified Practicing Company Secretary has carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the

total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The report in compliance with Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 was placed in the Board Meeting held subsequent to the report. The Audit Report is disseminated to the Stock Exchange on quarterly basis.

**vi) Policy for determining 'material' Subsidiary**

The Company does not have any material non-listed Indian Subsidiary as defined in Regulations 16 and 24 of SEBI (LODR), Regulations, 2015.

**MEANS OF COMMUNICATION**

The quarterly, half yearly and yearly results of the Company are also published in the prescribed format within 48 hours of the conclusion of the meetings of the Board in both English and Bengali Newspapers. The unaudited / audited quarterly and half yearly financial results as approved by the Board of Director at its meeting are furnished to the Stock Exchanges where the Company's shares are listed within the prescribed time-frame of the close of every quarter together with limited review report and yearly audited results alongwith Auditors Report as provided by the Auditors in compliance with the SEBI (LODR) Regulations, 2015 and is published in "Business Standard" circulated all India and in "Aajkaal" in Bengali within 48 hours of conclusion of Board Meeting. The results are also displayed on the Company's website.

**Website:** The Company's web site is [www.bmwil.co.in](http://www.bmwil.co.in) where the quarterly / annual results and other statutory and non-statutory information are displayed. No presentation has been made to Institutional Investors or Analysts.

**DETAILS OF UNCLAIMED and UNPAID DIVIDEND**

The last dates for claiming of unpaid and unclaimed dividend lying in the Unpaid Dividend Account for the respective years are as follows:

Year	Dividend Identification	Date of declaration of Dividend	Due Date for Transfer to IEPF	Amount (Rs.)
2017-18	Interim	07-12-2017	21-02-2024	6,390.09
2018-19	Interim	10-04-2018	26-06-2025	937.16
2021-22	Interim	31-03-2022	29-05-2029	6,37,719.92
2022-23	Interim	15-02-2023	14-04-2030	44,271.24

### Filing of Unclaimed Dividend with Ministry:

As per the Investor Education and Protection Fund (IEPF) Rules, 2016, the detailed list of shareholders in respect of unpaid and unclaimed dividend are filed with the Ministry of Corporate Affairs ("MCA") every year within the due time period. The same has also been updated in the website of the Company for your reference.

## GENERAL SHAREHOLDER INFORMATION

### a. Listing of Shares

The Equity Shares of the Company are listed on:

Name of the Stock Exchange	Stock code
The Calcutta Stock Exchange Ltd (CSE) 7, Lyons Range, Kolkata – 700 001.	12141 – CSE
BSE Ltd., Phiroze Jeebhoy Towers Mumbai – 400 001	542669

### b. Market Price Data

Monthly High/Low price during the last Financial Year 2022-23 at the BSE Ltd. depicting liquidity of the Equity Shares is given hereunder:

Month	High Price	Low Price	Month	High Price	Low Price
Apr-22	33.50	25.85	Oct-22	31.45	23.10
May-22	31.40	22.50	Nov-22	28.00	26.30
Jun-22	28.15	23.75	Dec-22	39.10	27.35
Jul-22	25.30	21.10	Jan-23	37.80	31.30
Aug-22	28.20	22.25	Feb-23	34.85	28.15
Sep-22	38.85	24.00	Mar-23	42.90	27.50

### c. Performance in Comparison

Share price performance in comparison to BSE Sensex for the financial year 2022-23.

Month	BSE Sensex Closing	Monthly Closing Price at BSE
Apr-22	57,060.87	28.00
May-22	55,566.41	27.15
Jun-22	53,018.94	24.25
Jul-22	57,570.25	24.25
Aug-22	59,537.07	24.45
Sep-22	57,426.92	28.35
Oct-22	60,746.59	27.15
Nov-22	63,099.65	27.20
Dec-22	60,840.74	34.45
Jan-23	59,549.90	32.60
Feb-23	58,962.12	32.05
Mar-23	58,991.52	35.66

**d. Registrar and Share Transfer Agent**
**ABS Consultant Private Limited**

Stephen House, Room No. 99  
 6th Floor, 4, B. B. D. Bagh,  
 Kolkata – 700 001  
 Tel No. +91 33 2243 0153, +91 33 2220 1043  
 Email Id: absconsultant99@gmail.com  
 Contact Person: Mr. Uttam Chand Sharma.

**e. Shares Transfer System**

Share Transfer process is delegated to the Registrars and Share Transfer Agents. The Stakeholders Relationship Committee is empowered to approve the Share transfers. Transfer Committee Meeting is held as and when required. The Share Transfers, transmission, issue of duplicate certificate etc. are endorsed by Directors / Executives / Officers as may be authorized by the Stakeholders Relationship Committee. Requests for transfers received from members and miscellaneous correspondence are processed/ resolved by the Registrars within stipulated time.

**f. Distribution of Shareholdings as on 31st March, 2023**

Limit		No of Live Accounts	Percentage to Live Accounts	Total No. of Shares	Percentage of Total Shares
From	To				
1	500	7835	95.67	268753	0.12
501	1000	151	1.84	125130	0.06
1001	2000	78	0.95	116408	0.05
2001	3000	33	0.40	87514	0.04
3001	4000	9	0.11	32534	0.01
4001	5000	11	0.13	54008	0.02
5001	10000	23	0.28	173452	0.08
10001	above	50	0.61	224228661	99.62
<b>Total</b>		<b>8190</b>	<b>100</b>	<b>225086460</b>	<b>100</b>

**g. Share Holding Pattern as on 31st March, 2023**

Category	No of Shares	Percentage holding
Promoters and Associates	16,65,54,380	74.00
Mutual Funds	-	-
Banks, Financial Institutions, Insurance Companies (Central/ State Govt, Institutions, Govt. Institutions)	-	-
FII's	-	-
Private Corporate Bodies	5,65,07,776	25.10
Indian Public	20,14,387	0.90
NRIs / OCBs	9,917	-
Investor Education and Protection Fund Authority, Ministry of Corporate Affairs	-	-
<b>Total</b>	<b>,50,86,460</b>	<b>100.00</b>

**h. Dematerialization of Shares:**

Total 22,50,33,249 number of equity shares out of 22,50,86,460 number of the total paid-up equity share capital i.e 99.98% are held in dematerialized form with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) as on 31-03-2023. The Company's ISIN is INE374E01021

**i. Outstanding Instruments:**

The Company has not issued any GDRs / ADRs / Warrants or any convertible Instrument. As such, there is no impact on Equity of the Company.

**j. Commodity Price Risk :**

Not applicable to the Company as Company is not associated Foreign Exchange Risk and with Hedging activities.

**k. Plant Locations:**

SI No	Name and Address of the Manufacturing Units
1	Ramdas Oil Mill Compound, Manifit, P.O: Telco, Jamshedpur, Jharkhand. (Plant)
2	B-I, Phase-II, Adityapur Industrial Area, Jamshedpur, Jharkhand. (Plant)
3	M-1, Large Sector, Gamharia, Dist – Seraikella - Kharswan, Jamshedpur, Jharkhand. (Plant)
4	G. T. Road (N), Ghusuri, Howrah, West Bengal. (Plant)
5	Junglepur, PO: Andul Mouri, NH – 6, Howrah, West Bengal. (Plant)

**l. AGM details:**

Date, Venue and Time: As per the Notice calling the Annual General Meeting

**m. Financial Year:** 1st April, 2022 to 31st March, 2023**n. Book Closure Date:** As per the Notice calling the Annual General Meeting**o. Financial calendar (tentative)**

Financial reporting for the quarter ending -	1st April, 2023 to 31st March 2024
1st quarter ending 30th June, 2023	2nd week of August, 2023
2nd quarter ending 30th September, 2023	2nd Week of November, 2023
3rd quarter ending 31st December, 2023	2nd Week of February, 2024
4th quarter ending 31st March, 2024	4th week of May, 2024
Annual General Meeting for the year ending 31st March, 2024	4th week of September, 2024

**p. Address for Correspondence:**

BMW Industries Ltd.  
119 Park Street, 3rd Floor,  
White House, Kolkata 700 016.  
West Bengal  
Phone/ FaxNo . 033-4007 1704,  
e-mail: info@bmwil.co.in

**q. Compliance Officer**

Mr. Vikram Kapur, Company Secretary,  
Address : White House, 3rd Floor, 119, Park Street,  
Kolkata-700 016  
Phone : 033-4007 1704  
Fax : 033-4007 1704  
Email : vikramkapur@bmwil.co.in

**OTHER DISCLOSURES****i) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of the Corporate Governance**

The Company has complied with all the applicable mandatory requirements of the applicable Regulations of SEBI (LODR) Regulations, 2015 and has adopted the following non-mandatory requirements of the aforesaid clause:

**Reporting of Internal Auditor:**

The Internal Auditors reports directly to the Audit Committee.

The Company has taken cognizance of other non – mandatory requirements as set out in applicable

Regulations of SEBI (LODR) Regulations, 2015 and shall consider adopting the same at an appropriate time.

**ii) Web link where policy on dealing with related party transactions Policy on dealing with related party transaction is displayed:**

Website of the Company [www.bmwil.co.in](http://www.bmwil.co.in).

**iii) Disclosures of commodity price risks and commodity hedging activities:**

The Company is not associated with hedging activities.

**iv) Accounting Treatment in preparation of financial statement:**

The Company has followed the guidelines of accounting standards as prescribed by the Institute of Chartered Accountants of India in preparation of financial statement.

**v) Certification from Company Secretary**

A certificate from Company Secretary in practice is required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report

**vi) CEO / CFO certification**

The CEO / CFO certification as required under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report.

**vii) Management Discussion and Analysis Report**

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report marked as Annexure 2.

**DISCLOSURE OF NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS AS DETAILED ABOVE, WITH REASONS THEREOF**

There is no non-compliance of any requirement of Corporate Governance Report of sub-paras as detailed above, thus no explanations is required to be given.

**DISCLOSURE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED**

- a. Office to Non-executive Chairperson: - Since the Company is headed by Executive Chairman, maintenance of separate office is not required.
- b. Your Company is under process of updating its system for sending a half-yearly declaration of financial performance including summary of the significant events in last six months to each household of shareholders.
- c. The financial statement of your Company is continued to be with unmodified audit opinion.
- d. Separate posts of Chairperson and CEO:- The Company has appointed separate persons as Chairperson and Managing Director or CEO. Presently Mr. Ram Gopal Bansal is the Chairperson (Executive Chairman) of the Company and Mr. Harsh Kumar Bansal and Mr Vivek Kumar Bansal are the Managing Directors of the Company and No separate CEO of the Company.

**DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

As on 31st March, 2023, there are no outstanding shares of the Company lying in the demat suspense/ unclaimed suspense account.

**DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 OF SEBI LODR REGULATIONS, 2015**

The Company has complied with the requirements of aforesaid Regulations.

## COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

[pursuant to Regulations 17 - 27, 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]

To,  
The Members of  
**BMW Industries Limited**  
White House, 3rd Floor  
119 Park Street, Kolkata-700016  
West Bengal

We have examined the compliance of conditions of Corporate Governance by **M/s. BMW Industries Limited** having **CIN-L51109WB1981PLC034212** and having registered office at **White House, 3rd Floor, 119 Park Street, Kolkata-700016, West Bengal** (hereinafter referred to as 'the Company'), for the year ended 31st March, 2023, as stipulated in Regulations 17-27 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 ("Listing Regulations").

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 the 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 specified Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of the Listing Regulations, as applicable.

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.

Place: Kolkata  
Date: 15th May, 2023

Signature:  
Name: **Ankit Agarwal**  
Membership No.: A63268  
CP No.: 23955  
UDIN: A063268E000307875

## Annexure-08

# BUSINESS RESPONSIBILITY REPORT

BMW Industries Limited ('Company' / 'BMWIL') endeavors to conduct its business responsibly, mindful of its social accountability, respecting applicable laws and with regard for human dignity.

The Company's long-term objective is "to improve the quality of life of the communities we serve globally through long term value creation for all stakeholders". Through this Business Responsibility Report ("BRR"), your Company seeks to communicate its obligations and performance to all its stakeholders. As a responsible corporate citizen, your Company continues to actively engage with all its stakeholders to drive their growth for all.

This report conforms to the Business Responsibility Reporting requirement of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business ('NVG') released by the Ministry of Corporate Affairs ('MCA'), Government of India.

### Section A: General information about the Company:

1	Corporate Identity Number (CIN):	L51109WB1981PLC034212
2	Name of the Company:	BMW Industries Limited
3	Registered address:	119, Park Street, White House, 3rd Floor, Kolkata-700016
4	Website:	www.bmwil.co.in
5	E-mail id:	info@bmwil.co.in
6	Financial year reported:	2022-23
7	Sector(s) that the Company is engaged in (industrial activity code-wise):	Manufacturing of Engineering Products & Providing Engineering Services (241)
8	The key products/services manufactured (as in balance sheet):	Engineering Products & Engineering Services
9	Total number of locations where business activity is undertaken:	a) Number of international locations: Nil b) Number of national locations:
	I.	119, Park Street, White House, 3rd Floor, Kolkata-700 016 (Head Office)
	II.	Ramdas Oil Mill Compound, Manifit, P.O: Telco, Jamshedpur, Jharkhand. (Plant)
	III.	B-I, Phase-II, Adityapur Industrial Area, Jamshedpur, Jharkhand. (Plant)
	IV.	M-1, Large Sector, Gamharia, Dist – Seraikella - Kharswan, Jamshedpur, Jharkhand. (Plant)
	V.	G. T. Road (N), Ghusuri, Howrah, West Bengal. (Plant)
	VI.	Junglepur, PO: Andul Mouri, NH – 6, Howrah, West Bengal. (Plant)
10.	Markets served by the Company:	<b>Local/State/ National/International:</b> BMWIL product under the brand name "BANSAL SUPER" is sold in West Bengal, Bihar and Jharkhand.

### Section B: Financial details of the Company as on 31st March 2023

1	Paid up capital:	Rs. 22,50,10,549
2	Total turnover:	Rs. 5,16,43,27,177
3	Total profit after taxes:	Rs. 44,14,65,075
4	Total spending on Corporate Social Responsibility (CSR) as percentage of PAT (%):	Rs. 79.11 Lakh. which is 1.79 % of PAT
5	List of activities in which expenditure in 4 above has been incurred:	As per Annexure II of Directors Report

## Section C: Other Details

1	Does the Company have any subsidiary Company/ Companies?	1. SAIL Bansal Service Centre Limited (Join venture with SAIL)
		2. BMW Iron & Steel Industries Limited (100% Subsidiary)
		3. Nippon Cryo Private Limited (100% Subsidiary)
2	Do the subsidiary Company/ Companies participate in the BR initiatives of the parent Company? if yes, then indicate the number of such subsidiary Company(s).	No
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company? if yes, then indicate the percentage of such entity/entities? [>30%, 30-60%, < 60%]	The Company's BR Policy is applicable to the management and all employees of the Company. The Company encourages and expects its business partners to adopt the BR practices. However, no formal study has been undertaken as of date to ascertain the percentage of such entities who participate in BR activities.

## Section D: BR Information

### 1. (a) Details of Directors responsible for BR implementation of the BR policy:

#### No-1

i.	Name:	<b>Harsh Kumar Bansal</b>
ii.	DIN :	00137014
iii.	Designation:	Managing Director
iv.	Telephone number:	+ 91 (33) 4007 1704
v.	E-mail id:	harshbansal@bmwil.co.in

#### No-2

i.	Name:	<b>Vivek Kumar Bansal</b>
ii.	DIN :	00137120
iii.	Designation:	Managing Director
iv.	Telephone number:	+ 91 (33) 4007 1704
v.	E-mail id:	vivekbansal@bmwil.co.in

### (b) Details of BR head:

i.	Name:	<b>Harsh Kumar Bansal</b>
ii.	DIN :	00137014
iii.	Designation:	Managing Director
iv.	Telephone number:	+ 91 (33) 4007 1704
v.	E-mail id:	harshbansal@bmwil.co.in

## 2. Principle-wise BR Policies as per National Voluntary Guidelines

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

- P1** Business should conduct and govern themselves with Ethics, Transparency and Accountability;
- P2** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle;
- P3** Businesses should promote the well-being of all employees;
- P4** Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized;
- P5** Businesses should respect and promote human rights;
- P6** Business should respect, protect and make efforts to restore the environment;
- P7** Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner;
- P8** Businesses should support inclusive growth and equitable development;
- P9** Businesses should engage with and provide value to their customers and consumers in a responsible manner;

### (a) Details of Compliance (Reply in Y / N)

Sl No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for	✓	✓	✓	✓	✓	✓	✓	✓	✓
2	Has the policy being formulated in consultation with the relevant stakeholders?	✓	✓	✓	✓	✓	✓	✓	✓	✓
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	The policy is based on National Voluntary Guidelines on Social, Environmental & Economical Responsibilities of Business released by Ministry of Corporate Affairs in July 2011.								
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	✓	✓	✓	✓	✓	✓	✓	✓	✓
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Managing Directors are responsible for BR and BR head is responsible for implementation of the policy.								
6	Indicate the link for the policy to be viewed online?	<a href="https://www.bmwil.co.in/corporate-codes-and-policies/">https://www.bmwil.co.in/corporate-codes-and-policies/</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	It has been posted on the Company's Website.								
8	Does the company have in-house structure to implement the policy/ policies?	✓	✓	✓	✓	✓	✓	✓	✓	✓
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	✓	✓	✓	✓	✓	✓	✓	✓	✓
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	✓	✓	✓	✓	✓	✓	✓	✓	✓

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

SI No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles									
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

Not Applicable

### 3. Governance related to BR

i.	Indicate the frequency with which the Board of Directors, committee of the Board or CEO to assess the BR performance of the Company. Within three months, 3-6 months, annually, more than 1 year:	The BR Head periodically assess the BR performance of the Company and the Board reviews the same annually.
ii.	Does the Company publish a BR or a Sustainability report? What is the hyperlink for viewing this report? How frequently it is published?	Yes and forms the part of the Annual Report. The same can be viewed on the website of the Company at <a href="http://www.bmwil.co.in">www.bmwil.co.in</a> . This report is published annually alongwith the Annual Report.

## Section E: Principle-wise performance

### Principle 1 - Business Should Conduct and Govern Themselves with Ethics, Transparency and Accountability

i.	Does the policy relating to ethics, bribery and corruption cover only the Company? (yes/no). Does it extend to the Group/ Joint Ventures/Suppliers/ Contractors/ NGOs/Others?	The Company's policy on Ethics, Transparency and Accountability along with the Code of Conduct is applicable to all the individuals working in the Company. The Company encourages its business partners to follow the code. The policy also intends for fair dealings with customers, suppliers, contractors and other stakeholders.
ii.	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved? If so, provide details thereof, in about 50 words or so.	No stakeholder complaints were received pertaining to ethics, transparency and accountability violation in financial year 2022-23.

## Principle 2 - Businesses Should Provide Goods and Services That Are Safe and Contribute to Sustainability throughout Their Life Cycle

i. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	(i) Acid Regeneration (ii) Reusing of Exhaust gas's Heat (iii) Using of Non drinkable water
ii. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):	<p><b>Heat:</b> The company use the heat of own generated flu gas to heat up the water which used in the boiler, by this we have successfully reduced the power consumption</p> <p><b>Acid:</b> The company require huge amount of raw acid in its process, for that we are having a acid regeneration plant, and with it we are successfully recovering the used acid. We have a zero discharge (ZLD) facility.</p> <p><b>Water:</b> We utilize all our effluent by treating chemically followed by reverse osmosis process. We have a zero discharge facility.</p>
iii. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof.	<p>The Company lays emphasis on safety and environment in addition to commercial considerations while selecting its suppliers. Most of the raw materials are sourced from these suppliers, for example Zinc being one of the critical and main product is being sourced from Ms. Hindustan Zinc Limited.</p>
iv. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	<p>The major raw material used by the Company in manufacturing its products are of such nature, which are generally not produced by small producers. However, for all other products the Company tries to procure from local supply chain partners which include small scale industries who meet our quality, delivery, cost and technology expectations. Continuous efforts are made to source services and products from local service providers at all our locations.</p>
v. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof.	<p>The Company has a robust efficient effluent treatment process thereby enabling it continuously maintain Zero-discharge status across all the facilities.</p> <p>The Company has a closed loop process and does not generate any waste. The water content in raw material is separated during the manufacturing process. This is treated in ETP plant and recycled as input in the manufacturing process. Of the total input, waste generated and recycled is less than 5%.</p>

### Principle 3 - Businesses Should Promote the Well-Being of all Employees

1	Total number of Permanent employees:	511			
2	Total number of employees hired on temporary/ contractual/ casual basis:	261 (hired in Financial Year 2022-23)			
3	Number of permanent women employees	18			
4	Number of permanent employees with disabilities:	nil			
5	Do you have an employee association that is recognized by management?	There is no employee association			
6	What percentage of your permanent employees is members of this recognized employee association?	Not Applicable			
7	Please indicate the number of complaints relating to Child labour, forced labour, involuntary labour, sexual harassment, Discriminatory employment in the last financial year and pending, as on the end of the financial year 31st March, 2023:				
	<b>Category</b>	<b>No of complaints filed during the year</b>		<b>No of complaints pending as on the end of financial year</b>	
7.1	Child labour, forced labour, involuntary labour	Nil		Nil	
7.2	Sexual Harassment	Nil		Nil	
7.3	Discriminatory employment	Nil		Nil	
8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	Permanent Employees	Permanent Women Employees	Casual/Temporary/ Contractual Employees	Employees with Disabilities
		65	50	80	0

### Principle 4 - Businesses Should Respect the Interests of and Be Responsive Towards All Stakeholders, Especially Those Who Are Disadvantaged, Vulnerable and Marginalized:

1	Has the Company mapped its internal and external Stakeholders?	Yes – the Company has done so consummately.
2	Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized Stakeholders?	Yes, we always actively work to identify underprivileged communities in and around our Manufacturing Sites to prioritize our intervention and work on to serve their needs through our well-crafted CSR Programs. The needs are identified through various listening and learning methods and are prioritized by suitably addressing the needs of the Community and the long term strategic growth of the Company as well.
3	Are there any special initiatives taken by Company to engage with the disadvantaged, vulnerable and marginalised Stakeholders? If so, provide details thereof, in about 50 words or so.	<p>Yes, BMW Industries Ltd believes that it has an important role to play in the inclusive growth of the Society and the Community in which it operates</p> <ul style="list-style-type: none"> <li>i. The Company has taken up Project for provision of Safe Drinking Water to each household in the Village;</li> <li>ii. The Company promotes Education and Literacy in adjoining villages. Free Distribution of Books is the initiative taken at the commencement of each Academic Year for the needy School Children so that they can seamlessly pursue their studies;</li> <li>iii. The Company provides Healthcare Facilities to the underprivileged in and around its Factory premises;</li> </ul> <p>Details of all the Activities listed above can be found in <b>Annexure II</b> to the Board's Report.</p>

**Principle 5 - Businesses Should Respect and Promote Human Rights**

1	Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint ventures/ suppliers/ contractors/NGOs/others?	The Company respects & protects the human rights of all people around and associated with it. The Company complies with applicable laws and regulation governing occupational health and safety. The Company applies principles of equal opportunity, fair treatment and zero tolerance for any form of unlawful discrimination or harassment of employees. The Company is holding ISO 9001:2008 and ISO 14001:2015 certification for Health and Safety Standards and Environment Management Standards. The Company expects its suppliers, contractors etc. to adhere to the principles of human rights.
2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved?	No stakeholder complaints were received pertaining to human rights violation in financial year 2022-23.

**Principle 6 - Business Should Respect, Protect and Make Efforts to Restore the Environment**

1	Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/ Contractors / NGOs/others.	The Company is committed to safeguard the interest of environment with a view of sustainable development. For the same, Company has taken many environmental friendly initiatives and also carried out process modification to protect environment. The Company's Environmental policy is applicable to all its business places.
2	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	The Company understands and recognizes that climate change and global warming are real threat to the global community and each and every person has a role & responsibility to address such alarming issue. More information is available on following web link: <a href="https://www.bmwil.co.in/corporate-codes-and-policies/">https://www.bmwil.co.in/corporate-codes-and-policies/</a>
3	Does the company identify and assess potential environmental risks? Y/N	Yes
4	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	No, the Company presently does not have any project related to clean development mechanism.
5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	The Company has taken certain initiatives towards conservation of energy and energy efficiency at its various plants. <b>Annexure-III</b> to the Board's Report contains details of the steps taken to conserve energy during the year. Sustainable growth is an integral part of Company's philosophy and multiple projects and initiatives are undertaken to address clean technology, energy efficiency, renewable energy etc.
6	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	All the plants of the Company comply with the prescribed emission norms of various Central/State pollution control boards. All the emission and waste generated by the Company is well within the permissible limits given by SPCB/CPCB for the financial year reported.
7	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	No show cause or legal notices from the pollution control authorities are pending as at the end of the financial year.

### Principle 7 - Businesses, When Engaged In Influencing Public and Regulatory Policy, Should Do So In A Responsible Manner

1	Is your Company a member of any trade and chamber, association or Institution? If Yes, name only those major ones that your business deals with.	i. The Confederation of Indian Industry (CII) ii. Calcutta Cricket and Football Club iii. Indian Chamber of Commerce
2	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No. If yes specify the broad areas.	We do from time to time take up issues through these associations on matters of public and industry interest.

### Principle 8 - Businesses Should Support Inclusive Growth and Equitable Development

1	Does the Company have specified programmes / initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.	The Company is committed to behave responsibly towards people, society and the environment for inclusive growth of the society. The Company has several socio-economic projects running in various areas and are taken as per the CSR policy of the Company which includes: i. Promoting healthcare including preventing healthcare. ii. Promoting education and special education. iii. Eradicating hunger and making available safe drinking water. The details of specific CSR projects are given in <b>Annexure II</b> to the Board's Report.
2	Are the programmes /projects undertaken through in house team/own foundation/ external NGO/ government structures/any other organization?	The aforesaid projects have been carried out by the Company directly and/or through implementing agencies.
3	Have you done any impact assessment of your initiative?	Efforts are made to make a general assessment of impact of some of the initiatives. The CSR Committee internally performs an impact assessment of its initiatives at the end of each year to understand the efficacy of the programs and to gain insight for improving the design and delivery of future initiatives. However, no structural impact assessment is put in place at present.
4	What is your Company's direct contribution to community development projects – Amount in INR and the details of the projects undertaken?	During the year, the Company has spent Rs. 79.11 lakhs towards various CSR initiatives and projects. The details of the same are given in <b>Annexure II</b> to the Board's Report.
5	Have you taken steps to ensure that the community successfully adopts this community development initiative? Please explain in 50 words, or so.	All CSR projects and initiatives are planned with the objective of sustainable community development. The project is identified and developed as a facilitator within the CSR policy framework and presented to the CSR committee for its review, guidance and approval. The Company works directly and through implementing agencies of the project to ensure proper and meaningful adoption of these initiatives among the target community.

**Principle 9 - Businesses should engage with and value to their customers and consumers in a responsible manner**

1	What percentage of customer complaints/ consumer cases are pending as on the end of financial year?	No customer complaints are pending as on the end of the financial year.
2	Does the Company display product information on the product label, over and above what is mandated as per local laws?	Not Applicable
3	Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.	There is no case against BMW Industries Ltd during last five years, relating to unfair trade practices, irresponsible advertising and/or anti-competitive behaviour.
4	Did your Company carry out any consumer survey/ consumer satisfaction trends?	<p>BMWIL believes in providing best services to its customers. Time to time meeting(s) with customers are organized to understand their expectation and essentially to gauge our competitiveness in the business.</p> <p>Feedbacks received from customers are implemented to further enhance quality of service. Our ongoing efforts have made us market leaders or significant players across all products we operate in.</p>

**For and on behalf of the Board**

S/d-  
**(Ram Gopal Bansal)**  
 Chairman & Executive Director  
 DIN- 00144159

Date: 15/05/2023  
 Place: Kolkata

**For and on behalf of the Board**

S/d-  
**(Harsh Kumar Bansal)**  
 Managing Director  
 DIN-00137014

## Annexure-09

### **CERTIFICATION IN TERMS OF REGULATION 17(8) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION S, 2015**

Date: 15/05/2023

The Board of Directors  
**BMW Industries Limited**  
119, Park Street,  
White House, 3rd Floor,  
Kolkata – 700 016

We, the undersigned in our respective capacities as Managing Director and Chief Financial Officer of **BMW Industries Limited**, certify to the Board in terms of Regulation 17 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that we have reviewed the Financial Statements and the Cash Flow Statements of the Company for the year ended 31st March, 2023

1. To the best of our knowledge and belief, we certify that:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that are 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.
  - iii. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
2. For the purpose of Financial Reporting, we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the Internal Control Systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
3. We have indicated to the Auditors and the Audit Committee:
  - a. Significant changes, if any, in the Internal Control over financial reporting during the year.
  - b. Significant changes, if any, in the accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
  - c. Instances of significant fraud, if any, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

For **BMW Industries Limited**

Sd/-  
**(Harsh Kumar Bansal)**  
Managing Director  
DIN: 00137014

For **BMW Industries Limited**

Sd/-  
**(Abhishek Agarwal)**  
Chief Financial Officer

## Annexure-10

### 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  
**BMW Industries Limited**  
White House, 3rd Floor  
119 Park Street, Kolkata-700016  
West Bengal

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. BMW Industries Limited** having **CIN-L51109WB1981PLC034212** and having registered office at **White House, 3rd Floor, 119 Park Street, Kolkata-700016, West Bengal** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my 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 me by the Company & its officers, I 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.

Sl No	Name of Director	DIN	Designation	Date of appointment in Company
01.	Ram Gopal Bansal	00144159	Chairman & Whole Time Director	21/10/1981
02.	Harsh Kumar Bansal	00137014	Managing Director	26/12/2006
03.	Vivek Kumar Bansal	00137120	Managing Director	26/09/2001
04.	Sunil Kumar Parik	00884149	Independent Director	15/09/2012
05.	Rampriya Sharan	05304025	Independent Director	15/09/2012
06.	Monica Chand	09221662	Independent Women Director	30/06/2021

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

Place: Kolkata  
Date : 15th May, 2023

Signature: Sd/-  
Name: **Ankit Agarwal**  
Membership No.: A63268  
CP No.: 23955  
UDIN: A06326D000889500

# Financial Statements



# Independent Auditors' Report

To the Members of **BMW INDUSTRIES LIMITED**

Report on the Standalone Financial Statements

## Opinion

We have audited the accompanying Standalone Financial Statements of BMW Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 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 Notes for the year ended on that date (hereinafter referred to as "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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profits, total 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 Standards are further described in the Auditors' Responsibility 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 ('ICAI') 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters for incorporation in our report.

Key audit Matters	Addressing the Key Audit Matters
<p><b>Trade Receivables</b></p> <p>Gross Trade Receivable of the Company is ₹ 14,048.59 Lakhs as on March 31, 2023. This includes significant amounts, which have fallen due for payment including the amounts outstanding for a considerable period of time. (Note No. 9 of the Standalone Financial Statements). The Company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations.</p> <p>The recoverable amount was estimated by management based on assessment of recoverability on case to case basis and this requires significant audit attention. The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. This has been based on the ageing of the trade receivables, credit worthiness of the of the parties and historical write-off experience.</p>	<p>Our audit procedures based on which we arrived at the conclusion regarding the carrying amount of Trade Receivables include the following:</p> <ul style="list-style-type: none"> <li>We obtained an understanding from the Management, assessed and tested the design and operating effectiveness of the Company's key controls over the recoveries against the outstanding amounts and resultant impairment assessment of material Trade Receivables;</li> <li>We reviewed Management's assessment and evaluation of the credit worthiness of the major trade receivables and historical trends and current dealing with the customers;</li> <li>Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment keeping in view the credit profile, historical payments, publicly available information and latest correspondence with customers and to consider if any provision should be made;</li> </ul>

**Key audit Matters****Verification of Inventories and Valuation thereof**

As at March 31, 2023, the Company has ₹ 13,386.36 Lakhs of Inventories (Note No. 8 of the Standalone Financial Statements). Given the size of the Inventory relative to the total assets of the Company and the estimates and judgements described below, the determination and valuation of Inventory required significant audit attention.

Given the nature of Industry and volume of inventory and physical verification being undertaken by the management in phases and all the locations not being covered at a time, determination thereof in absence of specific identification, batches etc has largely been done on theoretical basis considering cross-sectional weight including for the locations not covered for verifications. Moreover, certain materials are lying in heaps and / or are susceptible to obsolescence and deterioration in quality. All these require specific procedures based on technical experience for arriving at the ground stock of usable / saleable inventory. The result of these procedures may not always be accurate and involves significant management judgement and estimation.

Management reviews the Ageing reports together with historical trends to estimate the likely future saleability of slow moving and older inventory items and performed a line-by-line analysis to ensure that it is stated at the lower of cost or net realizable value.

As disclosed in Note 1(C) (k), Inventories are held at lower of cost or Net Realizable Value determined using the First in First Out/ Weighted Average cost method. At year end, valuation of Inventories have been reviewed by the management and the cost of Inventory is reduced in cases where the Net Realizable value is lower.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

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

**Addressing the Key Audit Matters**

- Tested settlement of trade receivables subsequent to the Balance Sheet date on a sample basis;
- Reliance has also been placed on the management's representation and confirmation for amount recoverable against the outstanding balances.

Our audit procedures based on which we arrived at the conclusion regarding reasonableness of determination of year-end inventory and valuation thereof include the following:

- Ensuring the effectiveness of the design, implementation and maintenance of controls over changes in inventory to determine whether the conduct of physical inventory verification at a date other than the date of the financial statement is appropriate and testing of those controls whether those have operated effectively;
- Verification of Inventories at the year end have been undertaken by the management;
- We have obtained and reviewed necessary evidences, working papers and documents for the physical verification carried out as above. This includes verification report from independent professionals and third party verification. Inventories at one of the location in Kolkata was even attended by us;
- In cases where inventories have been scrapped and are carried at estimated realizable price, reliance has been placed on management's estimate provided in this respect to us. The adequacy of the disclosure made in this respect and adjustments given effect to in respect of this in the Financial statements have been reviewed by us so that to reflect the inventories as required in terms of the policy followed in this respect;
- We have examined the valuation process/ methodology and checks being performed at multiple levels to ensure that the valuation is consistent with and as per the policy followed in this respect.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the state of affairs (financial position), Profit or Loss (financial performance including other comprehensive income), Changes in Equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## Auditors' Responsibility 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 auditors' 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 Standard on Auditing (SAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant

ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

### Other Matter

1. Attention is drawn to Note No. 51 of the standalone financial statements regarding incorporation of figures of eight wholly owned subsidiaries with the Company on amalgamation of these subsidiaries with the Company with effect from April 1, 2021, pursuant to scheme of arrangement approved by Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT).
2. We did not audit the financial statements of eight subsidiaries incorporated in the standalone financial statements for the year ended 31st March 2023, consequent to the amalgamation of these subsidiaries as mentioned in para (1) above. The financial statements of these subsidiaries reflect total assets of Rs 8722.84 lakhs as at 31st March, 2023 (as on 31st March 2022 ₹ 8846.49 Lakhs) and total net assets of Rs 8288.51 lakhs as at 31st March, 2023 (as on 31st March 2022 ₹ 8343.10 Lakhs), total revenues of Rs 81.79 lakhs (for the year ended 31st March 2022 ₹ 68.60 Lakhs), total net profit/(loss) after tax of ₹ (54.60 lakhs) (for the year ended 31st March 2022 ₹ 9.80 Lakhs), Total Comprehensive Income of Rs (54.60) lakhs (for the year ended 31st March 2022 ₹ 9.80 Lakhs) and net cash inflow/(outflow) of ₹ 635.39 lakhs for the year ended as on that date (for the year ended 31st March, 2022 ₹ (14.11) lakhs) as considered for incorporation in these standalone financial statements. These financial statements and other financial information have been audited by other independent firm of Chartered Accountants whose reports have been furnished to us by the management and our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries, and our report on other legal and regulatory requirements, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the standalone financial statements and our report on other Legal and Regulatory

Requirements below, is not modified in respect of the matters stated above with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act based on our audit and on the consideration of the report of other auditors on the financial statements of subsidiaries amalgamated with the Company as per Para (1) of Other Matters, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- II. Further to our comments in the annexure referred to in the paragraph above, as required by Section 143(3) of the Act, based on our audit and on the consideration of the report of other auditors on the financial statements of subsidiaries amalgamated with the Company as per Para (1) of Other Matters, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
  - d) In our opinion, the aforesaid Standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
  - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report

based on our audit and on the consideration of the report of other auditors on the financial statements of subsidiaries amalgamated with the Company as per Para (1) of Other Matters, expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal control with reference to financial statements;

III. 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, as amended in our opinion and to the best of our information and according to the explanations given to us and based on our audit and on the consideration of the report of other auditors on the financial statements of subsidiaries amalgamated with the Company as per Para (1) of Other Matters:

- a) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements –Refer Note no. 40 of the standalone financial statements;
- b) The Company did not have any material foreseeable losses against long-term contracts, including derivative contracts and thereby requirement for making provision in this respect is not applicable to the company;
- c) There were no amounts which were 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 as disclosed in Note No.50 to the financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(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 Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- ii) The Management has represented, that, to the best of its knowledge and belief as

disclosed in Note No.50 to the financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement. The comments made under this para relate to the year under audit and therefore in respect of the earlier years' transactions dealing with investments, loans, etc, it is neither required nor possible to ascertain and/or comment under this para; and
- e) The dividend declared and paid during the year by the Company is in compliance with section 123 of the Act.

IV. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

V. With respect to the reporting under Section 197 (16) of the Act to be included in the Auditors' Report, in our opinion and according to the information and explanations given to us, the Remuneration (including Sitting fees) paid by the Company to its Directors during the current year is in accordance with the provisions of Section 197 of the Act and is not in excess of the limit laid down therein.

For **Lodha & Co**  
Chartered Accountants  
Firm's ICAI Registration No.:301051E

**Boman R Parakh**  
Partner

Membership No: 053400  
UDIN: 23053400BGSCMU2848

Place: Kolkata  
Date: May 15, 2023

## Annexure “A” to the Auditors’ Report of even date:

The Statement referred to in paragraph (I) with the heading ‘Report on other legal and regulatory requirements’ of our Report of even date to the members of BMW Industries Limited on the Standalone Financial Statements of the Company for the year ended March 31, 2023, we report that:

- i) a. The Company has maintained proper records showing full particulars, including quantitative details and situations of Property, Plant and Equipments and Intangible Assets;
- b. There is a phased programme of verification of such assets, based on which physical verification of fixed assets is being carried out by the management. Discrepancies in respect of fixed assets verified during the year were not material;
- c. Based on verification of title deeds/ lease deeds produced to us by the management and according to the information and explanations given to us, in our opinion, the title deeds/ lease deeds of immovable properties as stated in Note No. 2.3 and 3.2 of Standalone Financial Statements except as given hereunder, are held in the name of the company except the following :

Description of Item of Property	Gross Carrying Value (Rupees in Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held (since which date)	Reason for not being held in the name of the company
Office Premise – Gurugram, Haryana	1153.42	Sidhant Investment Advisory Private Limited	No	01.04.2021	These properties have been acquired pursuant to scheme merger ( Refer Note no. 51 of the standalone financial statements) of Sidhant Investment Advisory Private Limited which was wholly owned subsidiary of the Company and these properties continued to be held in the name of the transferor company, pending registration in the name of the Company.

- d. The company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) and Intangible Assets during the year. Accordingly, clause 3 (i)(d) of the Order is not applicable to the Company;
- e. As per the information and explanation given to us and as represented by the management no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, as amended from time to time. Accordingly, reporting under paragraph 3 (i)(e) of the Order is not applicable to the Company.

- ii) a. As explained to us, inventories in respect of the locations covered except scrap have been physically verified during the year at reasonable intervals by the management and in our opinion coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and nature of its inventory. Inventories of scrap have been taken based on visual estimations and have been valued at estimated realisable value. The discrepancies noticed on physical verification of inventories were not more than 10% or more in aggregate for each class of inventory and have been properly dealt with in the books of account;
- b. The Company has been sanctioned working capital limit in excess of Rupees Five Crores in aggregate, from banks on the basis of security of current assets. The Company has filed statements with such banks, which are not in agreement with the books of accounts. Also refer Note 18.1.5 to the standalone financial statements.

₹ in Lakhs

Period ended	Name of the bank	Amount disclosed as per statement	Amount as per books of accounts	Difference
June'2021	State Bank of India,	16859.23	19776.23	2917.00
September'2021	Punjab National Bank,	17840.46	20385.46	2545.00
December'2021	Yes Bank and IndusInd Bank	19703.13	22804.13	3101.00
March'2022		20800.07	24291.07	3491.00
June, 2022		22971.51	25742.51	2771.00
September, 2022		22246.04	24849.04	2603.00
December, 2022		24083.16	25391.16	1308.00
March, 2023		24416.09	27434.09	3018.00

- iii) The Company has granted loans to Bodies Corporate and loans and advances in the nature of loan to the employees during the year. Other than these and 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 investments, granted any secured and unsecured loan, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year.
- (a) In respect of loan to bodies corporate during the year;
- (A) Based on the audit procedures carried on by us and as per the information and explanations given to us, the aggregate amount given during the year to a subsidiary company is Rs Nil. However, ₹ 25.36 Lakhs was outstanding at the end of the year from a subsidiary in respect of loan given in earlier years. The Company does not have any Joint Venture or Associate;
- (B) Based on the audit procedures carried on by us and as per the information and explanations given to us, the aggregate amount of loan given during the year to the parties other than subsidiary, joint venture and associates is Rs 165.00 Lakhs. The amount outstanding in this respect as at the end of the year including those from earlier years is ₹ 1884.34 lakhs;
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, no stipulation for repayment and related terms and conditions other than interest there against have been specified. Interest on these loans have been given are at prevailing rates. In absence of other terms and conditions as stated above, we are unable to offer our comment whether these are prejudicial to the interest of the Company;
- (c) In respect of the loan granted during the year by the Company and those outstanding at the beginning of the year, there were no stipulations with respect to repayment of principal and interest thereof. As such we are unable to make comment on the regularity of repayment of principal and payment of interest thereof;
- (d) As stated in paragraph (c) above there are no stipulations with respect to repayment of principal and interest thereof and as such amounts overdue for more than ninety days are not ascertainable. However, interest on such amount has been received annually;
- (e) As stated in paragraph (d) above, it is not possible to ascertain and comment on whether any amount outstanding has fallen due for payment. Accordingly, disclosure required under paragraph 3 (iii) (e) of the Order has not been given;

- (f) The details of loan given during the year and those outstanding from the beginning of the year as required as per paragraph 3 (iii) (f) of the order are as follows :

Aggregate amount of loan (Rs Lakhs)	Percentage thereof to the total loan granted	Aggregate amount of loan granted to promoter, related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 (Rs Lakhs)
₹ 25.36	1.33 percent	₹ 25.36- granted to Sail Bansal Service Centre Limited, Subsidiary Company

- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of grant of loans, guarantees and securities given and investment made by the Company.
- v) According to the information and explanation given to us and based on our examination of the books and records of the Company, the Company has not accepted any deposits or any amount deemed to be deposits from public covered under Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder. Accordingly reporting under paragraph 3(v) of the Order is not applicable to the Company.

- vi) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 (1) of the Act in respect of the Company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been maintained. We have however not made a detailed examination of the said records with a view to determine whether they are accurate or complete.

- vii) According to the information and explanations given to us and based on our examination of the books of accounts:

- a. During the year, the Company has generally been regular in depositing with the appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues as applicable to it. According to the information and explanations given to us, there is no undisputed amounts payable in respect of these which were in arrears as on March 31, 2023 for a period of more than six months from the date they become payable;
- b. The details of statutory dues referred to in sub clause (vii) (a) above, which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of dues	Rupees in Lakhs	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demands	163.55	F.Y. 2012 – 2013	Commissioner of income tax (Appeals)
Income Tax Act, 1961	Income Tax Demands	14.79	F.Y. 2013 – 2014	Commissioner of income tax (Appeals)

- viii) The Company's tax assessments for certain years pursuant to proceeding under section 132 as stated in Note no. 52 of the Standalone Financial Statements were pending as on this date. Having regard to this, in our opinion and on the basis of information and explanations given to us and as represented by the management, we have neither come across nor have been informed of transactions which were previously not recorded in books of account and that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 and accordingly reporting under paragraph 3 (viii) of the Order is not applicable.

- ix) In our opinion and on the basis of information and explanations given to us and based on our examination of the books of account of the Company:

- a. During the year, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lenders;
- b. The Company has not been declared wilful defaulter by any bank or financial institutions or any other lenders;

- c. The company has utilized the money obtained by way of term loans from bank for the purpose for which they were obtained;
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company we report that no funds raised on short-term basis have been used for long-term purposes by the Company;
- e. According to the information and explanations given to us and on an overall examination of the standalone 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, associates or joint ventures as defined under the Companies Act, 2013. Accordingly, reporting under paragraph 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, joint ventures or associate companies as defined under Companies Act, 2013. Accordingly, reporting under paragraph 3 (ix) ( f) of the order is not applicable.
- x) According to the information and explanations given to us and based on our examination of books of account of the Company:
- a. The Company has not raised monies by way of initial public offer or further public offer (including debt instruments) during the year and hence, reporting under paragraph 3 (x)(a) of the Order is not applicable;
- b. The Company has not made any preferential allotment or private placement of shares or convertible debentures (partly, fully, or optionally) during the year and accordingly, reporting under paragraph 3 (x)(b) of the Order is not applicable to the Company.
- xi) a. During the course of our examination of books and records of the company carried out during the year in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year, nor have been informed of any such cases by the management;
- b. According to the information and explanation given to us no report under sub-section (12) of section 143 of the Companies Act 2013, has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 (as amended from time to time) with the Central Government, during the year and up to the date of this report;
- c. According to the information and explanation given to us and based on the examination of the books of accounts of the company, no whistle blower complaints have been received during the year by the company. Accordingly, reporting under paragraph 3(xi)(c) of the Order is not applicable.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and accordingly the Nidhi Rules, 2014 is not applicable to it, hence, the reporting under paragraph 3(xii) (a, b & c) of the Order is not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial statements as required by the applicable accounting standards.
- xiv) The Company has appointed a firm of Chartered Accountants to carry out the internal audit of the Company. In our opinion and according to the information and explanations given to us the internal audit system is commensurate with the size and nature of its business. We have considered, during the course of our audit, the reports of the internal auditor for the period under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors".
- xv) According to the information and explanations given to us and as represented to us by the management and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them and hence reporting under paragraph 3(xv) of the Order is not applicable.
- xvi) a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable;
- b. The Company has not conducted any Non-Banking Financial or Housing Finance Activities. Hence, reporting under clause 3(xvi)(b) of the Order is not applicable;

- c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3(xvi)(c) of the Order is not applicable;
- d. In our opinion and based on the representation received by us from the management, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable;
- xvii) Based on the examination of the books of accounts we report that the Company has not incurred cash losses in current financial year covered by our audit. However, after giving the effect of exceptional items (Refer Note no. 38 of the Standalone Financial Statement), there were cash losses incurred in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year and hence reporting under paragraph 3(xviii) of the Order is not applicable.
- xix) According to the information and explanations given to us and based on the financial ratios (refer note no. 48 to the Standalone Financial Statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither given 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) In our opinion and based on our examination of the books of account, the company is not required to spend any amount under Corporate Social Responsibility as per provisions of the Companies Act 2013 during the year and hence the reporting under paragraph 3(xx) (a) and b) of the Order is not applicable.
- xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements.

Place: Kolkata  
Date: May 15, 2023

For **Lodha & Co**  
Chartered Accountants  
Firm's ICAI Registration No.: 301051E

**Boman R Parakh**  
Partner  
Membership No: 053400  
UDIN: 23053400BGSCMU2848

## Annexure “B” to the Auditors’ Report of even date:

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

Report on the Internal Financial Controls with reference to Standalone financial statements 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 the Standalone Financial Statements of BMW Industries Limited (“the Company”) as at March 31, 2023 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to Standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the financial statements. 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 control with reference to Standalone Financial Statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone financial statements and their operating effectiveness. Our

audit of internal financial controls with reference to Standalone financial statements included obtaining an understanding of such internal financial controls with reference to Standalone 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 auditors’ judgement, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

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

### Meaning of Internal Financial Controls with reference to financial statements

A Company’s internal financial control with reference to Standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to Standalone 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 Standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the Standalone financial statements.

### Inherent Limitations of Internal Financial Controls with reference to Standalone financial statements

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company

has, in all material respects, an adequate internal financial controls with reference to Standalone financial statements and such internal financial controls with reference to Standalone financial statements were operating effectively as at March 31, 2023, based on the internal financial controls with reference to Standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **Lodha & Co**  
Chartered Accountants  
Firm's ICAI Registration No.:301051E

**Boman R Parakh**  
Partner  
Membership No: 053400  
UDIN: 23053400BGSCMU2848

Place: Kolkata  
Date: May 15, 2023

# Standalone Balance Sheet

as at 31st March, 2023

	Notes No.	As at March 31, 2023	As at March 31, 2022 (Refer Note no. 51)
₹ in Lakhs			
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	2	40,477.67	37,822.08
(b) Capital Work-in-progress	2A	2,422.61	3,533.97
(c) Investment Property	3	1,153.42	-
(d) Intangible Assets	4	0.14	1.27
<b>(e) Financial Assets</b>			
i) Investments	5	1,184.32	2,607.73
ii) Other Financial Assets	6	853.52	912.07
(f) Other Non-current assets	7	8,397.27	7,105.49
<b>Total Non-current Assets</b>		<b>54,488.95</b>	<b>51,982.61</b>
<b>Current Assets</b>			
(a) Inventories	8	13,386.36	13,760.50
<b>(b) Financial Assets</b>			
(i) Trade receivables	9	14,048.59	11,928.40
(ii) Cash and cash equivalents	10	711.50	24.72
(iii) Other Bank balances	11	595.09	478.97
(iv) Loans	12	1,884.34	5,779.76
(v) Others	13	42.82	47.78
(c) Other current assets	14	7,118.75	4,176.00
<b>Total Current Assets</b>		<b>37,787.45</b>	<b>36,196.13</b>
Assets Classified as held for sale	15	305.22	305.22
<b>Total Assets</b>		<b>92,581.62</b>	<b>88,483.96</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	16	2,250.86	2,250.86
(b) Other Equity	17	55,870.98	51,915.09
<b>Total Equity</b>		<b>58,121.84</b>	<b>54,165.95</b>
<b>Non-current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
i) Borrowings	18	7,064.98	8,048.14
ii) Lease Liability	19	1,701.78	1,612.27
iii) Other Financial Liabilities	20	1,154.37	1,690.96
(b) Provisions	21	187.82	161.87
(c) Deferred Tax Liabilities (Net)	22	3,398.45	2,142.67
(d) Other Non-Current Liabilities	23	902.40	352.56
<b>Total Non-current Liabilities</b>		<b>14,409.80</b>	<b>14,008.47</b>
<b>Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
i) Borrowings	24	14,701.06	15,678.51
ii) Lease Liability	25	46.12	48.13
iii) Operational Suppliers Credit	26	1,925.51	1,741.69
iv) Trade Payables	27		
- Total outstanding dues to Micro and Small Enterprise		-	-
- Total outstanding dues to creditors other than Micro and Small Enterprise		1,804.16	1,165.93
v) Other Financial Liabilities	28	1,040.08	1,009.88
(b) Other current liabilities	29	514.54	654.06
(c) Provisions	30	18.51	11.34
<b>Total Current liabilities</b>		<b>20,049.98</b>	<b>20,309.54</b>
<b>Total liabilities</b>		<b>34,459.78</b>	<b>34,318.01</b>
<b>Total Equity and Liabilities</b>		<b>92,581.62</b>	<b>88,483.96</b>

Accompanying Notes on Financial Statements

1 - 54

These notes are an integral part of the Standalone Financial Statements.

As per our report of even date

 For **Lodha & Co**  
 Chartered Accountants  
 Firm's ICAI Registration No.-301051E

 For **Ram Gopal Bansal**  
 Chairman  
 DIN: 00144159

For and on behalf of the Board of Directors

 For **Harsh kumar Bansal**  
 Director  
 DIN : 00137014

 For **Boman Parakh**  
 Partner  
 Membership No. 053400

 For **Abhishek Agarwal**  
 Chief Financial Officer

 For **Vikram Kapur**  
 Company Secretary

 Place: Kolkata  
 Date: 15th May, 2023

# Standalone Statement of Profit and Loss

for the year ended 31st March, 2023

₹ in Lakhs

SI No.	Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022 (Refer Note no. 51)
I	Revenue from operations	31	50,768.00	40,618.75
II	Other Income	32	875.27	1,253.80
III	<b>Total Income (I + II)</b>		<b>51,643.27</b>	<b>41,872.55</b>
IV	<b>EXPENSES</b>			
	Cost of materials consumed	33	22,073.34	16,263.08
	Changes in inventories of finished goods, stock in trade and work-in-progress	34	93.13	-451.13
	Employee benefits expense	35	1,899.82	1,781.39
	Finance costs	36	2,368.04	2,298.11
	Depreciation and amortisation expenses	37	3,340.76	4,304.63
	Other expenses	38	15,720.92	13,153.76
	<b>Total Expenses (IV)</b>		<b>45,496.01</b>	<b>37,349.84</b>
V	<b>Profit before tax ( III-IV)</b>		<b>6,147.26</b>	<b>4,522.71</b>
VI	<b>Tax Expense</b>			
	Current tax	39	473.94	102.73
	Deferred tax- Charge/(Credit)	22	1,258.67	1,127.23
			<b>1,732.61</b>	<b>1,229.96</b>
VII	<b>Profit for the year (V-VI)</b>		<b>4,414.65</b>	<b>3,292.75</b>
VIII	<b>Other comprehensive income</b>			
	Items that will not be reclassified to profit or loss			
	-Remeasurement gains / (losses) on defined benefit plans		(11.48)	0.14
	-Income tax relating to items that will not be reclassified to profit or loss	39.2	2.89	(0.03)
	Other Comprehensive Income for the year(net of tax)	39.3	<b>(8.59)</b>	<b>0.11</b>
IX	<b>Total comprehensive Income for the year comprising profit and other comprehensive income for the year(VII+VIII)</b>		<b>4,406.06</b>	<b>3,292.86</b>
X	<b>Earnings per Equity share (par value Re 1 each):</b>			
	(1) Basic(₹)	42	1.96	1.46
	(2) Diluted(₹)	42	1.96	1.46
	Accompanying Notes on Financial Statements	1-54		

These notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

For **Lodha & Co**  
Chartered Accountants  
Firm's ICAI Registration No.-301051E

**Ram Gopal Bansal**  
Chairman  
DIN: 00144159

**Harsh kumar Bansal**  
Director  
DIN : 00137014

**Boman Parakh**  
Partner  
Membership No. 053400

**Abhishek Agarwal**  
Chief Financial Officer

**Vikram Kapur**  
Company Secretary

Place: Kolkata  
Date: 15th May, 2023

# Standalone Cash Flow

for the year ended 31st March, 2023

₹ in Lakhs

	For the Year ended March 31, 2023	For the year ended March 31, 2022 (Refer Note no. 51)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>NET PROFIT before TAX</b>	<b>6,147.26</b>	4,522.71
<b>ADJUSTMENTS FOR -</b>		
Depreciation and Amortisation	3,340.76	4,304.63
Finance Costs	2,368.04	2,298.11
Liabilities no longer required written back	(0.29)	(61.78)
Interest Income	(371.79)	(305.49)
Irrecoverable Balance written off	329.64	200.75
Profit on sale of Property, Plant and Equipment	(410.75)	(440.62)
	<b>5,255.61</b>	<b>5,995.60</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>11,402.87</b>	<b>10,518.31</b>
<b>ADJUSTMENTS FOR -</b>		
Trade and other receivables	(2,179.84)	(2,887.18)
Inventories	374.15	(1,994.65)
Loans and Advances	1,015.32	1,466.61
Trade Payable and Other Liabilities	603.51	(1,054.90)
	<b>(186.86)</b>	<b>(4,470.12)</b>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>11,216.01</b>	<b>6,048.19</b>
Direct Taxes Paid	(913.91)	(798.05)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>10,302.10</b>	<b>5,250.14</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Property, Plant and Equipments	(5,754.94)	(2,876.60)
Sale of Property, Plant and Equipments	444.31	467.38
Interest Income	374.78	307.14
(Deposits)/Maturity with Banks Original maturity with more than 3 months	(51.05)	401.62
Unsecured Loan / Advance given to Bodies Corporate	-	(585.00)
Unsecured Loan / Advance recovered from/ (given to) Bodies Corporate	(91.26)	114.24
Unsecured Loan / Advance (given) /received to/ from Subsidiary	9.78	63.63
Proceeds from sale of Investments in Shares	-	738.40
<b>NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES(B)</b>	<b>(5,068.38)</b>	<b>(1,369.21)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Paid	(2,212.50)	(2,129.87)
Proceeds/(Repayments) of Short Term Borrowings from Bank	(628.44)	2,169.37
Repayment of Long Term Borrowings from Banks	(3,599.49)	(4,616.69)
Proceeds of Long Term Borrowings from Banks	2,943.37	706.00
Proceeds from Long Term Borrowings from Others	-	580.00
Repayment of Long Term Borrowings from Others	(497.01)	(466.15)
Repayment of Long Term Borrowings from Bodies Corporate	-	(85.00)
Repayment of Lease Liability	(68.31)	(53.99)
Dividend paid	(484.56)	-
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C)</b>	<b>(4,546.94)</b>	<b>(3,896.33)</b>
<b>NET INCREASE/(DECREASE) IN CASH and CASH EQUIVALENTS (A+B+C)</b>	<b>686.78</b>	<b>(15.40)</b>
<b>Cash and Cash Equivalents as at the beginning of the year (Refer Note No. 10)</b>	<b>24.72</b>	<b>40.12</b>
<b>Cash and Cash Equivalents as at the end of the year (Refer Note No. 10)</b>	<b>711.50</b>	<b>24.72</b>

# Standalone Cash Flow

for the year ended 31st March, 2023

## Note:

- Cash and Cash Equivalents consists of cash on hand and Bank balances in Current Account, Dividend Account and Short Term Deposits with original maturity of less than three months. The details of cash and cash equivalents as per Note 10 is as under:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Balances with banks</b>		
In current account	642.23	20.06
Cash on hand	69.27	4.66
<b>Total cash and cash equivalents</b>	<b>711.50</b>	<b>24.72</b>

- Reconciliation of Liabilities arising from Financing activities

(₹ in Lakhs)

Particulars	As at March 31, 2022	Proceeds Raised	Non cash adjustment	Repayment	As at March 31, 2023
<b>Long Term Borrowings</b>					
- From Bank	9,498.34	2,943.37		3,599.49	8,842.22
- From others	1752.26	-		497.01	1,255.25
- From bodies corporate	53.04	-	4.81	-	57.85
<b>Short Term Borrowings</b>					
- From Bank	12,423.01	-		812.27	11,610.74
Lease Liabilities	1,660.39		155.82	68.31	1,747.90
<b>Total</b>	<b>25,387.04</b>	<b>2,943.37</b>	<b>160.63</b>	<b>4,977.08</b>	<b>23,513.96</b>

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 7 on Statement of Cash Flows.
- The Company has incurred ₹ 79.71 lakhs on account of Corporate Social Responsibility (CSR) Expenditure during the year ended March 31,2023 (Previous year ₹61.11 lakhs)

Accompanying Notes on Financial Statements

1-54

These notes are an integral part of the Standalone Financial Statements.

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

For **Lodha & Co**  
Chartered Accountants  
Firm's ICAI Registration No.-301051E

**Ram Gopal Bansal**  
Chairman  
DIN: 00144159

**Harsh kumar Bansal**  
Director  
DIN : 00137014

**Boman Parakh**  
Partner  
Membership No. 053400

**Abhishek Agarwal**  
Chief Financial Officer

**Vikram Kapur**  
Company Secretary

Place: Kolkata  
Date: 15th May, 2023

# Statement of changes in Equity

for the year ended 31st March, 2023

## (a) Equity Share Capital

Particulars	₹ in Lakhs)	
	Note No.	Amount
Balance as at March 31, 2021		2,250.86
Changes during the year		-
<b>Balance as at March 31, 2022</b>		<b>2,250.86</b>
Changes during the year		-
<b>Balance as at March 31, 2023</b>		<b>2,250.86</b>

## (b) Other Equity

Details	Reserves and Surplus					Other Comprehensive Income Remeasurement of Defined Benefit Obligation	Total
	Capital Reserve	Capital Reserve on Amalgamation	Securities Premium	General Reserve	Retained Earnings		
As at 31st March, 2022	432.17	104.79	30,536.11	2,207.29	18,634.73	-	51,915.09
Profit/(Loss) for the year					4,414.65		4,414.65
Other comprehensive income (net of tax)							
Impact of Remeasurement of Defined Benefit plans					(8.59)	(8.59)	(8.59)
Transferred to Retained Earnings					(8.59)	8.59	-
Interim Dividend					(450.17)		(450.17)
<b>As at 31st March, 2023</b>	<b>432.17</b>	<b>104.79</b>	<b>30,536.11</b>	<b>2,207.29</b>	<b>22,590.62</b>	<b>-</b>	<b>55,870.98</b>

# Statement of changes in Equity

for the year ended 31st March, 2023

(₹ in Lakhs)

Details	Reserves and Surplus				Retained Earnings	Other Comprehensive Income Remeasurement of Defined Benefit Obligation	Total
	Capital Reserve	Capital Reserve on Amalgamation	Securities Premium	General Reserve			
<b>As at 31st March, 2021</b>	432.17	-	16,682.97	2,207.29	21,197.24	-	40,519.67
Addition on account of merger (Refer Note no. 51)	-	-	13,853.14	-	(5,810.34)	-	8,042.80
Capital Reserve on merger (Refer Note no. 51)	-	104.79	-	-	-	-	104.79
<b>Balance as Restated as at the beginning of the current reporting period</b>	<b>432.17</b>	<b>104.79</b>	<b>30,536.11</b>	<b>2,207.29</b>	<b>15,386.90</b>	<b>-</b>	<b>48,667.26</b>
Profit/(Loss) for the year					3,292.75		3,292.75
Other comprehensive income (net of tax) :							
Impact of Remeasurement of Defined Benefit plans						0.11	0.11
Transferred to Retained Earnings						(0.11)	-
Interim Dividend						(45.02)	(45.02)
<b>As at 31st March, 2022</b>	<b>432.17</b>	<b>104.79</b>	<b>30,536.11</b>	<b>2,207.29</b>	<b>18,634.73</b>	<b>-</b>	<b>51,915.09</b>

Refer Note No. 17 for nature and purpose of reserves

Accompanying Notes on Financial Statements

1-54

These notes are an integral part of the Standalone Financial Statements.

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

For **Lodha & Co**

Chartered Accountants

Firm's ICAI Registration No.-301051E

**Ram Gopal Bansal**

Chairman

DIN: 00144159

**Harsh kumar Bansal**

Director

DIN : 00137014

**Boman Parakh**

Partner

Membership No. 053400

Place: Kolkata

Date: 15th May, 2023

**Abhishek Agarwal**

Chief Financial Officer

**Vikram Kapur**

Company Secretary

# Standalone Financial Statements

for the year ended March 31, 2023

## Note 1- Corporate Information, Accounting pronouncements, significant Accounting Policies and critical judgements and assumptions

### A. Corporate Information

BMW Industries Limited ('the Company'), a public limited company, is incorporated at Kolkata, in the State of West Bengal. The corporate office as well as registered office of the Company is situated at 119 Park Street, White House, 3rd Floor, Kolkata, West Bengal- 700016. The Company is primarily engaged into manufacturing, processing and selling of steel products comprising of engineering and other products and services and activities related to the same. The Company's shares are listed on The Calcutta Stock Exchange Limited (CSE) and The Bombay Stock Exchange Limited (BSE).

The Standalone financial statements for the year ended March 31, 2023 were approved for issue by the Board of Directors of the company on May 15, 2023 and are subject to the adoption by the Shareholders in the ensuing Annual General Meeting.

### B. Statement of Compliance and Recent Accounting Pronouncements

#### i) Statement of Compliance

These standalone financial statements have been prepared on going concern basis in accordance with the Indian Accounting Standards (hereinafter referred to as the "Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act"). The Ind ASs issued, notified and made effective till the financial statements are authorized and have been considered for the purpose of preparation of these financial statements.

The accounting policies are applied consistently except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### ii) Application of new and revised standards

Effective April 01, 2022, the company has adopted the amendments vide Companies (Indian Accounting Standard) Amendment Rules, 2022 notifying amendment to existing Ind AS. These amendments to the extent relevant to the Company's operation were relating to Ind AS 16 "Property, Plant and Equipment" which clarifies that excess of net sale proceeds of items

produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment and Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" which specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

There were other amendments in various standards including Ind AS 101 "First-time Adoption of Indian Accounting Standards", Ind AS 103 "Business Combinations", Ind AS 109 "Financial Instruments", and Ind AS 41 "Agriculture" which have not been listed herein above since these are not relevant to the Company.

Revision in these standards did not have any material impact on the profit/loss and earning per share for the year.

#### iii) Recent Accounting Pronouncements

##### Standards issued but not yet effective:

On March 31, 2023, Ministry of Corporate Affairs (MCA) has made certain amendments to existing Ind AS vide Companies (Indian Accounting Standard) Amendment Rules, 2023. These amendments to the extent relevant to the Company's operation include amendment to Ind AS 1 "Presentation of Financial Statements" which requires the entities to disclose their material accounting policies rather than their significant accounting policies, Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" which has introduced a definition of 'accounting estimates' and include amendments to help entities distinguish changes in accounting policies from changes in accounting estimates. Further consequential amendments with respect to the concept of material accounting policies have also been made in Ind AS 107 "Financial Instruments: Disclosures" and Ind AS 34 "Interim Financial Reporting".

There are other amendments in various standards including Ind AS 101 "First-time Adoption of Indian Accounting Standards", Ind AS 103 "Business Combinations, Ind AS 109 "Financial Instruments " Ind AS 115 "Revenue

# Standalone Financial Statements

for the year ended March 31, 2023

from Contracts with Customers", Ind AS 12 "Income Taxes" which has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences and Ind AS 102 "Share-based Payment" which have not been listed herein above since these are not relevant to the Company.

Even though the Company will evaluate the impact of above, none of these amendments as such are vital in nature and are not likely to have material impact on the financial statements of the Company.

## C. Significant Accounting Policies

### a. Basis of Preparation

The Standalone Financial Statements have been prepared under the historical cost convention on accrual basis except certain financial instruments that are measured in terms of relevant Ind AS at amortized costs or fair value at the end of each reporting period.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Ind AS 1 "Presentation of Financial Statements" and in Division II of Schedule III to the Companies Act, 2013. Having regard to the nature of business being carried out by the Company, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

The functional currency of the Company is determined as the currency of the primary economic environment in which it operates. The Standalone Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal Lakhs except otherwise stated.

### b. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels

depending on the ability to observe inputs employed for such measurement:

- (a) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (b) Level 2: inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.
- (c) Level 3: inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements who regularly review significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

### c. Property Plant and Equipment (PPE)

Property, Plant and Equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose cost include deemed cost on the date of transition and comprises purchase price of PPE or its construction cost and includes, where applicable, inward freight, duties and taxes, and other expenses related to acquisition or installation and any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended for its use. Interest on Borrowings utilised to finance the construction of qualifying assets are capitalised as part of cost of the asset until such time that the asset is ready for its intended use.

When parts of an item of PPE have different useful life's, they are accounted for as separate items (major components) of the PPE.

Property, Plant and Equipment includes spare, stand by equipments and servicing equipments which are expected to be used for a period more than twelve months and meets the recognition criteria of Plant, Property and Equipment. The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within

# Standalone Financial Statements

for the year ended March 31, 2023

the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss in which they are incurred.

The company's lease assets comprising of Land and Building has been separately shown under PPE as Right of Use (ROU) Assets.

Capital work in progress includes purchase price, import duty and any directly attributable cost of bringing the assets to their working condition, Such items are classified to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Amount paid towards acquisition of Property, Plant and Equipment outstanding as at each reporting date are recognized as capital advance under "Other Non-Current Assets".

## Depreciation

Depreciation on Property, Plant and Equipment is provided based on useful life stated as per Schedule II of the Companies Act, 2013 on straight line method or based on technical evaluation by the Company. Subsequent additions to the cost of Property, Plant and Equipment are depreciated over the remaining life of mother asset.

Leasehold Land held under finance lease are depreciated on a straight line basis over their lease terms.

No depreciation is charged on Freehold land.

Depreciation on ROU assets is provided over the lease term or expected useful life of the asset, whichever is lower and depreciation on Property, Plant and Equipment (other than leasehold land) commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows.

Category	Useful Life in years
Buildings	3-40
Plant and Equipment	3-25
Furniture and fixtures	10
Vehicles	5-10

The residual value of an item of Property, Plant and Equipment has been kept at 5 percent or less of the cost of the respective assets.

Depreciation methods, Useful lives and Residual values are reviewed and adjusted as appropriate, at each reporting date.

## d. Intangible Assets

Intangible assets are stated at cost of acquisition comprising of purchase price inclusive of duties and taxes less accumulated amortization and impairment losses if any. An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and its cost can be measured reliably. Such assets, are amortized over the useful life using straight line method and assessed for impairment whenever there is an indication of the same.

Amortization on Intangible Assets commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows.

Category	Useful life (in years)
Computer Software	6

Amortization methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

## e. De-recognition of Tangible and Intangible assets

An item of Property, Plant and Equipment and Intangible assets is de-recognised upon disposal or when no future economic benefits are expected to arise from its continued use or disposal. Gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

## f. Leases

The Company's lease asset classes primarily consist of land and building premises taken on lease for residential and official accommodation. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through

# Standalone Financial Statements

for the year ended March 31, 2023

the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU Assets") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of these leases. Lease liabilities are premeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset are separately presented in the Balance Sheet and lease payments are classified as financing cash flows. Lease liability obligations is presented separately under the head "Other Financial Liabilities" whereas Right of Use Assets have been disclosed separately as a part of Property, Plant and Equipment.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

## **g. Investments in subsidiaries, associates and joint ventures**

The Company records the investments in subsidiaries, associates and joint ventures at cost less impairment loss, if any.

## **h. Non-current assets held for sale**

Non current asset or disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets or disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use.

This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification as held for sale, and actions required to complete the plan of sale should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, Plant and Equipment and Intangible Assets are not depreciated or amortized once classified as held for sale.

## **i. Impairment of Tangible and Intangible Assets**

Tangible and Intangible assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets fair value less cost of disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

# Standalone Financial Statements

for the year ended March 31, 2023

## j. Financial Instruments

Financial assets and financial liabilities are recognized in the Balance sheet when the Company becomes a party to the contractual provisions of financial instruments. The Company determines the classification of its financial assets and financial liabilities at initial recognition based on its nature and characteristics.

The Company categorizes financial assets and financial liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

- (i) Level 1: Quoted prices (unadjusted) in active markets for identical financial assets or financial liabilities that the Company can access at the measurement date.
- (ii) Level 2: Inputs other than quoted prices included within level 1 observable for the financial asset or financial liability, either directly or indirectly.
- (iii) Level 3: Unobservable inputs for the financial asset or financial liability

## 1. Financial assets

### I. Initial recognition and measurement

The financial assets include investments, trade receivables, loans and advances, cash and cash equivalents, bank balances other than cash and cash equivalents, and other financial assets.

Financial assets are initially measured at fair value. Transaction costs directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or are deducted from the fair value of the financial assets as appropriate on initial recognition. However, trade receivables that do not contain a significant financing component are measured at transaction price.

### II. Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

- (i) at amortized cost,
- (ii) at fair value through other comprehensive income (FVTOCI), and

- (iii) at fair value through profit or loss (FVTPL).

### a) Financial assets at amortized cost

A 'financial asset' is measured at the amortized cost if the following two conditions are met:

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

Amortized cost is determined using the Effective Interest Rate ("EIR") method. Discount or premium on acquisition and fees or costs forms an integral part of the EIR.

The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the Financial instruments or, where appropriate, a shorter period.

Differences between the value of financial assets measured at amortised cost and the transaction costs are recognised in the statement of profit and loss on a systematic manner unless it qualifies for recognition /adjustments as part of the value of the assets.

### b) Financial assets at fair value through other comprehensive income (FVOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held both for collection of contractual cash flows and for selling the financial assets, and contractual terms of the financial assets give rise to cash flows representing solely payments of principal and interest.

For the purpose of para (a) and (b) above, principal is the fair value of the financial asset at initial recognition and interest

# Standalone Financial Statements

for the year ended March 31, 2023

consists of consideration for the time value of money and associated credit risk.

## c) Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are not classified in any of the categories above are classified at fair value through profit or loss.

## d) Equity investments

Equity investments in the scope of Ind AS 109 are measured at fair value except for investments in subsidiaries and associates, which are carried at cost.

The Company makes an election to present changes in fair value either through other comprehensive income or through profit or loss on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income. In addition, profit or loss arising on sale is also taken to other comprehensive income. The amount accumulated in this respect is transferred within the Equity on derecognition.

## III. De-recognition

The Company derecognizes a financial asset or a group of financial assets 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 the third party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the assets' carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI the cumulative gain or loss previously recognised in other comprehensive income is reclassified

from equity to profit or loss as a reclassification adjustment.

## IV. Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash and cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

## 2. Financial liabilities

### I. Initial recognition and measurement

The financial liabilities include trade and other payables, loans and borrowings, including book overdrafts, etc.

Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liabilities (other than financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial liabilities, as appropriate, on initial recognition

### II. Subsequent measurement

For subsequent measurement, financial liabilities are classified at amortized cost

Financial liabilities at amortized cost

After initial recognition, financial liabilities are subsequently measured at amortized cost using the EIR method. When the financial liabilities are derecognized, gains and losses are recognized in profit or loss. Discount or premium on acquisition and fees or costs forms an integral part of the EIR.

The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the Financial instruments or, where appropriate, a shorter period.

Differences between the value of financial liabilities measured at amortised cost and the transaction costs

# Standalone Financial Statements

for the year ended March 31, 2023

are recognised in the statement of profit and loss on a systematic manner unless it qualifies for recognition /adjustments as part of the value of the assets.

### III. De-recognition

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

### 3. Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the Balance sheet if there is currently an enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

### 4. Impairment of financial assets

A financial asset is assessed for impairment at each Balance Sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses.

#### k. Inventories

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

The cost in respect of raw materials is determined on First in First out basis (FIFO) and in respect of Finished Goods and Stores and Spares determined on Weighted average basis. Materials and other supplies held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost of raw materials and stores and spares includes the taxes other than those recoverable from taxing authorities and expenses incidental to the procurement of the same. Cost in case of Finished goods represents prime cost and appropriate portion of overheads.

Stock of Work in Progress includes conversion or processing costs of material pending completion and delivery to the customer.

By-product and scrap is valued at net realisable value.

#### l. Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate as at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the statement of profit and loss. Foreign exchange gain or loss to the extent considered as an adjustment to Interest Cost are considered as part of borrowing cost.

#### m. Equity Share Capital

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

#### n. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized

# Standalone Financial Statements

for the year ended March 31, 2023

when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognized and are disclosed by way of notes to the Standalone financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent assets are disclosed in the Standalone Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

## o. Employee Benefits

Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the related service is rendered.

Contribution to defined contribution plans such as Provident Fund, Employee Pension Scheme etc, is being made in accordance with statute and are recognised as and when incurred.

Employees benefits using defined benefit plans are recognised using actuarial valuation techniques at the close of each year. Remeasurements comprising of actuarial gains and losses, are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income ("OCI") in the period in which they occur. Remeasurements are not reclassified to Profit or Loss in subsequent periods. The Liability recognised in the Balance Sheet in respect of gratuity is the present value of the defined benefit obligation as at the balance sheet date. The defined benefit obligation is calculated by external actuaries using the projected Unit credit method.

## p. Revenue Recognition

### 1. Revenue from Operations

Revenue from contracts with customers is accounted for only when it has commercial substance, and all the following criteria are met:

- (i) parties to the contract have approved the contract and are committed to performing their respective obligations;
- (ii) each party's rights regarding the goods or services to be transferred and payment terms there against can be identified;
- (iii) consideration in exchange for the goods or service to be transferred is collectible and determinable.

The revenue is recognized on satisfaction of performance obligation, when control over the goods or services has been transferred and/ or goods/ services are delivered/ provided to the customers. Delivery occurs when the goods have been shipped or delivered to a specific location, and the customer has either accepted the goods under the contract or the Company has sufficient evidence that all the criteria for acceptance have been satisfied.

Revenue is measured at the amount of transaction price (consideration specified in the contract with the customers) allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of discounts offered by the company and excludes amounts collected on behalf of third parties.

### 2. Other Income

#### Interest, Dividend and Claims:

Dividend income is recognized 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. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial

# Standalone Financial Statements

for the year ended March 31, 2023

asset to that asset's net carrying amount on initial recognition.

Revenue in respect of claims of insurance, etc. are recognized only when there is reasonable certainty as to the ultimate collection.

## q. Borrowing Costs

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant and Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

## r. Government Grants

Government grants are recognized on systematic basis when there is reasonable certainty of realization of the same. Revenue grants including subsidy/rebates are credited to Statement of Profit and Loss Account under "Other Income" or deducted from the related expenses for the period to which these are related. Grants which are meant for purchase, construction or otherwise to acquire non current assets are recognized as Deferred Income and disclosed under Non Current Liabilities and transferred to Statement of Profit and Loss on a systematic basis over the useful life of the respective asset. Grants relating to non-depreciable assets is transferred to Statement of Profit and Loss over the periods that bear the cost of meeting the obligations related to such grants.

## s. Taxes on Income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

### Current Tax

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities,

using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Advance tax and provisions are presented in the balance sheet after setting off advance tax paid and income tax provision for the current year.

### Deferred Tax

Deferred tax is accounted by using the balance sheet liability method in respect of temporary differences between the carrying amounts of assets and liabilities in the Standalone Financial Statements and the corresponding tax bases used in the computation of taxable profit as well as for unused tax losses or credits. In principle deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred Tax Asset & Liabilities have been offset wherever the company has a legally enforceable right to set off current tax assets against current tax liabilities & where deferred tax assets & liabilities relate to income tax levied by the same taxation authority.

Deferred taxes are calculated at the enacted or substantially enacted tax rates that are expected to apply when the asset or liability is settled. Deferred tax is charged or credited to the income statement, except when it relates to items credited or charged directly to other comprehensive income in equity, in which case the corresponding deferred tax is also recognized directly in equity.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

## t. Earnings Per Share

Basic earnings per share are computed by dividing the net profit/loss attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the net profit/loss attributable to the equity holders of the company by the weighted

# Standalone Financial Statements

for the year ended March 31, 2023

average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

## u. Segment Reporting

The Company has one operating business segment viz, manufacturing, processing and selling of steel and steel products comprising of engineering and other products and services and all other activities are incidental to the same.

## D. Critical accounting judgments, assumptions and key sources of estimation and uncertainty

The preparation of the Standalone financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Standalone financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the Standalone financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the Standalone financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the Balance Sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

### a. Arrangements containing leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on

a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

### b. Depreciation / amortization and impairment on Property, Plant and Equipment / Intangible assets.

Property, plant and equipment, ROU Assets and intangible assets are depreciated/amortized on Straight-Line Basis over the estimated useful lives (or lease term if shorter) in accordance with Internal assessment and Independent evaluation carried out by technical expert/ Schedule II of the Companies Act, 2013, taking into account the estimated useful life and residual value, wherever applicable.

The company reviews its carrying value of its Tangible and Intangible Assets whenever there is objective evidence that the assets are impaired. In such situation assets recoverable amount is estimated which is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted.

### c. Impairment loss on trade receivables

The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. The Company bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the trade receivables and historical write-off experience. If the financial conditions of the trade receivable were to deteriorate, actual write-offs would be higher than estimated.

# Standalone Financial Statements

for the year ended March 31, 2023

## d. Current Tax and Deferred Tax

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

Significant management judgement is required to determine the amount of deferred tax assets/liability that can be recognised, based upon the likely timing and the level of future taxable profit together with future tax planning strategies. The management has reviewed the rationale for recognition of Deferred Tax Liability and based on the likely timing and level of profitability in future and expected utilisation of deferred tax there against.

## e. Defined benefit obligation (DBO)

Critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose by the Management. Variation in

these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

## f. Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances.

# Standalone Financial Statements

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## 2. Property Plant and Equipment

Particulars	₹ in Lakhs							Total
	Freehold Land	Land-Right-of-Use (Refer Note No. 44)	Building-Right-of-Use (Refer Note No. 44)	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	
<b>(A) Gross Carrying Amount</b>								
As at March 31, 2021	952.11	1,585.82	53.32	7,397.17	49,417.55	599.55	1,983.28	61,988.80
Additions / Adjustments	149.28	27.00	-	51.71	2,889.09	-	17.07	3,134.15
Disposal / Adjustments	(8.50)	-	-	-	(18.42)	-	-	(26.92)
<b>As at March 31, 2022</b>	<b>1,092.89</b>	<b>1,612.82</b>	<b>53.32</b>	<b>7,448.88</b>	<b>52,288.22</b>	<b>599.55</b>	<b>2,000.35</b>	<b>65,096.03</b>
Additions / Adjustments	-	-	-	13.68	6,023.11	0.68	139.35	6,176.82
Disposal / Adjustments	(149.28)	-	-	(54.80)	-	-	-	(204.08)
<b>As at March 31, 2023</b>	<b>943.61</b>	<b>1,612.82</b>	<b>53.32</b>	<b>7,407.76</b>	<b>58,311.33</b>	<b>600.23</b>	<b>2,139.70</b>	<b>71,068.77</b>
<b>(B) Accumulated Depreciation</b>								
As at March 31, 2021	-	141.11	21.33	1,459.11	19,591.00	250.64	1,507.42	22,970.61
Charge for the year	-	76.41	10.66	312.56	3,652.74	49.35	201.78	4,303.50
Disposal / Adjustments	-	-	-	-	(0.16)	-	-	(0.16)
<b>As at March 31, 2022</b>	<b>-</b>	<b>217.52</b>	<b>31.99</b>	<b>1,771.67</b>	<b>23,243.58</b>	<b>299.99</b>	<b>1,709.20</b>	<b>27,273.95</b>
Charge for the year	-	78.24	10.66	242.07	2,902.49	46.66	59.51	3,339.63
Disposal / Adjustments	-	-	-	(22.48)	-	-	-	(22.48)
<b>As at March 31, 2023</b>	<b>-</b>	<b>295.76</b>	<b>42.65</b>	<b>1,991.26</b>	<b>26,146.07</b>	<b>346.65</b>	<b>1,768.71</b>	<b>30,591.10</b>
<b>(C) Net Carrying Amount (A-B)</b>								
As at March 31, 2022	1,092.89	1,395.30	21.33	5,677.21	29,044.64	299.56	291.15	37,822.08
As at March 31, 2023	943.61	1,317.06	10.67	5,416.50	32,165.26	253.58	370.99	40,477.67

### Notes:

- 2.1 Refer Note No. 18.1 and 24.1 in respect of charge created on Property, Plant and Equipment against borrowings.
- 2.2 The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- 2.3 The title deeds / lease deed of all the immovable properties, are held in the name of the Company.
- 2.4 During the year, the Company, based on the technical review of the useful life of its property, plant and equipments being carried out by a technical expert, has revised the useful life of its plant and machinery, buildings and factory shed etc. with effect from 1st April, 2022. This has resulted in decrease in depreciation charge by ₹ 1239.70 Lakhs.

# Standalone Financial Statements

for the year ended March 31, 2023

## 2A Capital Work-In-Progress (CWIP)

(₹ in Lakhs)

Particulars	Plant and Equipments	Land and Other Developments	Other Expenses	Total
<b>As at March 31, 2021</b>	<b>3,541.83</b>	<b>153.40</b>	<b>11.96</b>	<b>3,707.19</b>
Additions	1,739.96	-	82.22	1,822.18
Capitalised/Disposal	1,901.22	-	94.18	1,995.40
<b>As at March 31, 2022</b>	<b>3,380.57</b>	<b>153.40</b>	<b>0.00</b>	<b>3,533.97</b>
Additions	783.78	-	320.53	1,104.31
Capitalised/Disposal	1,862.86	137.15	215.66	2,215.67
<b>As at March 31, 2023</b>	<b>2,301.49</b>	<b>16.25</b>	<b>104.87</b>	<b>2,422.61</b>

**2A.1** The Company as part of growth plan has decided to utilize industrial leasehold land under their possession in Bokaro for setting up a new project i.e, Steel Service Centre with the objective of diversifying and increasing the company's presence in that region and improve the overall market share. ₹ 389.62 lakhs (P.Y. 343.03 lakhs) incurred for the said project and relatable there to have been classified and carried forward as Capital Work in Progress to be capitalised on completion of the project.

## 2A.2 Ageing of Capital Work-In-Progress is as follows:

As at March 31, 2023

(₹ in Lakhs)

CWIP	Amount in Capital work in progress for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	888.64	277.51	132.18	1,124.28	2422.61
<b>Total</b>	<b>888.64</b>	<b>277.51</b>	<b>132.18</b>	<b>1124.28</b>	<b>2422.61</b>

As at March 31, 2022

(₹ in Lakhs)

CWIP	Amount in Capital work in progress for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	280.58	397.24	852.54	2,003.61	3,533.97
<b>Total</b>	<b>280.58</b>	<b>397.24</b>	<b>852.54</b>	<b>2003.61</b>	<b>3533.97</b>

# Standalone Financial Statements

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## 3 Investment Property

(₹ in Lakhs)

Particulars	Amount
<b>Opening balance at 1st April, 2021</b>	-
Additions / Adjustments	-
<b>Closing balance at 31st March, 2022</b>	-
Additions on account of Amalgamation (Refer Note no. 51)	<b>1,153.42</b>
<b>Closing balance at 31st March, 2023</b>	<b>1,153.42</b>
Accumulated Depreciation	
<b>Opening balance at 1st April, 2021</b>	-
Charge for the year	-
<b>Closing balance at 31st March, 2022</b>	-
Charge for the year	-
<b>Closing balance at 31st March, 2023</b>	-
Net Block	
As at 31st March, 2023	<b>1,153.42</b>
As at 31st March, 2022	-

**3.1** There were no income and expenditure in respect of investment property during the year.

The fair value of property as estimated was ₹ 1,384.10 lakhs. The Company estimates the fair value of its investment properties based on current prices in market for similar properties and not on the basis of a report issued by a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

Investment in premises has been considered as investment property- Refer Note no. 5.4

**3.2** The title deed of the immovable property in respect of the following property which have been acquired pursuant to Scheme of merger as referred in Note no. 51 with effect from April 1, 2021 are held in the name of transferor company and is pending registration in favour of the Company:

Description of Item of property	Gross carrying value (Rupees in Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held since when	Reason for not being held in the name of the company
Office Premises- Gurugram, Haryana	1,153.42	Sidhant Investment Advisory Private Limited	No	01.4.21	As stated above in Note no. 3.2

## 4 Intangible Assets

(₹ in Lakhs)

Particulars	Computer Software
<b>(A) Gross Carrying Amount</b>	
<b>As at March 31, 2021</b>	<b>23.14</b>
<b>Additions</b>	-
Disposal / Adjustments	-
<b>As at March 31, 2022</b>	<b>23.14</b>
Additions	-
Disposal / Adjustments	-
<b>As at March 31, 2023</b>	<b>23.14</b>

# Standalone Financial Statements

for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Computer Software
<b>(B) Accumulated Amortisation</b>	
As at March 31, 2021	20.74
Charge for the year	1.13
As at March 31, 2022	21.87
Charge for the year	1.13
As at March 31, 2023	23.00
<b>(C) Net Carrying Amount (A-B)</b>	
As at March 31, 2022	1.27
As at March 31, 2023	0.14

4.1 There are no intangible assets which are under development as at the end of reporting period.

## 5 Investments - Non Current

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>Investments in equity Instruments - Unquoted</b>				
<b>i) In Subsidiaries - Measured at Cost</b>				
Sail Bansal Service Centre Limited (Face Value ₹10 each)	48,00,000	480.00	48,00,000	480.00
BMW Iron and Steel Industries Limited (Face Value ₹10 each)	40,50,300	432.07	40,50,300	432.07
Nippon Cryo Private Limited (Face Value ₹100 each)	88,500	272.25	88,500	272.25
<b>ii) Other Bodies Corporate- Measured at Fair value through Profit and Loss (Refer Note no. 51)</b>		-		269.99
<b>iii) Investment in Property - at Cost (Refer Note no. 51 and 5.4)</b>		-		1,153.42
		<b>1,184.32</b>		<b>2,607.73</b>
<b>5.1 Aggregate amount of unquoted investments</b>		<b>1,184.32</b>		<b>1,454.31</b>

5.2 Refer Note No. 51 for merger.

5.3 Details of Subsidiaries in accordance with Ind AS 112 "Disclosure of interests in other entities" :

Details	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest/ voting rights held by the Company	
			As at March 31, 2023	As at March 31, 2022
Sail Bansal Service Centre Limited	Manufacturing	India	60.00%	60.00%
BMW Iron & Steel Industries Limited	Manufacturing	India	100.00%	100.00%
Nippon Cryo Private Limited	Manufacturing	India	100.00%	100.00%

5.4 During the year, based on Management review in terms of resolution dated 15th May, 2023 investment in property carried in the books of one of the subsidiary prior to merger has been categorised and classified as investment property by the company.

5.5 Particulars of Investments as required in terms of Section 186(4) of the Companies Act, 2013, have been disclosed under Note No. 5 above

# Standalone Financial Statements

for the year ended March 31, 2023

## 6 Other Financial Assets- Non Current

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
	<b>(Unsecured, Considered good unless otherwise stated)</b>			
	<b>At amortised cost</b>			
(a)	Security Deposits		526.89	520.37
(b)	Fixed Deposit with Bank (having maturity more than 12 months)	6.1	326.63	391.70
			<b>853.52</b>	<b>912.07</b>

Notes:

6.1 Kept as lien against Bank Guarantee

## 7 Other Non Current Assets

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a)	Capital Advances	7.1	6,932.48	6,094.97
	<b>Advances other than Capital Advances</b>			
(b)	Advance Tax including Tax Deducted at Source	7.2	1,447.04	1,007.05
(c)	Deferred Loss on Financial Instruments	7.3	16.95	-
(d)	Prepaid Expenses		0.80	3.47
			<b>8,397.27</b>	<b>7,105.49</b>

7.1 Capital Advance includes ₹ 1366.77 lakhs (March 31, 2022 ₹ 1366.77 lakhs) given to a foreign supplier against purchase of certain Equipments for which the order have been cancelled and the amount shall therefore be adjusted against future supplies of Equipments to be procured by the Company from the said supplier.

7.2 Advance Tax including Tax deducted at Source as on 31st March, 2023 is net of provision for Income tax of ₹ 2170.80 Lakhs.(P. Y Rs 1696.86 Lakhs)

7.3 Represents the differential arising on the fair valuation of financial assets at amortised cost and are amortised over the tenure of said financial assets.

## 8 Inventories (Valued at lower of cost or estimated Net realisable Value)

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a)	Raw materials		7,524.54	8,064.40
(b)	Work in Progress		538.41	546.67
(c)	Finished goods		2,671.81	2,756.68
(d)	Stores and Spares	6.1	2,651.60	2,392.75
			<b>13,386.36</b>	<b>13,760.50</b>

Notes:

8.1 Refer Note No. 18.1 and 24.1 in respect of charge created on Inventories against borrowings.

# Standalone Financial Statements

for the year ended March 31, 2023

## 9 Trade Receivables - Current

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
	<b>Unsecured</b>			
	Considered Good	9.1	14,048.59	11,928.40
			<b>14,048.59</b>	<b>11,928.40</b>

Notes:

9.1 Trade Receivables are non interest bearing and are generally on credit terms of 30 to 90 days. The ageing of Trade Receivables are as follows:

As at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for the following period from due date of payment						Total
	Within Credit Period	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	8,555.20	1,157.94	1,796.56	644.24	136.60	1,758.05	14,048.59
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good		-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired		-	-	-	-	-	-
<b>Total</b>	<b>8,555.20</b>	<b>1,157.94</b>	<b>1,796.56</b>	<b>644.24</b>	<b>136.60</b>	<b>1,758.05</b>	<b>14,048.59</b>

As at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for the following period from due date of payment						Total
	Within Credit Period	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	4,547.89	2,995.00	1,144.15	260.90	518.77	2,461.69	11,928.40
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-	-

# Standalone Financial Statements

for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for the following period from due date of payment						Total
	Within Credit Period	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(iv) Disputed Trade Receivables – considered good		-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired		-	-	-	-	-	-
<b>Total</b>	<b>4,547.89</b>	<b>2,995.00</b>	<b>1,144.15</b>	<b>260.90</b>	<b>518.77</b>	<b>2,461.69</b>	<b>11,928.40</b>

9.2 Refer Note No. 18.1 and 24.1 in respect of charge created on Trade Receivable against borrowings.

9.3 The concentration of credit risks in respect of manufactured goods sold is limited due to large volume of customer base being from prominent credit worthy unrelated company belonging to the steel sector. In respect of services provided, the Company's significant revenues are derived from one customer which is a well established public limited company listed on stock exchange in India and therefore concentration of credit risk is limited.

9.4 There are no outstanding receivables due from directors or other officers of the Company.

## 10 Other Non Current Assets

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a)	Balances with banks In Current accounts		642.23	20.06
(b)	Cash on hand		69.27	4.66
			<b>711.50</b>	<b>24.72</b>

## 11 Other Bank balances

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
	<b>Earmarked Balances with Banks</b>			
(a)	Fixed Deposit with Bank (having original maturity of more than 3 months and less than 12 Months)	11.1	584.40	478.91
(b)	Unpaid Dividend	11.2	10.69	0.06
			<b>595.09</b>	<b>478.97</b>

Notes:

11.1 Kept as lien against Bank Guarantee.

11.2 Balance with banks on unpaid dividend account represents monies that can be utilised only to pay dividend to equity shareholders against dividend warrants issued to them.

# Standalone Financial Statements

for the year ended March 31, 2023

## 12 Loans

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
<b>(Unsecured, Considered good unless otherwise stated)</b>			
At Amortised Cost			
(a) Loans to bodies corporate	12.1	1,884.34	5,772.75
(b) Loan to employees		-	7.01
		<b>1,884.34</b>	<b>5,779.76</b>

Notes:

12.1 Loan to Bodies Corporate have been granted for the general business purpose and carries interest @ 9% p.a. to 14% p.a.

## 13 Other Financial Assets

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
<b>(Unsecured, Considered good unless otherwise stated)</b>			
At Amortised Cost			
(a) Security Deposit		35.45	35.43
(b) Interest accrued on Deposits		6.45	9.44
(c) Others		0.92	2.91
		<b>42.82</b>	<b>47.78</b>

## 14 Other Non Current Assets

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
Advances other than Capital advances			
(a) Advances against goods and services		5,759.37	2,703.11
(b) Advance to related party	14.1 and 14.2	25.36	35.14
(c) Balances with government authorities		983.31	1,058.59
(d) Prepaid expenses		72.84	61.27
(e) Surplus / Obsolete Assets	14.4	258.68	305.77
(f) Deferred Loss on Financial Instruments	7.3	1.20	-
(g) Advance to employees		8.47	-
(h) Others		9.52	12.12
		<b>7,118.75</b>	<b>4,176.00</b>

Notes:

14.1 Represent amount receivable from subsidiary which is repayable on demand. However considering that the amount so given is strategic in nature to provide support to the subsidiary, interest there against has been waived and has not been accrued.

# Standalone Financial Statements

for the year ended March 31, 2023

## 14.2 Disclosure related to subsidiary company

(₹ in Lakhs)

Particulars	Amount Outstanding as at March 31,2023 (₹ in Lakhs)	Percentage of the total Loans and Advances in the nature of loans as at March 31,2023	Maximum Amount Outstanding during the year ended 2022-23 (₹ in Lakhs)	Amount Outstanding as at March 31,2022 (₹ in Lakhs)	Percentage of the total Loans and Advances in the nature of loans as at March 31,2022	Maximum Amount Outstanding during the year ended 2021-22 (₹ in Lakhs)
Sail Bansal Service Centre Limited	25.36	1.33%	35.14	35.14	0.60%	98.85

14.3 There are no outstanding loans/advances in nature of loan to promoters, key management personnel or other officers of the Company

14.4 Surplus Assets / Obsolete Assets held for disposal are shown at lower of book value and net realizable value.

## 15 Assets classified as held for sale

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
Investment in equity instruments of a subsidiary	15.1	305.22	305.22
		<b>305.22</b>	<b>305.22</b>

Notes:

15.1 The Company entered into a Share Purchase Agreement (SPA) on 04th April, 2017 inter-alia with M/S Anand Itta Bhata Udyog Private Limited for sale of its entire shareholding in Bansal Nepal Private Limited, subsidiary of the company consisting of 508693 equity shares of ₹ 60/- each subject to compliance and completion of the formalities under the Foreign Exchange Management Act and the conditions precedent in terms of the Sale Purchase Agreement. Consequently, the said investments has been classified as held for sale at its realisable value.

## 16 Equity Share Capital

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
<b>Authorised:</b>			
500,000,000 Equity Shares of Re. 1 each (Previous Year 500,000,000 shares of Re. 1 each)		5,000.00	5,000.00
		<b>5,000.00</b>	<b>5,000.00</b>
<b>Issued,Subscribed and fully paid up:</b>			
225,086,460 Equity Shares of Re. 1 each (Previous Year 225,086,460 shares of Re. 1 each)		2,250.86	2,250.86
		<b>2,250.86</b>	<b>2,250.86</b>

Notes:

16.1 The company has one class of equity shares having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, in proportion to their shareholding.

16.2 There has been no changes/movements in number of shares outstanding at the beginning and at the end of the reporting period.

# Standalone Financial Statements

for the year ended March 31, 2023

## 16.3 Shareholders holding more than 5% equity shares

(₹ in Lakhs)

Name of Equity Shareholders	Note No.	Number of Equity Shares Held			
		As at March 31, 2023		As at March 31, 2022	
		No. of Shares	% of Holding	No. of Shares	% of Holding
Ram Gopal Bansal		3,58,31,000	15.92%	3,58,31,000	15.92%
Harsh Kumar Bansal		1,84,64,750	8.20%	1,84,64,750	8.20%
Vivek Kumar Bansal		1,40,39,580	6.24%	1,40,39,581	6.24%
Gaungour Sales Private Limited		4,11,87,500	18.30%	4,11,87,500	18.30%
Tricom Investments Private Limited		1,51,81,661	6.74%	1,50,90,227	6.70%

## 16.4 Shares held by promoters/promoters group at the end of the year

Serial No.	Promoter/Promoter group name	As at March 31, 2023		As at March 31, 2022		% Change during the year
		No. of Shares	% of Holding	No. of Shares	% of Holding	
<b>Promoters</b>						
1	Ram Gopal Bansal	3,58,31,000	15.92%	3,58,31,000	15.92%	-
2	Harsh Kumar Bansal	1,84,64,750	8.20%	1,84,64,750	8.20%	-
3	Vivek Kumar Bansal	1,40,39,580	6.24%	1,40,39,581	6.24%	-
4	Premlata Bansal	94,12,500	4.18%	94,12,500	4.18%	-
5	Shalini Bansal	27,93,250	1.24%	27,93,250	1.24%	-
6	Pratiti Bansal	19,93,250	0.89%	19,93,250	0.89%	-
7	Ram Gopal Bansal(Huf)	5,93,750	0.26%	5,93,750	0.26%	-
<b>Promoters Group</b>						
8	Gaungour Sales Private Limited	4,11,87,500	18.30%	4,11,87,500	18.30%	-
9	Tricom Investments Private Limited	1,51,81,661	6.74%	1,50,90,227	6.70%	0.04%
10	Jani Fincom Private Limited	1,09,23,750	4.85%	1,09,23,750	4.85%	-
11	Bansal Business Private Limited	98,62,889	4.38%	98,62,889	4.38%	-
12	Rolex Trafin Private Limited	44,70,500	1.99%	44,70,500	1.99%	-
13	Bansal Engineering Works Private Limited	18,00,000	0.80%	18,00,000	0.80%	-

16.5 The Company does not have any Holding Company/Ultimate Holding Company.

# Standalone Financial Statements

for the year ended March 31, 2023

## 17 Other Equity

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
<b>Capital Reserve</b>			
As per last Balance Sheet		432.17	432.17
<b>As at Balance Sheet date</b>	17.2	<b>432.17</b>	<b>432.17</b>
<b>Capital Reserve on Amalgamation</b>			
As per last Balance Sheet		104.79	104.79
<b>As at Balance Sheet date</b>	17.2.1	<b>104.79</b>	<b>104.79</b>
<b>Securities Premium</b>			
As per last Balance Sheet		30,536.11	30,536.11
<b>As at Balance Sheet date</b>	17.3	<b>30,536.11</b>	<b>30,536.11</b>
<b>General Reserve</b>			
As per last Balance Sheet		2,207.29	2,207.29
<b>As at Balance Sheet date</b>	17.4	<b>2,207.29</b>	<b>2,207.29</b>
<b>Retained earnings</b>			
As per last balance sheet		18,634.73	15,386.90
Profit for the year		4,414.65	3,292.75
Transfer from Other Comprehensive Income		(8.59)	0.11
Less: Interim dividend	17.7	(450.17)	(45.02)
<b>As at Balance Sheet date</b>	17.5	<b>22,590.62</b>	<b>18,634.73</b>
<b>Other Comprehensive Income</b>			
Other Comprehensive Income for the year		(8.59)	0.11
Transfer to retained earnings		8.59	(0.11)
<b>As at Balance Sheet date</b>	17.6	<b>-</b>	<b>-</b>
		<b>55,870.98</b>	<b>51,915.09</b>

Notes:

17.1 Refer Statement of Changes in Equity for movement in balances of Reserves.

### 17.2 Capital Reserve

Capital Reserve comprises of:

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Government Grant Received	15.00	15.00
Forfeiture of Warrants convertible to Equity Shares	417.17	417.17
<b>Total</b>	<b>432.17</b>	<b>432.17</b>

#### 17.2.1 Capital Reserve on Amalgamation

The reserve was created on amalgamation of eight wholly owned subsidiaries (refer Note no. 51).

### 17.3 Securities Premium

Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under Section 52 of Companies Act, 2013.

# Standalone Financial Statements

for the year ended March 31, 2023

## 17.4 General Reserve

The general reserve is created from time to time by appropriating profits from retained earnings. The general reserve is created by a transfer from one component of equity to another and accordingly it is not reclassified to the Statement of profit and loss.

## 17.5 Retained Earnings

Retained earnings generally represent the undistributed profit/amount of accumulated earnings of the company. This includes Other Comprehensive Income/(Loss) of (₹ 13.05 Lakhs) (March 31, 2022: (₹ 4.47 lakhs)) relating to remeasurement of defined benefit plans (net of tax) which cannot be reclassified to Statement of Profit and Loss.

## 17.6 Other Comprehensive Income

Other Comprehensive Income represents gain/losses on defined benefit obligations which is transferred to retained earnings as stated in Note 17.5 above.

## 17.7 Dividend

The interim dividend approved by the Board of Directors of the Company on 15th February, 2023, at a rate of Re 0.20 per equity share (20%) of Re. 1 each and paid thereafter has been confirmed at the Board Meeting held on 15th May, 2023 as the final dividend for the year ended 31st March, 2023.

## 18 Borrowings

(₹ in Lakhs)

	Particulars	Note No.	As at March 31, 2023		As at March 31, 2022	
			Non current	Current	Non current	Current
	<b>At Amortised Cost</b>					
A	Secured					
(a)	Term loans					
	From banks					
	- Rupee Loan	18.1.1	5,205.84	2,318.94	6,719.84	2,778.50
	From Others	18.1.2	784.67	470.59	1,280.26	472.00
(b)	Vehicle Loan					
	From banks	18.1.3	1,021.62	295.80	-	-
			<b>7,012.13</b>	<b>3,085.33</b>	<b>8,000.10</b>	<b>3,250.50</b>
B	Unsecured					
	From Bodies Corporate	18.1.4	52.85	5.00	48.04	5.00
			52.85	5.00	48.04	5.00
	<b>Total</b>		<b>7,064.98</b>	<b>3,090.33</b>	<b>8,048.14</b>	<b>3,255.50</b>

### 18.1 Nature of Security

**18.1.1** Secured by 1st charge on the moveable and immovable property of Howrah GT road and extension of 2nd charge on the assets provided for working capital loan. It has further been secured by personal guarantee of the three promoter directors of the Company. Rate of interest being 0.35% to 2.25% above Bank Rate and is repayable at unamortised cost as follows:

Financial Year	₹ in Lakhs
2023-2024	2,318.94
2024-2025	2,966.08
2025-2026	1,532.37
2026-2027	642.00
2027-2028	608.83
<b>Total</b>	<b>8,068.22</b>

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for the year ended March 31, 2023

**18.1.2** Secured by hypothecation of first charge over the company's movable and immovable fixed assets at Adityapur and Manifit units. Rate of interest ranges from 8.75% to 10.25% and is repayable at unamortised cost as follows:

Financial Year	₹ in Lakhs
2023-24	470.59
2024-25	360.86
2025-26	138.75
2026-27	138.75
2027-28	138.75
2028-29	7.55
<b>Total</b>	<b>1,255.25</b>

**18.1.3** Secured by hypothecation of vehicles acquired thereagainst. Rate of interest being ranges from 9.25% to 10.25% and is repayable at unamortised cost as follows:

Financial Year	₹ in Lakhs
2023-24	295.80
2024-25	321.04
2025-26	348.43
2026-27	347.12
2027-28	5.04
<b>Total</b>	<b>1,317.43</b>

**18.1.4** Interest free Unsecured Loan at unamortised cost outstanding as on March 31, 2023 is payable as per the repayment schedule as follows:

Financial Year	₹ in Lakhs
2023-2024	5.00
2024-2025	52.85
<b>Total</b>	<b>57.85</b>

**18.1.4** As available from web page of Ministry of Corporate Affairs, charges against assets in respect of secured loans taken have been registered with ROC.

The Company has a system of filing the charge satisfaction e-form with MCA wherever applicable, within the timelines, as and when it receives NOCs from the respective charge holders.

## Standalone Financial Statements

for the year ended March 31, 2023

**18.1.5** In respect of the company's borrowings on the basis of securities of current assets, statements as filed with the banks are in agreement with the then unaudited Books of Account of the company other than those as set out below.

(₹ in Lakhs)

Particulars	Name of the banks	Amount disclosed as per statement	Amount as per books of accounts	Difference	Reason for variance
June, 2021		16859.23	19776.23	2,917.00	The differences are due to the statements being filed with the banks prepared based on unaudited financial statements. Variances observed were however not material.
September, 2021		17840.46	20385.46	2,545.00	
December, 2021	State Bank of India,	19703.13	22804.13	3,101.00	
March, 2022	Punjab National	20800.07	24291.07	3,491.00	
June, 2022	Bank, Yes Bank and	22971.51	25742.51	2,771.00	
September, 2022	IndusInd Bank	22246.04	24849.04	2,603.00	
December, 2022		24083.16	25391.16	1,308.00	
March, 2023		24416.09	27434.09	3,018.00	

**18.1.6** The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken. In respect of the term loans which were taken in the previous year, these were applied in the respective year for the purpose for which the loans were obtained.

### 19 Lease Liability

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
Lease Liability	44	1,701.78	1,612.27
		<b>1,701.78</b>	<b>1,612.27</b>

### 20 Other Financial Liabilities - Non Current

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
<b>At Amortised Cost</b>			
Security Deposit		1,154.37	1,690.96
		<b>1,154.37</b>	<b>1,690.96</b>

### 21 Provision - Non Current

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits	45	187.82	161.87
		<b>187.82</b>	<b>161.87</b>

### 22 Other Financial Liabilities - Non Current

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a) Deferred Tax Assets		(339.92)	(1,473.92)
(b) Deferred Tax Liabilities		3,738.37	3,616.59
<b>Net deferred Tax ( Assets)/ Liabilities</b>		<b>3,398.45</b>	<b>2,142.67</b>

# Standalone Financial Statements

for the year ended March 31, 2023

Components of Deferred tax (Assets)/ Liabilities as at March 31, 2023 are given below :

(₹ in Lakhs)

Particulars	Opening Balance	Charges/ (Credit) recognised in the Statement of Profit and Loss	Charges/ (Credit) recognised in the Other Comprehensive Income	Closing Balance
<b>Deferred Tax Assets</b>				
Defined benefit obligation	43.60	(5.44)	(2.89)	51.93
Lease Rentals and Others	117.68	(22.03)	-	139.71
Carried Forward Business Loss	1,175.37	1,175.37	-	-
Fair Valuation of Financial Instruments	137.27	(11.01)	-	148.28
<b>Total Deferred Tax Assets</b>	<b>1,473.92</b>	<b>1,136.89</b>	<b>(2.89)</b>	<b>339.92</b>
<b>Deferred Tax Liabilities</b>				
Property, plant and equipment	3,616.59	121.78	-	3,738.37
Total Deferred Tax Liabilities	3,616.59	121.78	-	3,738.37
<b>NET DEFERRED TAX (ASSETS)/ LIABILITIES</b>	<b>2,142.67</b>	<b>1,258.67</b>	<b>(2.89)</b>	<b>3,398.45</b>

Components of Deferred tax (Assets)/ Liabilities as at March 31, 2022 are given below :

(₹ in Lakhs)

Particulars	Opening Balance	Charges/ (Credit) recognised in the Statement of Profit and Loss	Charges/ (Credit) recognised in the Other Comprehensive Income	Closing Balance
<b>Deferred Tax Assets</b>				
Defined benefit obligation	44.83	1.20	0.03	43.60
Lease Rentals and Others	94.81	(22.87)	-	117.68
Carried Forward Business Loss	2,561.92	1,386.55	-	1,175.37
Fair Valuation of Financial Instruments	189.25	51.98	-	137.27
<b>Total Deferred Tax Assets</b>	<b>2,890.81</b>	<b>1,416.86</b>	<b>0.03</b>	<b>1,473.92</b>
<b>Deferred Tax Liabilities</b>				
Property, plant and equipment	3,906.22	(289.63)	-	3,616.59
Total Deferred Tax Liabilities	3,906.22	(289.63)	-	3,616.59
<b>NET DEFERRED TAX (ASSETS)/ LIABILITIES</b>	<b>1,015.41</b>	<b>1,127.23</b>	<b>0.03</b>	<b>2,142.67</b>

## 23 Other Non Current Liabilities

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a) Deferred gain on fair valuation of financial instrument	23.1	741.31	157.19
(b) Deferred revenue arising from Government Grants		161.09	195.37
		<b>902.40</b>	<b>352.56</b>

**23.1** Represents the differential arising on the fair valuation of financial liabilities at amortised cost and are amortised over the tenure of said financial liabilities.

# Standalone Financial Statements

for the year ended March 31, 2023

## 24 Borrowings - Current

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
<b>Secured</b>			
From Banks			
Cash credit/Working capital facilities repayable on demand	24.1	11,610.73	12,423.01
Current maturities of long-term debts	18		
From Banks- Term Loan		2,318.94	2,778.50
From Banks- Vehicle Loan		295.80	
From Others		470.59	472.00
Unsecured loan from body corporate		5.00	5.00
		<b>14,701.06</b>	<b>15,678.51</b>

### Notes:

**24.1** Secured primarily by 1st pari-passu charge on movable and immovable fixed assets of the Company's unit at N.H.-6 situated in Andul, Argori and flats at Joyram Villa, Howrah and on the entire current assets of the Company and guaranteed by three promoter directors of the company.

## 25 Lease Liability

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
Current maturities of lease Liability	44	46.12	48.13
		<b>46.12</b>	<b>48.13</b>

## 26 Operational Suppliers Credit

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
<b>From Bank</b>			
Against Purchase LC Discounting	24.1	1,925.51	1,741.69
		<b>1,925.51</b>	<b>1,741.69</b>

### Notes:

**26.1** Operational Suppliers' Credit is availed from bank at interest rate ranging from 4.70% to 7.75 % per annum. These trade credits are largely repayable within 90 days from the date of draw down. Operational Buyer's credit availed is backed by Standby Letter of Credit issued under working capital facilities sanctioned by domestic banks.

## 27 Trade payables- Current

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
Total outstanding dues of Micro Enterprise and Small Enterprises	27.1	-	-
Total outstanding dues of creditors other than Micro Enterprise and Small Enterprises	27.2	1,804.16	1,165.93
		<b>1,804.16</b>	<b>1,165.93</b>

# Standalone Financial Statements

for the year ended March 31, 2023

**27.1** Dues to Micro and Small enterprises as at 31st march, 2023 as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

**27.2** Trade payables are non-interest bearing and are normally settled on 90 day terms.

**27.3** The Ageing of Trade Payables as on 31st March,2023 is as follows:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Within Credit Period	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME						
(ii) Others	1,548.55	84.13	141.94	7.61	21.93	1,804.16
(iii) Disputed dues – MSME						
(iv) Disputed dues - Others						
<b>Total</b>	<b>1,548.55</b>	<b>84.13</b>	<b>141.94</b>	<b>7.61</b>	<b>21.93</b>	<b>1,804.16</b>

The Ageing of Trade Payables as on 31st March,2022 is as follows:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Within Credit Period	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME						
(ii) Others	942.42	177.90	23.68	7.88	14.05	1,165.93
(iii) Disputed dues – MSME						
(iv) Disputed dues - Others						
<b>Total</b>	<b>942.42</b>	<b>177.90</b>	<b>23.68</b>	<b>7.88</b>	<b>14.05</b>	<b>1,165.93</b>

## 28 Other financial liabilities- Current

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a) Financial Liabilities at amortised cost			
Security Deposit		50.29	40.73
(b) Liabilities for Capital Goods			
Total outstanding dues of micro enterprise and small enterprises		-	-
Total outstanding dues of Creditors other than micro enterprise and small enterprises		91.94	161.15
(c) Payables to Employees		156.92	125.65
(d) Unpaid dividend		10.69	0.06
(e) Interest Accrued but not due		7.60	12.68
(f) Interim Dividend		-	45.02
(g) Payable to Others		722.64	624.59
		<b>1,040.08</b>	<b>1,009.88</b>

Notes:

**28.1** There are no dues to Micro and Small enterprises with regard to the supplier of capital goods as at 31st march, 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

# Standalone Financial Statements

for the year ended March 31, 2023

## 29 Other Current liabilities

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a) Advances received from customers	29.1	277.35	414.01
(b) Statutory Dues (Goods and Service Tax, Provident Fund, Tax Deducted at Source etc.)		50.91	47.16
(c) Deferred gain on fair valuation of financial instruments	23.1	151.92	158.53
(d) Deferred revenue arising from Government Grants		34.28	34.28
(e) Others		0.08	0.08
		<b>514.54</b>	<b>654.06</b>

### 29.1 Contract Balances

Advance from customers is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards products or services to be provided in future periods. Revenue is recognised once the performance obligation is met i.e. once the control over a product or service has been transferred to the customer.

## 30 Provisions- Current

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits	45	18.51	11.34
		<b>18.51</b>	<b>11.34</b>

## 31 Revenue from Operations

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Sale of Products	31.1	5,295.04	3,707.10
(b) Conversion Income		42,999.01	34,118.06
(c) <b>Other Operating Revenue</b>			
Transportation Charges, Supervision and Services		2,473.95	2,793.59
		<b>50,768.00</b>	<b>40,618.75</b>

Notes

### 31.1 Disaggregation of Revenue

#### Revenue based on Geography

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Domestic		50,768.00	40,618.75
Export		-	-
<b>Total</b>		<b>50,768.00</b>	<b>40,618.75</b>

# Standalone Financial Statements

for the year ended March 31, 2023

## 32 Other Income

		₹ in Lakhs	
Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Interest Income			
- Financial Instruments measured at amortised Cost	32.1	158.99	226.09
- on loans, deposits and others		212.80	111.30
Other non-operating income (net of expenses directly attributable to such income)			
(b) Government Grant		34.28	34.28
(c) Insurance Claim		10.48	347.90
(d) Gain on sale of Property, Plant and Equipment and Capital Assets (net)		410.75	440.61
(e) Liabilities no longer required written back		0.29	61.78
(f) Miscellaneous Income		47.68	31.84
		<b>875.27</b>	<b>1,253.80</b>

**32.1** Includes ₹ Nil (Previous Year ₹9.97 Lakhs) arising due to fair value adjustments on prepayments of certain non-current borrowings during the year. Correspondingly, ₹ Nil (Previous Year ₹ 13.34 Lakhs) in this respect have been shown under Finance costs. (Refer Note 36.1)

## 33 Cost of Materials Consumed

		₹ in Lakhs	
Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Raw Materials Consumed		22,073.34	16,263.08
		<b>22,073.34</b>	<b>16,263.08</b>

## 34 Changes in stock of finished goods, stock in trade and work-in-progress

		₹ in Lakhs	
Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Opening Stock</b>			
Finished Goods		2,756.68	2,302.80
Work in Progress		546.67	549.42
		<b>3,303.35</b>	<b>2,852.22</b>
<b>Less: Closing Stock</b>			
Finished Goods		2,671.81	2,756.68
Work in Progress		538.41	546.67
		<b>3,210.22</b>	<b>3,303.35</b>
<b>(Increase)/ Decrease in Inventories of Finished goods, Stock-in-Trade and Work-in-Progress</b>		<b>93.13</b>	<b>(451.13)</b>

# Standalone Financial Statements

for the year ended March 31, 2023

## 35 Employee benefits expense

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Salaries and wages		1,819.50	1,679.40
(b) Contribution to provident fund	45	50.68	45.16
(c) Staff welfare expenses		29.64	56.83
		<b>1,899.82</b>	<b>1,781.39</b>

## 36 Employee benefits expense

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Interest on Financial liabilities at Amortised Cost</b>			
on Borrowings	36.1	2,212.23	2,153.26
on lease liability		155.81	144.85
		<b>2,368.04</b>	<b>2,298.11</b>

**36.1** Includes ₹ Nil (Previous Year ₹ 13.34 lakhs) arising due to fair value adjustments on prepayments of certain non-current borrowings during the year. Correspondingly, ₹ Nil (Previous Year ₹ 9.97 lakhs) in this respect have been shown under Other Income. (Refer Note 32.1)

## 37 Depreciation and Amortisation Expenses

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>on Property, Plant and Equipment (including right of use asset)</b>	2	3,339.63	4,303.50
Amortisation on Intangible Assets	4	1.13	1.13
		<b>3,340.76</b>	<b>4,304.63</b>

**37.1** Refer Note No. 2.4

## 38 Other Expenses

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Consumption of stores and spares		1,794.83	2,304.57
Power and Fuel		7,622.73	5,443.53
Rent	44.2	143.31	181.17
Repairs and Maintenance:			
Building		0.65	0.02
Plant and Machinery		302.88	264.09
Rates and Taxes		101.16	104.10
Transportation Charges Paid		2,094.17	1,892.85
Directors' Sitting Fees		0.65	0.61
Carriage inward		47.90	28.08
Auditor's Remuneration	38.1	30.00	30.20
Irrecoverable Balances written off (net)		329.64	200.75
Corporate Social Responsibility	38.2	79.71	61.11
Miscellaneous expenses		3,173.29	2,642.68
		<b>15,720.92</b>	<b>13,153.76</b>

# Standalone Financial Statements

for the year ended March 31, 2023

## 38.1 Auditor's Remuneration includes:

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Audit Fees		17.00	17.00
(b) Tax Audit Fees		3.00	3.00
(c) Certifications and other Services		10.00	10.20
		<b>30.00</b>	<b>30.20</b>

## 38.2 Corporate Social Responsibility

The Company was required to spend an amount of Rs NIL (Previous Year Rs Nil ) on CSR as per the provisions of section 135 of the Companies Act , 2013. The Company has during the year spent ₹ 79.71 Lakhs( Previous Year ₹ 61.11 lakhs) Also Refer Note . 38.2.1

### 38.2.1 Amount Spent during the year 2022-2023

Particulars	₹ in Lakhs		
	In Cash	Total Yet to Be Paid in cash	Total
i Construction/acquisition of any assets	NIL	Nil	NIL
ii <b>On purpose other than (i) above</b>			
Contribution to Trust for health, education, skill, environment and other development	79.71	Nil	79.71

### Amount Spent during the year 2021-2022

Particulars	₹ in Lakhs		
	In Cash	Total Yet to Be Paid in cash	Total
i Construction/acquisition of any assets	NIL	Nil	NIL
ii <b>On purpose other than (i) above</b>			
Contribution to Trust for health, education, skill, environment and other development	61.11	Nil	61.11

### 38.2.1 Details of Excess Amount Spent

Particulars	Notes No.	₹ in Lakhs	
		March 31, 2023	March 31, 2022
Amount required to be spent during the year as per Section 135 of Companies Act 2013		-	-
<b>Balance amount required to be spent during the year</b>		-	-
Amount spent during the year		79.71	61.11
<b>Excess amount spent during the year</b>		79.71	61.11
Excess amount spent of earlier years		67.82	6.71
<b>Total amount spent in excess of requirement which is available for set off against future obligation</b>		<b>147.53</b>	<b>67.82</b>

### 38.2.2 Refer Note No. 46 for Related Party Transactions

# Standalone Financial Statements

for the year ended March 31, 2023

## 39 Tax Expense

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Tax Expense</b>			
Current Tax			
Provision for current tax		473.94	102.73
Total Current tax expense recognised in the current year		473.94	102.73
Deferred Tax			
In respect of Current Year		1,258.67	1,127.23
Total Deferred tax expense recognised in the current year		1,258.67	1,127.23
Total Tax expense recognised in the current year in Profit and Loss		<b>1,732.61</b>	<b>1,229.96</b>

### 39.1 Reconciliation of Income Tax Expenses for the year with accounting profit as follows:

Taxable Income differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Details in this respect are as follows :

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Profit before tax</b>		6,147.26	4,522.71
Income tax expense calculated at 25.17% and 25.17% for March 31, 2023 and March 31, 2022 respectively as applicable for corporate entities on taxable profits under the Indian tax laws.		1,547.14	1,138.27
<b>Add: Effect of Expenses that are not deductible in determining taxable profit</b>			
Effect of temporary differences on account of tax of earlier periods		-	-
Expenses not allowed for tax purpose		20.06	17.81
Certain expenses to be allowed on payment basis		-	-
Effect of fair valuation of Financial assets and Financial Liabilities		-	-
Effect of change in tax rate and others		165.41	73.88
<b>Less : Effect of Expense/income that are deductible/not taxable in determining taxable profit</b>			
Certain expenses to be allowed on payment basis		-	-
Effect of temporary differences on account of tax of earlier periods		-	-
Effect of fair valuation of Financial assets and Financial Liabilities		-	-
Effect of other adjustments		-	-
Effect of change in tax rate and others		-	-
<b>Income Tax recognised in the Statement of profit and loss</b>		<b>1,732.61</b>	<b>1,229.96</b>

The tax rate used for reconciliations above is the corporate tax rate of 22% plus applicable surcharge and cess etc. as applicable for corporate entities in India.

# Standalone Financial Statements

for the year ended March 31, 2023

## 39.2 Income Tax recognised in Other Comprehensive Income

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Profit before tax</b>			
Deferred tax (charge)/ Credit on		2.89	(0.03)
<b>Remeasurement of defined benefit obligation</b>		2.89	(0.03)
<b>Total income tax recognised in other comprehensive income</b>			
<b>Bifurcation of the income tax recognized in Other comprehensive income into :</b>			
Items that will be reclassified to profit or loss		-	-
Items that will not be reclassified to profit or loss		2.89	(0.03)

## 39.3 Components of Other Comprehensive Income

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Items that will not be reclassified to profit or (loss)</b>			
Remeasurement of defined benefit obligation (Net of Tax)		(8.59)	0.11
		<b>(8.59)</b>	<b>0.11</b>

## 40 Contingent Liabilities and Commitments (to the extent not provided for)

	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>A. Contingent Liabilities</b>		
<b>Claims against the Company not acknowledged as Debt</b>		
Income tax demands under appeal- Disallowances contested by Company	178.34	178.34

**40.A.1** The Company's pending litigation comprises of claim against the Company and proceeding pending tax/ statutory/Government authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its standalone Financial Statements. The Company does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of above claim are dependent upon the outcome of judgments / decisions.

	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>B. Capital and Other Commitments</b>		
Capital commitments {net of advances of ₹ 6932.48 lakhs (Previous Year - ₹ 6094.97 lakhs)}	615.00	326.42

### 40.B.1 Disclosure as required by Indian Accounting Standard (Ind AS) 37 Provisions, Contingent Liabilities and Contingent Assets

#### Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the entity. During the normal course of business, unresolved claims remains outstanding. The inflow of economic benefits, in respect of such claims cannot be measured due to uncertainties that surround the related events and circumstances.

# Standalone Financial Statements

for the year ended March 31, 2023

41 Trade Receivables, Trade payables and advances recoverable are subject to confirmation/reconciliation and consequential adjustments, if any arising thereof. In the opinion of the management, current assets, loans and advances will have value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet

## 42 Earnings Per Share

₹ in Lakhs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Profit/(Loss) after Tax for Basic & Diluted Earnings Per Share as per Statement of Profit and Loss (₹)	4,414.65	3,292.75
b) Number of Equity Shares (Nos):		
(i) Weighted average number of equity shares outstanding during the period	22,50,86,460	22,50,86,460
(ii) Dilutive Potential Equity shares	Nil	Nil
Nominal value per equity share (Re.)	1	1
c) Earnings per share of Equity share of Re.1 each (in ₹) - Basic (a/b(i))	1.96	1.46
d) Earnings per share of Equity share of Re.1 each (in ₹) - Diluted (a/b(i))	1.96	1.46

## 43 Segment Reporting

(i) The Company has one operating business segment viz, manufacturing, selling and processing of steel and all other activities are incidental to the same.

### (ii) Information about Major Customer

Revenue from Conversion Income of steel and steel products include sale of service to one Public Company pertaining to the Steel sector which account for more than 10% and amounting to ₹ 43236.23 lakhs (March 31, 2022 - ₹ 33,462.51 lakhs) in the aggregate total revenue of the Company.

## 44 Disclosure as per Ind AS 116 "Leases"

### Treatment of Leases as per Ind AS 116

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

The Company has applied the following practical expedients on initial application of Ind AS 116

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Excluded the initial direct costs, if any from the measurement of the right-of-use asset at the date of recognition of right-of-use asset.

## Standalone Financial Statements

for the year ended March 31, 2023

- d) Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.
- e) The weighted average incremental borrowing rate applied to leases recognised during the FY 2022-23 is 9.50%

**44.1** (i) Nature of lease: The Company's significant leasing arrangements is in respect of Land and Premises for offices on lease which are not non-cancellable and are usually renewable on mutually agreeable terms

**44.2** (ii) The Company has incurred ₹143.31 Lakhs and 181.17 Lakhs for the year ended March 31, 2023 and March 31, 2022 respectively towards rental expenses relating to short term leases and leases of low value assets. The total cash outflow for leases is ₹211.62 Lakhs and 235.16 Lakhs for the year ended March 31, 2023 and March 31, 2022 respectively.

### 44.3 The following is the movement in lease liabilities:

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Opening	1,660.40	1,543.13
Additions	-	26.41
Finance cost accrued during the period	155.81	144.85
Payment of lease liabilities	(68.31)	(53.99)
Closing Balance	1,747.90	1,660.40

### 44.4 The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Not later than one year	56.05	58.24
Later than one year and not more than five years	104.20	206.32
Later than five years	2,47,567.65	2,47,573.41

## 45 Employee Benefits

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. This is an unfunded plan

The Company also has certain Defined Contribution plans. Contributions are made to provident fund in India at the rate of 12% of salary of the employees covered as per the regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

As per Indian Accounting Standard 19 "Employee Benefits" (Ind AS - 19), the disclosures of Employee Benefits are given below

### i) Defined Contribution Scheme

Contribution to Defined Contribution Plan, recognized for the year are as under :

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
		50.68	45.14

# Standalone Financial Statements

for the year ended March 31, 2023

## ii) Defined Benefit Scheme

The Company has defined benefit plan comprising of gratuity. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) actuarial Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

	₹ in Lakhs	
<b>For Gratuity (Unfunded)</b>	<b>2022-23</b>	<b>2021-22</b>
<b>A Change in fair value of Defined Benefit Obligation :</b>		
Present Value of Defined Benefit Obligations as at the beginning of the year	173.21	178.06
Current Service Cost	27.58	24.92
Past Service Cost	-	-
Interest Cost	12.15	11.83
Benefit Paid	(18.09)	(41.46)
Actuarial (Gain) / Losses	11.48	(0.14)
<b>Present Value of Defined Benefit Obligations as at the end of the year</b>	<b>206.33</b>	<b>173.21</b>

	₹ in Lakhs	
	<b>2022-23</b>	<b>2021-22</b>
<b>B Change in Fair Value of plan Assets :</b>		
Fair value of Plan Assets at the beginning of the year	-	-
Expected Return on Plan assets	-	-
Cotributions by the Employers	-	-
Benefit paid	-	-
Actuarial Gains/(Losses)	-	-
Fair value of plan Assets at the end of the year	-	-

	₹ in Lakhs	
	<b>2022-23</b>	<b>2021-22</b>
<b>C Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:</b>		
Present Value of Defined Benefit Obligations as at the end of the year	206.33	173.21
Fair value of Plan Assets at the end of the year	-	-
<b>Liability / (Assets) recognized in the Balance Sheet</b>	<b>206.33</b>	<b>173.21</b>

	₹ in Lakhs	
	<b>2022-23</b>	<b>2021-22</b>
<b>D Components of Defined Benefit Cost</b>		
Current Service Cost	27.58	24.92
Past Service Cost	-	-
Interest Cost	12.15	11.83
Expected Return on Plan Assets	-	-
Net Actuarial (Gain)/ Loss on remeasurement recognized in OCI	11.48	(0.14)
<b>Total Defined Benefit Cost recognized in the Statement of Profit and Loss and OCI</b>	<b>51.21</b>	<b>36.61</b>

# Standalone Financial Statements

for the year ended March 31, 2023

	₹ in Lakhs	
	2022-23	2021-22
<b>E Principal Actuarial Assumptions used</b>	7.50%	7.25%
Discounted Rate (per annum) Compound	6.00%	6.00%
Salary Inflation Rate	IALM 2012-2014 ULTIMATE	IALM 2012-2014 ULTIMATE
Mortality Rate	1.00%	1.00%
Attrition Rate	58 Years	58 Years
Retirement age	NA	NA
Expected Rate of return on Plan Assets	51.21	36.61

	₹ in Lakhs				
Experience History	2022-23	2021-22	2020-21	2019-20	2018-19
<b>F Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact)</b>					
Present Value of Defined Benefit Obligations	206.33	173.21	178.06	294.42	222.65
Fair value of Plan Assets	-	-	-	-	-
Status [Surplus/(Deficit)]	206.33	173.21	178.06	294.42	222.65
Experience Adjustment on Plan Assets [Gain/(Loss)]					
Experience Adjustment on Obligation [Gain/(Loss)]					

## G. Sensitivity analysis

Particulars	(₹ in Lakhs)			
	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Increase	Decrease	Increase	Decrease
<b>Discount Rate (-/+ 0.5%)</b>	194.34	219.45	162.45	185.01
%Change Compared to base due to sensitivity	-5.81%	6.36%	-6.21%	6.82%
Salary Growth (-/+ 0.5%)	218.74	194.54	184.36	162.65
%Change Compared to base due to sensitivity	6.01%	-5.72%	6.44%	-6.09%
Attrition Rate (-/+ 10%)	206.78	205.90	173.57	172.83
%Change Compared to base due to sensitivity	0.22%	-0.21%	0.21%	-0.21%
Mortality Rate (-/+ 10%)				
%Change Compared to base due to sensitivity				

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

# Standalone Financial Statements

for the year ended March 31, 2023

## H. Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

(₹ in Lakhs)

Financial Year	Gratuity (₹)
01 April 2023 to 31 March 2024	18.51
01 April 2024 to 31 March 2025	3.12
01 April 2025 to 31 March 2026	3.59
01 April 2026 to 31 March 2027	10.35
01 April 2027 to 31 March 2028	17.92
01 April 2028 Onwards	69.51

₹ in Lakhs

	2022-23	2021-22
<b>I</b> Average number of people employed	356	335

## 46 Related Party Transactions

Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on "Related Party Disclosures" are as follows:

### A) Name of related parties and related party relationship:

<b>Subsidiaries</b>	SAIL Bansal Service Centre Limited
	Nippon Cryo Private Limited
	BMW Iron and Steel Industries Limited
	Bansal Nepal Private Limited (Refer Note No 15.1)
<b>Key Managerial Personnel</b>	Ram Gopal Bansal (Whole Time Director)
	Harsh Kumar Bansal (Managing Director)
	Vivek Kumar Bansal (Managing Director)
	Premlata Bansal (Relative of a Director)
	Shalini Bansal (Relative of a Director)
	Pratiti Bansal (Relative of a Director)
	Rampriya Sharan (Independent Director)
	Sunil Kumar Parik (Independent Director)
<b>Enterprises over which Key Managerial Personnel has significant influence</b>	Monika Chand (Independent Director)
	Bansal Foundation
	Gaungour Sales Private Limited
	Tricom Investments Private Limited
	Ram Gopal Bansal (HUF)
	Jani Fincom Private Limited
	Bansal Business Private Limited
	Rolex Trafin Private Limited
	Bansal Engineering Works Private Limited
	JIT Transport Organisation

# Standalone Financial Statements

for the year ended March 31, 2023

## B) Nature of Transaction with the related parties referred to in serial no. (A) above

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(i) Sales</b>			
BMW IRON & STEEL INDUSTRIES LTD.		54.59	183.82
Nippon Cryo Private Limited		-	47.59
<b>(ii) Conversion Income</b>			
Nippon Cryo Private Limited		238.62	606.59
<b>(iii) Transportation Charges</b>			
BMW Iron and Steel Industries Limited		1370.00	1634.18
<b>(iv) Rent Paid</b>			
Ramgopal Bansal		15.00	15.00
<b>(v) Remuneration</b>			
Ramgopal Bansal		156.00	156.00
Harsh Kumar Bansal		120.00	120.00
Vivek Kumar Bansal		120.00	120.00
Debasish Basu		-	0.16
Rampriya Sharan		0.22	0.14
Sunil Kumar Parik		0.32	0.25
Manika Chand		0.11	0.06
<b>(vi) Rent Received</b>			
JIT Transport Organisation		25.20	25.20
<b>(vii) Interim Dividend Paid</b>			
Ram Gopal Bansal		71.66	7.17
Harsh Kumar Bansal		36.93	3.69
Vivek Kumar Bansal		28.08	2.81
Premlata Bansal		18.83	1.88
Shalini Bansal		5.59	0.56
Pratiti Bansal		3.99	0.40
Ram Gopal Bansal(Huf)		1.19	0.12
Gaungour Sales Private Limited		82.38	8.24
Tricom Investments Private Limited		30.36	3.02
Jani Fincom Private Limited		21.85	2.18
Bansal Business Private Limited		19.73	1.97
Rolex Trafin Private Limited		8.94	0.89
Bansal Engineering Works Private Limited		3.60	0.36
<b>(viii) Donations</b>			
Bansal Foundation		17.75	32.50

## C) Balances of Related parties is as follows:

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(i) Outstanding Balances (Receivables)</b>			
Sail Bansal Service Centre Limited		25.36	35.14
BMW Iron and Steel Industries Limited		2,362.91	1,503.28
Nippon Cryo Private Limited		616.39	965.88
JIT Transport Organisation		15.88	4.82

# Standalone Financial Statements

for the year ended March 31, 2023

## D) The remuneration of directors and other members of key management personnel during the year as follows:

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
Short-term employee benefits		396.65	396.61
Post-employment benefits		-	-

## E) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. The Company has not provided any guarantee to related parties towards their borrowing facilities. For the year ended March 31, 2023, the Company has not recorded any impairment allowances in respect of receivables relating to amounts owed by related parties (March 31, 2022 ₹ NIL). This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates.

F) The above related parties information is as identified by the management and relied upon by the auditor.

G) Refer Note no. 51

## 47 FINANCIAL INSTRUMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets (Current and Non-Current)</b>				
<b>Financial Assets measured at Amortised Cost</b>				
Trade Receivables	14,048.59	14,048.59	11,928.40	11,928.40
Cash and cash equivalents	711.50	711.50	24.72	24.72
Other Bank Balances	595.09	595.09	478.97	478.97
Investments	1,184.32	1,184.32	2,607.73	2,607.73
Loans	1,884.34	1,884.34	5,779.76	5,779.76
Other Financial Assets	896.33	896.33	959.85	959.85
<b>Financial Liabilities (Current and Non-Current)</b>				
<b>Financial Liabilities measured at Amortised Cost</b>				
Borrowings	21,766.04	21,766.04	23,726.65	23,726.65
Trade Payables	1,804.16	1,804.16	1,165.93	1,165.93
Operational Suppliers Credit	1,925.51	1,925.51	1,741.69	1,741.69
Other Financial Liabilities	<b>3,942.35</b>	<b>3,942.35</b>	<b>4,361.24</b>	<b>4,361.24</b>

# Standalone Financial Statements

for the year ended March 31, 2023

## Fair Valuation Techniques

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values : The fair value of cash and cash equivalents, trade receivables and payables, current financial liabilities and assets and borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the Standalone Financial Statements approximate their fair values.

Fair Value of Long term debt approximates their carrying value subject to adjustments made for transaction cost. The non current financial assets represent security deposits given to government authorities and for the purpose of day-to-day utilities of the Company and therefore the need of fair valuation does not arise in such a case.

A substantial portion of the company's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Fair value of variable interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost.

Fair value of Security deposits and Unsecured Loans from Bodies Corporate have been determined on Effective interest Rate method(EIR) and differential thereof has been recognised as deferred loss/gain and to be recognised to profit and loss over the tenure of the instrument .

Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the market place. The inputs used for forward contracts are Forward foreign currency exchange rates."

## Derivative Instruments

The Company follows risk management policies, including the use of derivatives to hedge its exposure to foreign currency fluctuations on foreign currency

assets / liabilities. The counter party in these derivative instruments is a bank and the Company considers the risks of non-performance by the counterparty as non-material.

## FINANCIAL RISK FACTORS

The Company's financial liabilities comprise mainly of borrowings, trade and other payables. The Company's financial assets comprise mainly of cash and cash equivalents, other balances with banks including Fixed Deposits with Banks, trade receivables and other receivables, Deposits and Investments.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Company's senior management oversees the management of these risks. The Board of Director reviews and agrees policies for managing each of these risks, which are summarised below:

## MARKET RISK

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk such as equity price risk and commodity risk. Financial instruments affected by market risk includes borrowings, investments, trade payables and trade receivables.

## Interest Rate Risk

The company's exposure in market risk relating to change in interest rate primarily arises from floating rate borrowing with banks and others. Interest rate risks is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the company's cash flows as well as costs. There are certain borrowings at fixed interest rate which exposes the company to the fair value interest rate risk, however exposure in such borrowings is not significant.

Further there are deposits with banks which are for short term period and are exposed to interest rate risk, falling due for renewal

With all other variables held constant, the following table demonstrates the impact of the borrowing cost on the Profit or Loss with respect to floating rate portion of loans and borrowings

₹ in Lakhs

Nature of Borrowing	Increase in basis points	For the year ended March 31, 2023	For the year ended March 31, 2022
Post-employment benefits	+0.50	(96.04)	391.04

# Standalone Financial Statements

for the year ended March 31, 2023

A decrease in 0.50 basis point in Rupee Loan would have an equal and opposite effect on the Company's Standalone Financial Statements

## Foreign Currency Risk

"Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's trade receivables and trade payables.

The Company evaluates the impact of foreign exchange rate fluctuation by assessing its exposure to exchange rate risks.

## CREDIT RISK

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and other financial assets including deposits with Bank. Exposure to credit risk is monitored on an ongoing basis. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable.

The Company's exposure of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties

The carrying amount of respective financial assets recognised in the Standalone Financial Statements, represents the Company's maximum exposure to credit risk. The concentration of credit risk is limited due to the customer base being well established, large and unrelated.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in

## Interest rate and currency of borrowings

As at March 31, 2023

(₹ in Lakhs)

Particulars	Total Borrowings	Fixed Rate Borrowings	Floating Rate Borrowings	Interest free borrowings	Weighted average interest rate (%)
Borrowings in INR	21,766.04	1,317.42	20,390.77	57.85	8.27%

respect of trade and other receivables. Receivables from customers are reviewed/evaluated periodically by the management and appropriate impairment allowances for doubtful debts are made to the extent recovery there against has been considered to be remote.

## Financial assets that are neither past due nor impaired

Cash and cash equivalents and deposits are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

## Financial assets that are past due but not impaired

Trade receivables amounts that are past due at the end of the reporting period against which no credit losses has been expected to arise.

## LIQUIDITY RISK

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital loans from banks. The company relies on borrowings and internal accruals to meet its fund requirement. The current committed line of credit are sufficient to meet its short to medium term fund requirement.

## Liquidity and interest risk tables

The following tables detail the Company's contractual maturity for its non derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows as at balance sheet date:

# Standalone Financial Statements

for the year ended March 31, 2023

As at March 31, 2022

(₹ in Lakhs)

Particulars	Total Borrowings	Fixed Rate Borrowings	Floating Rate Borrowings	Interest free borrowings	Weighted average interest rate (%)
Borrowings in INR	23,726.65	-	23,673.61	53.04	7.85%

## Maturity Analysis of unamortised Financial Liabilities

As at March 31, 2023

(₹ in Lakhs)

	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Borrowings	21,766.04	11,610.73	1,528.05	1,562.28	7,064.98	21,766.04
Trade payables	1,804.16	-	1,804.16	-	-	1,804.16
Operational Suppliers Credit	1,925.51	-	1,925.51	-	-	1,925.51
Other Liabilities	3,942.35	10.69	3,931.65	-	-	3,942.34

As at March 31, 2022

(₹ in Lakhs)

	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Borrowings	23,726.65	12,423.01	1,819.31	1,436.19	8,048.14	23,726.65
Trade payables	1,165.93	-	1,165.93	-	-	1,165.93
Operational Suppliers Credit	1,741.69	-	1,741.69	-	-	1,741.69
Other Liabilities	4,361.24	0.06	4,361.18	-	-	4,361.24

The company has current financial assets which will be realised in ordinary course of business. The Company ensures that it has sufficient cash on demand to meet expected operational expenses.

The company relies on mix of borrowings and operating cash flows to meet its need for funds and ensures that it does not breach any financial covenants stipulated by the lender.

### (a) Capital Management

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Company's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Company is focused on keeping strong total equity base to ensure independence, security, as well as high financial flexibility for potential future borrowings.

The gearing ratio is as follows:

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Borrowings	21,766.04	23,726.65
Less : Cash and Cash Equivalents	711.50	24.72
Net Debt	21,054.54	23,701.93
Equity	58,121.84	54,165.95
Equity and Net Debt	79,176.38	77,867.88
Gearing Ratio	0.27	0.30

# Standalone Financial Statements

for the year ended March 31, 2023

## 48 The Ratio Analysis and its elements

Sl. No.	Ratio	Numerator	Denominator	31st March, 2023	31st March, 2022	% Change	Reason for variance (where change is more than 25 %)
(1)	Current ratio	Current Assets	Current Liabilities	1.88	1.78	5.75%	
(2)	Debt- Equity Ratio	Long Term Borrowing (+) Current Maturities on long term debt (+) Total lease liabilities	Total Equity Computed as : Share Capital(+) Other Equity"	0.20	0.24	-14.43%	
(3)	Debt Service Coverage ratio	Profit for the year [i.e. Profit after tax] (+) Depreciation and Ammortisation expense(+) Finance cost	Finance cost(+) Current Lease Liabilities + Current Maturities of Long Term Debt	1.98	1.90	4.34%	
(4)	Return on Equity ratio	Profit for the year [i.e. Profit After Tax]	Average Total Equity	0.08	0.06	25.47%	Profit for the year increased as compared to previous year
(5)	Inventory Turnover ratio	Revenue from operations	Average total Inventory	3.56	2.96	20.06%	
(6)	Trade Receivable Turnover Ratio	Revenue from operations	Average Trade Receivable	3.91	3.84	1.86%	
(7)	Trade Payable Turnover Ratio	Total Purchases	Closing Trade Payables	5.55	9.50	-41.61%	Increased in outstanding amount of Trade Payables during the year.
(8)	Net Capital Turnover Ratio	Revenue from operations	Average Working capital computed as Average Current Assets (-) Average Current Liabilities	2.86	2.56	11.94%	
(9)	Net Profit ratio	Profit for the year [i.e. Profit After Tax]	Revenue from operations	0.09	0.08	7.27%	
(10)	Return on Capital Employed	Profit Before tax(+) Exceptional Items (+) Interest on long term borrowings (+) Interest on Lease Liability	Average Capital Employed Capital Employed Computed as Total Equity(-) Intangible assets (+) Long Term Borrowings (+) Current maturities of long term debt(+) Total lease liabilities(+) Deferred tax liabilities"	0.11	0.09	21.05%	
(11)	Return on Investment	Interest income on financial assets carried at amortised cost	Average Investment	-	-	-	

# Standalone Financial Statements

for the year ended March 31, 2023

## 49 Disclosure for Stuck off companies

Based on the information to the extent available with the company, there were no transactions with the companies struck off under section 248 of the Companies Act, 2013

## 50 Disclosure regarding borrowed funds have been considered part of other disclosures :

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## 51 Business Combination

- A) Pursuant to Order dated March 23, 2023 of Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT) has approved the scheme of Arrangement for Amalgamation (the Scheme) of eight wholly owned subsidiaries ("the subsidiaries") namely Confident Financial Consultancy Private Limited(CFCPL), Fairplan Vintrade Private Limited(FVPL), Nageshwar Trade-Link Private Limited(NTLPL), Narayan Dealcom Private Limited(NDPL), Perfect Investment Consultancy Private Limited(PICPL), Shri Hari Vincom Private Limited(SHVPL), Siddhi Vinayak Commosales Private Limited(SVCPL) and Sidhant Investment Advisory Private Limited(SIAPL) (herein after collectively referred to as Transferor companies) with its holding company BMW Industries Limited (BMWIL).
- B) The appointed date of amalgamation was 1.04.2021 and on the copy of order being filed with the Registrar of Companies, the same has since become effective on May 15, 2023. Thereby, these transferor companies stands amalgamated with BMWIL with effect from the said appointed date. The said Amalgamation has been given effect to in these financial statements as per pooling of interest method in accordance with Appendix- C of Ind AS

103 applicable for Business combination of entites under common control.The said Amalgamation has been given effect by restating the financial statement of the Company from the beginning of the preceding financial year i.e. April 1, 2021, as if the amalgamation of transferor companies had occurred from the beginning of the appointed date in line with the clarification issued by the Ministry of Corporate Affairs vide circular no. 09/2019 dated August 21, 2019. The restated financial statement of the Company has been approved by the Board of Directors on May 15, 2023.

- C) The scheme provides for the merger of transferor companies with the Company upon the scheme becoming effective with effect from the appointed date, and thereby as stated above these subsidiaries shall stand amalgamated with the Company, as a going concern, without any further deed or act, together with all the properties, assets, rights, liabilities, benefits and interest therein, subject to any existing lien or lis pendens, which shall be deemed to be modified in line with the provisions of the Scheme.
- D) Pursuant to the scheme of arrangement:
- (i) The Company has recorded all assets and liabilities of the transferor companies amalgamated, at their respective book values thereof as appearing in the books of transferor companies at the close of business day immediately preceding the appointed date. The balances of Assets and Liabilities of transferor companies as on the opening of appointed date has been considered based on the financial Statements of transferor company audited by the statutory auditors of the respective companies and as approved by the Board of Directors of the respective companies.
- (a) The Securities Premium and other reserves standing in the books of these transferor companies have been included in the books of the company in the same form as appearing in the financial statements of these transferor companies ;
- (b) The Share capital of the subsidiaries issued to the company stands cancelled and differential of ₹ 104.79 lakhs with respect to the cost of investment in the books of BMWIL and face value thereof have been adjusted to Capital Reserve on amalgamation.

# Standalone Financial Statements

for the year ended March 31, 2023

Transactions and balances pertaining to the Transferor companies (being undertaken by these subsidiaries on behalf of the company) for the years ended 31st March, 2022 and 31st March, 2023 have been incorporated in these financial statements based on the financial statements approved by the Board of Directors of the respective companies and audited by the respective auditors.

Accordingly, figures for the previous year ended 31st March, 2022 have been restated.

- (ii) Figures of transferor companies have been regrouped and/or rearranged wherever required to align with disclosure parameters of the company
- (iii) A summary of assets and liabilities of the transferor companies incorporated as at appointed date (i.e. April 1, 2021) is as follows:

(₹ in Lakhs)

Particulars	Balance as at April 1, 2021
<b>ASSETS</b>	
<b>Non-current Assets</b>	
Investments	2,866.14
<b>Current Assets</b>	
Trade receivables	1,653.71
Cash and cash equivalents	30.82
Other Bank balances	
Loans	5,016.23
Others	2.75
Other current assets	15.70
<b>Total Assets (a)</b>	<b>9,585.35</b>
<b>LIABILITIES</b>	
<b>Non-current Liabilities</b>	
Other Financial Liabilities	0.39
<b>Current liabilities</b>	
Financial Liabilities	30.00
Trade Payables	850.87
Other Financial Liabilities	370.68
Other current liabilities	0.11
<b>Total liabilities (b)</b>	<b>1,252.05</b>
Reserves	
Security Premium	13,853.14
Retained Earning	(5,810.34)
<b>Total Reserve (c)</b>	<b>8,042.80</b>
Net Assets and Liabilities as at April 1, 2021 (a-b-c)	290.50
Carrying Value of Investment in the books of BMWIL	185.71
<b>Capital Reserve arisen on merger (Refer Note no. 17)</b>	<b>104.79</b>

# Standalone Financial Statements

for the year ended March 31, 2023

- (iv) The reconciliation of equity of the company as on 01-04-2021 after giving impact of the scheme of amalgamation is as follows:

Particulars	(₹ in Lakhs) Balance as at April 1, 2021
<b>Equity of the Company as on 01.04.2021 before the impact of the Scheme</b>	40519.67
Equity Share to be issued as per the Scheme	-
Capital Reserve arisen on Business Combination	104.79
Reserves of Eight wholly owned subsidiaries as on 1st April, 2021	8042.80
<b>Equity as on 1.4.2021 after the impact of the Scheme</b>	<b>48667.26</b>

- (v) The title deed for licenses, agreements, bank accounts, loan documents etc. of the transferor companies are in the process of being transferred in the name of company.

- 52** Pursuant to the proceedings under section 132 of the Income Tax Act, 1961, the company's tax assessment including for certain number of earlier years are under process as on this date. Outcome of the proceedings and its impact, if any, as such are therefore is currently not ascertainable. In view of the management, this is not likely to have any material impact on the financial results of the company.
- 53** Previous year figures have been recasted/restated to conform with current year presentation wherever considered necessary
- 54** These Standalone financial statements have been approved by the Board of Directors of the Company on May 15, 2023 for issue to the shareholders for their adoption

As per our report of even date

For **Lodha & Co**  
Chartered Accountants  
Firm's ICAI Registration No.-301051E

**Boman Parakh**  
Partner  
Membership No. 053400

Place: Kolkata  
Date: 15th May, 2023

For and on behalf of the Board of Directors

**Ram Gopal Bansal**  
Chairman  
DIN: 00144159

**Abhishek Agarwal**  
Chief Financial Officer

**Harsh kumar Bansal**  
Director  
DIN : 00137014

**Vikram Kapur**  
Company Secretary

# Independent Auditors' Report

To the Members of **BMW INDUSTRIES LIMITED**

## Report on the Consolidated Financial Statements

### Opinion

We have audited the accompanying Consolidated Financial Statements of BMW Industries Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which comprise the Balance Sheet as at March 31, 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 Consolidated Financial Statements, including a summary of significant accounting policies and Other Explanatory Notes for the year ended on that date (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors, 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

### Basis For Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility 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) together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters for incorporation in our report. The below mentioned key audit matters pertains to Holding Company as in case of Subsidiary Companies, no one has given any key audit matters in their reports.

Key audit Matters	Addressing the Key Audit Matters
<p><b>Trade Receivables</b></p> <p>Gross Trade Receivable of the Holding Company is ₹ 14,048.59 Lakhs as on March 31, 2023. This includes significant amounts, which have fallen due for payment including the amounts outstanding for a considerable period of time. (Note No. 9 of the Consolidation Financial Statements). The Holding Company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations.</p>	<p>Our audit procedures based on which we arrived at the conclusion regarding the carrying amount of Trade Receivables include the following:</p> <ul style="list-style-type: none"> <li>We obtained an understanding from the Management of the Holding Company, assessed and tested the design and operating effectiveness of the Company's key controls over the recoveries against the outstanding amounts and resultant impairment assessment of material Trade Receivables;</li> </ul>

**Key audit Matters**

The recoverable amount was estimated by management based on assessment of recoverability on case to case basis and this requires significant audit attention. The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. This has been based on the ageing of the trade receivables, credit worthiness of the of the parties and historical write-off experience.

**Verification of Inventories and Valuation thereof**

As at March 31, 2023, the Holding Company has ₹ 13,386.36 Lakhs of Inventories (Note No. 8 of the Consolidated Financial Statements). Given the size of the Inventory relative to the total assets of the Company and the estimates and judgements described below, the determination and valuation of Inventory required significant audit attention.

Given the nature of Industry and volume of inventory and physical verification being undertaken by the management of the Holding Company in phases and all the locations not being covered at a time, determination thereof in absence of specific identification, batches etc has largely been done on theoretical basis considering cross-sectional weight including for the locations not covered for verifications. Moreover, certain materials are lying in heaps and / or are susceptible to obsolescence and deterioration in quality. All these require specific procedures based on technical experience for arriving at the ground stock of usable / saleable inventory. The result of these procedures may not always be accurate and involves significant management judgement and estimation.

Management of the Holding Company reviews the Ageing reports together with historical trends to estimate the likely future saleability of slow moving and older inventory items and performed a line-by-line analysis to ensure that it is stated at the lower of cost or net realizable value.

As disclosed in Note 1(C) (I), Inventories are held at lower of cost or Net Realizable Value determined using the First in First Out/ Weighted Average cost method. At year end, valuation of Inventories have been reviewed by the management and the cost of Inventory is reduced in cases where the Net Realizable value is lower.

**Addressing the Key Audit Matters**

- We reviewed Management's assessment and evaluation of the credit worthiness of the major trade receivables and historical trends and current dealing with the customers;
- Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment keeping in view the credit profile historical payments publicly available information and latest correspondence with customers and to consider if any provision should be made;
- Tested settlement of trade receivables subsequent to the Balance Sheet date on a sample basis;
- Reliance has also been placed on the management's representation of the Holding Company and confirmation for amount recoverable against the outstanding balances

Our audit procedures based on which we arrived at the conclusion regarding reasonableness of determination of year-end inventory and valuation thereof include the following:

- Ensuring the effectiveness of the design, implementation and maintenance of controls over changes in inventory to determine whether the conduct of physical inventory verification at a date other than the date of the financial statement is appropriate and testing of those controls whether those have operated effectively;
- Verification of Inventories at the year end have been undertaken by the management of the Holding Company;
- We have obtained and reviewed necessary evidences, working papers and documents for the physical verification carried out as above. This includes verification report from independent professionals and third party verification. Inventories at one of the location in Kolkata was even attended by us;
- In cases where inventories have been scrapped and are carried at estimated realizable price, reliance has been placed on management's estimate provided in this respect to us. The adequacy of the disclosure made in this respect and adjustments given effect to in respect of this in the Financial statements have been reviewed by us so that to reflect the inventories as required in terms of the policy followed in this respect;
- We have examined the valuation process/ methodology and checks being performed at multiple levels to ensure that the valuation is consistent with and as per the policy followed in this respect

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated state of affairs (financial position), Consolidated Profit or Loss (financial performance including other comprehensive income), Consolidated 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 specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 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's, as aforesaid.

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

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

## Auditors' Responsibility 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 auditors' 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 Standard on Auditing (SAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group 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.

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

## Other Matter

1. Attention is drawn to Note No. 50 of the consolidated financial statement regarding incorporation of figures of eight wholly owned subsidiaries with the Holding Company on amalgamation of these subsidiaries with the Holding Company with effect from April 1, 2021, pursuant to scheme of arrangement approved by Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT).
2. We did not audit the financial statements of eight subsidiaries incorporated in the standalone financial statements of the Holding Company for the year ended 31st March 2023, consequent to the amalgamation of these subsidiaries as mentioned in para (1) above. These consolidated financial statements include the figure pertaining to these subsidiaries being part of standalone financial statements of the Holding Company and reflect total assets of ₹ 8722.84 lakhs as at 31st March, 2023 ( as on 31st March 2022 ₹ 8846.49 Lakhs) and total net assets of ₹ 8288.51 lakhs as at 31st March, 2023 ( as on 31st March 2022 ₹ 8343.10 Lakhs), total revenues of ₹ 81.79 lakhs ( for the year ended 31st March 2022 ₹ 68.60 Lakhs), total net profit/(loss) after tax of ₹ (54.60 lakhs) ( for the year ended 31st March 2022 ₹ 9.80 Lakhs), Total Comprehensive Income of ₹ (54.60) lakhs ( for the year ended 31st March 2022 ₹ 9.80 Lakhs) and net cash inflow/(outflow) of ₹ 635.39 lakhs for the year ended as on that date (for the year ended 31st March, 2022 ₹ (14.11) lakhs) ) as considered in these consolidated financial statements. These financial statements and other financial information have been audited by other independent firm of Chartered Accountants whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries, and our report on other legal and regulatory requirements, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
3. We also did not audit the financial statements of two subsidiaries whose financial statements reflect total assets and total net assets as at March 31, 2023, total revenues and net cash inflow/(outflow) for the year ended on that date considered as under in the consolidated financial statements based on financial statements audited by other auditors:

₹ in Lakhs

Name of the Subsidiaries	Total Assets as on March 31, 2023	Net Assets as on March 31, 2023	Total Revenues for the year ended March 31, 2023	Net Cash Inflows/ (Outflows)
Nippon Cryo Private Limited	1,390.49	388.26	1,968.67	(2.03)
BMW Iron and Steel Industries Limited	7,522.90	2,742.32	5,051.35	(24.45)
<b>Total</b>	<b>8913.39</b>	<b>3130.58</b>	<b>7020.02</b>	<b>(26.48)</b>

4. The other auditors of the aforesaid components have not reported the following matters in their Auditor's Report
- i. Key Audit Matters
  - ii. Information Other than the Financial Statements and Auditors' Report Thereon

In the absence of the same, we are unable to incorporate these matters for the Group and accordingly these matters have been reported for the Holding Company only.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

#### Report on Other Legal and Regulatory Requirements.

- I. As required by sub-section 3 of Section 143 of the Act, based on our audit and on the consideration of report of other auditors on separate Financial Statements and on the other financial information of subsidiaries, as noted in 'Other Matters' paragraph above, 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 appears from our examination of those books and the report of the other auditor;
  - 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 Statement comply with the Indian Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
  - e) On the basis of the written representations received from the directors of the Holding Company and Subsidiary Company as on March 31, 2023 and taken on record by the Board of Directors of the Holding Company and the report

of other statutory auditor of its subsidiaries, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164 (2) of the Act;

- f) With respect to the adequacy of the Internal Financial Controls Over Financial Reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditor's reports of the Holding Company and subsidiaries, which are companies incorporated in India. Our report expresses unqualified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting; and
- II. 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:
  - a) The Consolidated Financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note. 40 to the Consolidated financial statements;
  - b) The Group did not have any material foreseeable losses against long-term contracts, including derivative contracts and thereby requirement for making provision in this respect is not applicable to the company;
  - c) There were no amounts which were required to be transferred to the investor education and protection fund by the Holding Company and subsidiaries;
  - d) (i) The Management has represented that, to the best of its knowledge and belief as disclosed in Note No.49 to the financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(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 Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (ii) The Management has represented, that, to the best of its knowledge and belief as disclosed in Note No.49 to the financial

statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement. The comments made under this para relates to the year under audit and therefore in respect of the earlier years' transactions dealing with investments, loans, etc, it is neither required nor possible to ascertain and/or comment under this para; and
- e) The dividend declared and paid during the year by the Holding Company is in compliance with section 123 of the Act. The Subsidiary companies have not declared or paid any dividend during the

year thereby reporting under Section 143(11)(f) is not applicable for the Subsidiary companies.

- III. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Group, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
- IV. With respect to the reporting under Section 197 (16) of the Act to be included in the Auditors' Report, in our opinion and according to the information and explanations given to us, the Remuneration (including Sitting fees) paid by the Holding Company and its subsidiary companies to its Directors during the current year is in accordance with the provisions of Section 197 of the Act and is not in excess of the limit laid down therein.
- V. With respect to the matters specified in paragraphs 3(xxi) of the Companies (Auditor's Report) Order, 2020 (the "Order")(CARO) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditors' report, according to the information and explanations given to us, and based on the CARO reports issued by the Statutory Auditors of the Subsidiaries included in the Consolidated Financial Statements of the Group and to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in the said CARO reports.

For **Lodha & Co**

Chartered Accountants

Firm's ICAI Registration No.:301051E

**Boman R Parakh**

Partner

Membership No: 053400

UDIN: 23053400BGSCMW2627

Place: Kolkata

Date: May 15, 2023

## Annexure “A” to the Auditors’ Report of even date:

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

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of BMW Industries Limited (hereinafter referred to as “the Holding Company”) and its subsidiaries incorporated in India as of that date.

#### Management’s Responsibility for Internal Financial Controls

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

#### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their report referred to in the other matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls with reference to Financials Statements

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

#### Inherent Limitations of Internal Financial Controls with reference to Financials Statements

Because of the inherent limitations of internal financial controls with reference to Financials 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 Financials

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

### Opinion

In our opinion, the Holding Company and its subsidiaries have, in all material respects, an adequate internal financial controls system with reference to Financials Statements and such internal financial controls with reference to Financials Statements were operating effectively as at March 31, 2023, based on the internal control with reference to Financials Statements criteria established by the Company considering the

essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls With reference to Financials Statements issued by the Institute of Chartered Accountants of India.

### Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial control with reference to Financials Statements in so far as it relates to two subsidiary companies and eight subsidiary companies as referred in Para 2 of Other Matters of the Auditors' Report on the consolidated financial statements, which are companies incorporated in India, is based on the corresponding report of the auditors of such companies incorporated in India

Place: Kolkata  
Date: May 15, 2023

For **Lodha & Co**  
Chartered Accountants  
Firm's ICAI Registration No.:301051E

**Boman R Parakh**  
Partner  
Membership No: 053400  
UDIN: 23053400BGSCMW2627

# Consolidated Balance Sheet

as at 31st March, 2023

₹ in Lakhs

	Notes No.	As at March 31, 2023	As at March 31, 2022 (Refer note no. 50)
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	2	45,244.74	43,223.03
(b) Capital Work-in-progress	2A	2,422.61	3,533.97
(c) Investment Property	3	1,153.42	-
(d) Intangible Assets	4	0.14	1.27
(e) Financial Assets			
i) Investments	5	-	1,474.08
ii) Other Financial Assets	6	912.80	971.35
(f) Deferred Tax Assets (Net)	22	498.79	643.42
(g) Other Non-current assets	7	9,373.50	7,339.82
<b>Total Non-current Assets</b>		<b>59,606.00</b>	<b>57,186.94</b>
<b>Current Assets</b>			
(a) Inventories	8	13,728.21	13,904.51
(b) Financial Assets			
(i) Trade receivables	9	12,925.48	11,021.40
(ii) Cash and cash equivalents	10	761.54	94.87
(iii) Other Bank balances	11	652.87	536.96
(iv) Loans	12	1,884.36	3,123.13
(v) Others	13	47.43	52.38
(c) Other current assets	14	6,156.46	4,458.59
<b>Total Current Assets</b>		<b>36,156.35</b>	<b>33,191.84</b>
Assets Classified as held for sale	15	305.22	305.22
<b>Total Assets</b>		<b>96,067.57</b>	<b>90,684.00</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	16	2,250.86	2,250.86
(b) Other Equity	17	58,000.95	53,061.36
<b>Equity attributable to Equity Shareholders of the Parent</b>		<b>60,251.81</b>	<b>55,312.22</b>
Non controlling interest		121.54	122.35
<b>Total Equity</b>		<b>60,373.35</b>	<b>55,434.57</b>
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
i) Borrowings	18	7,156.37	8,145.66
ii) Lease Liability	19	1,773.62	1,694.06
iii) Other Financial Liabilities	20	1,154.37	1,713.64
(b) Provisions	21	254.82	243.72
(c) Deferred Tax Liabilities (Net)	22	3,429.12	2,165.70
(d) Other Non-Current Liabilities	23	902.40	352.56
<b>Total Non-current Liabilities</b>		<b>14,670.70</b>	<b>14,315.34</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
i) Borrowings		14,771.76	15,752.22
ii) Lease Liability		57.56	55.96
iii) Operational Suppliers Credit		1,925.51	1,741.69
iv) Trade Payables			
- Total outstanding dues to Micro and Small Enterprise		-	-
- Total outstanding dues to creditors other than Micro and Small Enterprise		2,517.26	1,549.49
v) Other Financial Liabilities	28	1,093.81	1,111.49
(b) Other current liabilities	29	551.44	680.84
(c) Provisions	30	27.56	15.20
(d) Current Tax Liability ( Net)	7.3	78.62	27.20
<b>Total Current liabilities</b>		<b>21,023.52</b>	<b>20,934.09</b>
<b>Total liabilities</b>		<b>35,694.23</b>	<b>35,249.43</b>
<b>Total Equity and Liabilities</b>		<b>96,067.57</b>	<b>90,684.00</b>

Accompanying Notes on Financial Statements

1 - 54

These notes are an integral part of the Consolidated Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

 For **Lodha & Co**  
 Chartered Accountants  
 Firm's ICAI Registration No.-301051E

**Ram Gopal Bansal**  
 Chairman  
 DIN: 00144159

**Harsh kumar Bansal**  
 Director  
 DIN : 00137014

**Boman Parakh**  
 Partner  
 Membership No. 053400

**Abhishek Agarwal**  
 Chief Financial Officer

**Vikram Kapur**  
 Company Secretary

 Place: Kolkata  
 Date: 15th May, 2023

# Consolidated Statement of Profit and Loss

for the year ended 31st March, 2023

₹ in Lakhs

Sl No.	Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022 (Refer note no. 50)
I	Revenue from operations	31	56,233.57	44,737.94
II	Other Income	32	913.42	1,299.33
III	<b>Total Income (I + II)</b>		<b>57,146.99</b>	<b>46,037.27</b>
IV	<b>EXPENSES</b>			
	Cost of materials consumed	33	22,073.34	16,263.08
	Changes in inventories of finished goods, stock in trade and work-in-progress	34	90.66	(451.39)
	Employee benefits expense	35	2,276.09	2,180.53
	Finance costs	36	2,395.00	2,330.92
	Depreciation and amortisation expenses	37	3,974.65	4,939.67
	Other expenses	38	18,825.03	16,200.12
	<b>Total Expenses (IV)</b>		<b>49,634.77</b>	<b>41,462.93</b>
V	<b>Profit before tax ( III-IV)</b>		<b>7,512.22</b>	<b>4,574.34</b>
VI	<b>Tax Expense</b>			
	Current tax	39	653.18	122.73
	Deferred tax- Charge/(Credit)	22	1,410.87	973.56
			<b>2,064.05</b>	<b>1,096.29</b>
VII	<b>Profit for the year (V-VI)</b>		<b>5,448.17</b>	<b>3,478.05</b>
VIII	<b>Other comprehensive income</b>			
	Items that will not be reclassified to profit or loss			
	- Remeasurement gains / (losses) on defined benefit plans		(11.36)	(0.46)
	- Income tax relating to items that will not be reclassified to profit or loss	39.2	2.82	0.13
	Other Comprehensive Income for the year(net of tax)	39.3	<b>(8.54)</b>	<b>(0.33)</b>
IX	<b>Total comprehensive Income for the year comprising profit and other comprehensive income for the year(VII + VIII)</b>		<b>5,439.63</b>	<b>3,477.72</b>
X	<b>Earnings per Equity share (par value Re 1 each):</b>			
	(a) Owners of the Company		5,447.32	3,453.42
	(b) Non-Controlling Interest		0.85	24.63
XI	<b>Total Comprehensive Income Attributable to:</b>			
	(a) Owners of the Company		(6.88)	0.33
	(b) Non-Controlling Interest		(1.66)	(0.66)
XII	<b>Total Comprehensive Income Attributable to:</b>			
	(a) Owners of the Company		5,440.44	3,453.75
	(b) Non-Controlling Interest		(0.81)	23.97
XIII	<b>Earnings per Equity share (par value Re 1 each):</b>			
	(1) Basic(₹)	42	2.42	1.55
	(2) Diluted(₹)	42	2.42	1.55

Accompanying Notes on Financial Statements

1-54

These notes are an integral part of the Consolidated Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

For **Lodha & Co**  
Chartered Accountants  
Firm's ICAI Registration No.-301051E

**Ram Gopal Bansal**  
Chairman  
DIN: 00144159

**Harsh kumar Bansal**  
Director  
DIN : 00137014

**Boman Parakh**  
Partner  
Membership No. 053400

**Abhishek Agarwal**  
Chief Financial Officer

**Vikram Kapur**  
Company Secretary

Place: Kolkata  
Date: 15th May, 2023

# Consolidated Cash Flow

for the year ended 31st March, 2023

₹ in Lakhs

	For the Year ended March 31, 2023	For the year ended March 31, 2022 (Refer note no. 50)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>NET PROFIT BEFORE TAX</b>	7,512.22	4,574.34
<b>ADJUSTMENTS FOR -</b>	3,974.65	4,939.67
Depreciation and Amortisation	2,395.00	2,330.92
Finance Costs	(0.29)	(61.78)
Liabilities no longer required written back	(373.45)	(268.79)
Interest Income	329.64	200.75
Irrecoverable Balance written off	(410.75)	(440.62)
Profit on sale of Property, Plant and Equipment		
	<b>5,914.80</b>	<b>6,700.15</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>13,427.02</b>	<b>11,274.49</b>
<b>ADJUSTMENTS FOR -</b>	(2,476.36)	(943.91)
Trade and other receivables	176.31	(1,871.18)
Inventories	567.08	596.62
Loans and Advances	2,011.53	(1,851.39)
Trade Payable and Other Liabilities		
	<b>278.56</b>	<b>(4,069.86)</b>
<b>Other Non Current Assets</b>		
CASH GENERATED FROM OPERATIONS	<b>13,705.58</b>	<b>7,204.63</b>
<b>Direct Taxes Paid</b>	(1,142.28)	(795.54)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>12,563.30</b>	<b>6,409.09</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Property, Plant and Equipments including Capital Advance	(6,396.28)	(2,961.90)
Sale of Property, Plant and Equipments	444.31	468.38
Interest Income Received	376.44	270.44
(Deposits)/Maturity with Banks Original maturity with more than 3 months	(50.85)	(9.22)
Unsecured Loan / Advance given to Bodies Corporate	-	(585.00)
Unsecured Loan / Advance recovered from/ (given to) Bodies Corporate	(91.26)	114.24
Unsecured Loan / Advance (given) /received to/ from Subsidiary	9.78	-
Sale of Investments	-	738.40
<b>Proceeds from sale of Investments in Shares</b>	-	-
<b>NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES (B)</b>	<b>(5,707.86)</b>	<b>(1,964.66)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Paid	(2,239.46)	(1,970.39)
Proceeds/(Repayments) of Short Term Borrowings from Bank	(628.44)	(386.88)
Repayment of Long Term Borrowings from Banks	(3,599.49)	(2,730.19)
Proceeds of Long Term Borrowings from Banks	2,943.37	706.00
Proceeds from Long Term Borrowings from Others		580.00
Repayment of Long Term Borrowings from Others	(497.01)	(466.15)
Repayment of Long Term Borrowings from Bodies Corporate	(1,608.53)	(85.00)
Repayment of Lease Liability	(74.65)	(56.72)
Dividend paid	(484.56)	-
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES ( C )</b>	<b>(6,188.77)</b>	<b>(4,409.33)</b>
<b>NET INCREASE/(DECREASE) IN CASH and CASH EQUIVALENTS (A+B+C)</b>	<b>666.67</b>	<b>35.10</b>
<b>Cash and Cash Equivalents as at the beginning of the year (Refer Note 10)</b>	<b>94.87</b>	<b>59.77</b>
<b>Cash and Cash Equivalents as at the end of the year (Refer Note 10)</b>	<b>761.54</b>	<b>94.87</b>

# Consolidated Cash Flow

for the year ended 31st March, 2023

## Note:

- Cash and Cash Equivalents consists of cash on hand and Bank balances in Current Account, Dividend Account and Short Term Deposits with original maturity of less than three months. The details of cash and cash equivalents as per Note 10 is as under:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Balances with banks</b>		
In current account	689.76	87.91
In Fixed Deposits (having original maturity of less than 3 months)	-	-
Cheques on Hand	-	-
Cash on hand	71.78	6.96
<b>Total cash and cash equivalents</b>	<b>761.54</b>	<b>94.87</b>

- Reconciliation of Liabilities arising from Financing activities

(₹ in Lakhs)

Particulars	As at March 31, 2022	Proceeds Raised	Non cash adjustment	Repayment	As at March 31, 2023
<b>Long Term Borrowings</b>					
- From Bank	22,000.06	3,127.19	(446.37)	4,227.94	20,452.94
- From others	1,752.26	-	99.20	497.01	1,354.45
- From bodies corporate	145.56	-	1,578.69	1,608.53	115.73
Lease Liabilities	1,750.02		155.81	74.65	1,831.18
<b>Total</b>	<b>25,647.90</b>	<b>3,127.19</b>	<b>1,387.33</b>	<b>6,408.12</b>	<b>23,754.30</b>

- The above Cash Flow Statement has been prepared in accordance with the Indirect method as set out in Indian Accounting Standard 7 "Statement of Cash Flows".
- The Holding Company has incurred ₹ 79.71 lakhs on account of Corporate Social Responsibility (CSR) Expenditure during the year ended March 31, 2023 (Previous year ₹ 61.11 lakhs)

Accompanying Notes on Financial Statements

1-54

These notes are an integral part of the Consolidated Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

For **Lodha & Co**  
Chartered Accountants  
Firm's ICAI Registration No.-301051E

**Ram Gopal Bansal**  
Chairman  
DIN: 00144159

**Harsh kumar Bansal**  
Director  
DIN : 00137014

**Boman Parakh**  
Partner  
Membership No. 053400

**Abhishek Agarwal**  
Chief Financial Officer

**Vikram Kapur**  
Company Secretary

Place: Kolkata  
Date: 15th May, 2023

# Statement of changes in Equity

for the year ended 31st March, 2023

## (a) Equity Share Capital

Particulars	₹ in Lakhs)	
	Note No.	Amount
Balance as at March 31, 2021		2,250.86
Changes during the year		-
Balance as at March 31, 2022		2,250.86
Changes during the year		-
Balance as at March 31, 2023		2,250.86

## (b) Other Equity

Details	₹ in Lakhs)						Total
	Capital Reserve	Reserves and Surplus	Retained Earnings	Other Comprehensive Income Remeasurement of Defined Benefit Obligation	Attributable to Parent Company	Non Controlling Interest	
As at 31st March 2022	577.72	30,536.11	2,207.29	19,740.24	-	53,061.36	53,183.71
Profit/(Loss) for the year				5,447.32		5,447.32	5,448.17
Other comprehensive income (net of tax) :					(6.88)	(6.88)	(8.54)
Transferred to Retained Earnings				(6.88)		-	-
Interim Dividend				(450.17)		(450.17)	(450.17)
Other Adjustments	(50.68)					(50.68)	(50.68)
As at 31st March 2023	527.04	30,536.11	2,207.29	24,730.51	-	58,000.95	58,122.49

# Statement of changes in Equity

for the year ended 31st March, 2023

## (b) Other Equity

Details	Reserves and Surplus			Retained Earnings	Other Comprehensive Income Remeasurement of Defined Benefit Obligation	Attributable to Parent Company	Non Controlling Interest	Total
	Capital Reserve	Securities Premium	General Reserve					
<b>As at 31st March 2021</b>	<b>14,430.86</b>	<b>16,682.97</b>	<b>2,207.29</b>	<b>16,331.51</b>	-	<b>49,652.63</b>	<b>98.38</b>	<b>49,751.01</b>
Adjustment on account of amalgamation (Refer Note no. 50)	(13,853.14)	13,853.14						
<b>Balance as restated as at the beginning of the current reporting period</b>	<b>577.72</b>	<b>30,536.11</b>	<b>2,207.29</b>	<b>16,331.51</b>	-	<b>49,652.63</b>	<b>98.38</b>	<b>49,751.01</b>
Profit/(Loss) for the year	-	-	-	3,453.42	-	3,453.42	24.63	3,478.05
Other comprehensive income (net of tax) :	-	-	-	-	0.33	0.33	(0.66)	(0.33)
Transferred to Retained Earnings	-	-	-	0.33	(0.33)	-	-	-
Interim Dividend	-	-	-	(45.02)	-	(45.02)	-	(45.02)
<b>As at 31st March 2022</b>	<b>577.72</b>	<b>30,536.11</b>	<b>2,207.29</b>	<b>19,740.24</b>	-	<b>53,061.36</b>	<b>122.35</b>	<b>53,183.71</b>

Accompanying Notes on Financial Statements

1-54

These notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

For **Lodha & Co**

**Ram Gopal Bansal**

**Harsh kumar Bansal**

Chartered Accountants

Chairman

Director

Firm's ICAI Registration No.-301051E

DIN: 00144159

DIN : 00137014

**Boman Parakh**

**Abhishek Agarwal**

**Vikram Kapur**

Partner

Chief Financial Officer

Company Secretary

Membership No. 053400

Place: Kolkata

Date: 15th May, 2023

# Consolidated Financial Statements

for the year ended March 31, 2023

## Note 1- Corporate Information, Accounting pronouncements, significant Accounting Policies and critical Judgement and assumptions

### A. Corporate Information

BMW Industries Limited ('the Company'), a public limited company, is incorporated at Kolkata, in the State of West Bengal. The corporate office as well as registered office of the Company is situated at 119 Park Street, White House, 3rd Floor, Kolkata, West Bengal- 700016. The Company is primarily engaged into manufacturing, processing and selling of steel products comprising of engineering and other products and services and activities related to the same. The Company's shares are listed on The Calcutta Stock Exchange Limited (CSE) and The Bombay Stock Exchange Limited (BSE).

The Consolidated financial statements for the year ended March 31, 2023 were approved for issue by the Board of Directors of the company on May 15, 2023 and are subject to the adoption by the Shareholders in the ensuing Annual General Meeting.

The consolidated financial statements relate to BMW Industries Limited (hereinafter referred to as 'the Holding Company') and its Subsidiaries (collectively hereinafter referred to as 'Group') as detailed below:

₹ in Lakhs

Name of subsidiary	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest/voting rights held by the Company	
			As at March 31, 2023	As at March 31, 2022
Sail Bansal Service Centre Limited	Processing of Steel	India	60.00%	60.00%
BMW Iron and Steel Private Limited	Conversion iron and steel	India	100.00%	100.00%
Nippon Cryo Private Limited	Conversion iron and steel	India	100.00%	100.00%

### B. Statement of Compliance and Recent Accounting Pronouncements

#### i) Statement of Compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the "Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act"). The Ind ASs issued, notified and made effective till the financial statements are authorized and have been considered for the purpose of preparation of these financial statements.

The accounting policies are applied consistently except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### ii) Application of new and revised standards

Effective April 01, 2022, the group has adopted the amendments vide Companies (Indian Accounting Standard) Amendment Rules, 2022 notifying amendment to existing Ind AS. These amendments to the extent relevant to the group operation were relating to Ind AS 16 "Property, Plant and Equipment" which clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment and Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" which specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly

# Consolidated Financial Statements

for the year ended March 31, 2023

to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

There were other amendments in various standards including Ind AS 101 "First-time Adoption of Indian Accounting Standards", Ind AS 103 "Business Combinations", Ind AS 109 "Financial Instruments", and Ind AS 41 "Agriculture" which have not been listed herein above since these are not relevant to the group.

Revision in these standards did not have any material impact on the profit/loss and earning per share for the year.

### iii) Recent Accounting Pronouncements Standards issued but not yet effective

On March 31, 2023, Ministry of Corporate Affairs (MCA) has made certain amendments to existing Ind AS vide Companies (Indian Accounting Standard) Amendment Rules, 2023. These amendments to the extent relevant to the group's operation include amendment to Ind AS 1 "Presentation of Financial Statements" which requires the entities to disclose their material accounting policies rather than their significant accounting policies, Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" which has introduced a definition of 'accounting estimates' and include amendments to help entities distinguish changes in accounting policies from changes in accounting estimates. Further consequential amendments with respect to the concept of material accounting policies have also been made in Ind AS 107 "Financial Instruments: Disclosures" and Ind AS 34 "Interim Financial Reporting".

There are other amendments in various standards including Ind AS 101 "First-time Adoption of Indian Accounting Standards", Ind AS 103 "Business Combinations, Ind AS 109 "Financial Instruments " Ind AS 115 "Revenue from Contracts with Customers", Ind AS 12 "Income Taxes" which has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences and Ind AS 102 "Share-based Payment" which have not been listed herein above since these are not relevant to the Group.

Even though the Group will evaluate the impact of above, none of these amendments as such are vital in nature and are not likely to have material impact on the Group's consolidated financial statements.

## C. Significant Accounting Policies

### a. Basis of Preparation

The Consolidated Financial Statements have been prepared under the historical cost convention on accrual basis except certain financial instruments that are measured in terms of relevant Ind AS at amortized costs or fair value at the end of each reporting period.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Ind AS 1 "Presentation of Financial Statements" and in Division II of Schedule III to the Companies Act, 2013. Having regard to the nature of business being carried out by the Company, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

The functional currency of the Company is determined as the currency of the primary economic environment in which it operates. The Consolidated Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal Lakhs except otherwise stated.

### b. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

- (a) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (b) Level 2: inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.
- (c) Level 3: inputs for the asset or liability which are not based on observable market data (unobservable inputs).

# Consolidated Financial Statements

for the year ended March 31, 2023

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements who regularly review significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

## c. Consolidation Procedure

The Consolidated Financial Statements have been prepared in accordance with principles laid down in Ind AS 110 on "Consolidated Financial Statements" as notified vide Companies (Accounting Standards) Rules, 2015 (as amended).

### Subsidiaries

- i. Subsidiaries are entities over which the Group has control and the Control is achieved when the group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its:
  - a. Power over the investee
  - b. Exposure or rights to variable returns from its involvement with the investee
  - c. The ability to use its power over the investee to affect its returns

Subsidiaries are consolidated from the date control over the subsidiary is acquired and they are discontinued from the date of cessation of control.
- ii. The Group combines the financial statements of the Holding and its subsidiaries based on a line-by-line consolidation by adding together the book value of like items of assets and liabilities, revenue and expenses as per the respective financial statements. Intra group balances, intra group transactions and the unrealised profits on stocks arising out of intra group transaction have been eliminated.
- iii. The consolidated financial statements are prepared using uniform accounting policies for similar material transactions and other events in similar circumstances otherwise as stated elsewhere.
- iv. The difference between the costs of investment in the subsidiaries, over the net assets at the time of acquisition of

shares in the subsidiaries is recognised in the consolidated financial statements as Goodwill or Capital reserve as the case may be. The said goodwill is not amortised, however it is tested for impairment at each balance sheet date and impairment loss, if any is recognised in the consolidated financial statements.

- v. Non-controlling interest's share of net profit of subsidiaries for the year is identified and adjusted against the revenue of the Group in order to arrive at the net revenue attributable to the owners of the Holding Company. The excess of loss for the year over the non-controlling interest is adjusted in owner's interest.
- vi. Non-controlling interest's share of net assets of subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Holding Company's shareholders.
- vii. A change in ownership interest of a subsidiary which does not result in a loss of control, is accounted for as an equity transaction.
- viii. If the Group loses control over a subsidiary, it derecognizes the assets, liabilities, carrying amount of any non-controlling interests and the cumulative translation differences recorded in equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost, with the resulting gain/ loss recognised in the statement of Profit & Loss.

### Non-controlling Interest

Non-controlling interests represent the proportion of income, other comprehensive income and net assets in subsidiaries that is not attributable to the Holding Company's owners.

Non-controlling interests are initially measured at proportionate share on the date of acquisition of the recognised amounts of the acquiree's identifiable net assets. Subsequent to the acquisition, the carrying amount of the non-controlling interests is the amount of the interest at initial recognition plus the proportionate share of subsequent changes in equity.

### Business Combination and Goodwill

The Group except for combination of group entities which are under common control applies the acquisition method in accounting for business

# Consolidated Financial Statements

for the year ended March 31, 2023

combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred. Assets acquired and liabilities assumed are generally measured at their acquisition date fair values.

In case of combination of entities under control, business combination are accounted for under pooling of interest method whereby the assets and liabilities are combined at the carrying amount and no adjustments are made to reflect their fair values or recognise any new assets or liabilities.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the combination date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

#### d. Property Plant and Equipment (PPE)

Property, Plant and Equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose cost include deemed cost on the date of transition and comprises purchase price of PPE or its construction cost and includes, where applicable, inward freight, duties and taxes, and other expenses related to acquisition or installation and any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended for its use. Interest on Borrowings utilised to finance the construction of qualifying assets are capitalised as part of cost of the asset until such time that the asset is ready for its intended use.

When parts of an item of PPE have different useful life's, they are accounted for as separate items (major components) of the PPE.

Property, Plant and Equipment includes spare, stand by equipments and servicing equipments which are expected to be used for a period more than twelve months and meets the recognition

criteria of Plant, Property and Equipment. The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss in which they are incurred.

The Group's lease assets comprising of Land and Building has been separately shown under PPE as Right of Use (ROU) Assets.

Capital work in progress includes purchase price, import duty and any directly attributable cost of bringing the assets to their working condition. Such items are classified to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Amount paid towards acquisition of Property, Plant and Equipment outstanding as at each reporting date are recognized as capital advance under "Other Non-Current Assets".

#### Depreciation

Depreciation on Property, Plant and Equipment is provided based on useful life stated as per Schedule II of the Companies Act, 2013 on straight line method or based on technical evaluation by the Company. Subsequent additions to the cost of Property, Plant and Equipment are depreciated over the remaining life of mother asset.

Leasehold Land held under finance lease are depreciated on a straight line basis over their lease terms.

No depreciation is charged on Freehold land.

Depreciation on ROU assets is provided over the lease term or expected useful life of the asset, whichever is lower and depreciation on Property, Plant and Equipment (other than leasehold land) commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows.

Category	Useful Life in years
Buildings	3-40
Plant and Equipment	3-25
Furniture and fixtures	10
Vehicles	5-10

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The residual value of an item of Property, Plant and Equipment has been kept at 5 percent or less of the cost of the respective assets.

Depreciation methods, Useful lives and Residual values are reviewed and adjusted as appropriate, at each reporting date.

## e. Intangible Assets

Intangible assets are stated at cost of acquisition comprising of purchase price inclusive of duties and taxes less accumulated amortization and impairment losses if any. An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and its cost can be measured reliably. Such assets, are amortized over the useful life using straight line method and assessed for impairment whenever there is an indication of the same

Amortization on Intangible Assets commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows

Category	Useful life (in years)
Computer Software	6

Amortization methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

## f. De-recognition of Tangible and Intangible assets

An item of Property, Plant and Equipment and Intangible assets is de-recognised upon disposal or when no future economic benefits are expected to arise from its continued use or disposal. Gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

## g. Leases

The Group's lease asset classes primarily consist of land and building premises taken on lease for residential and official accommodation. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is,

or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU Assets") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of these leases. Lease liabilities are premeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset are separately presented in the Balance Sheet and lease payments are classified as financing cash flows. Lease liability obligations is presented separately under the head "Other Financial Liabilities" whereas Right of Use Assets have been disclosed separately as a part of Property, Plant and Equipment.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

# Consolidated Financial Statements

for the year ended March 31, 2023

## h. Non-current assets held for sale

Non current asset or disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets or disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use.

This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification as held for sale, and actions required to complete the plan of sale should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, Plant and Equipment and Intangible Assets are not depreciated or amortized once classified as held for sale.

## i. Impairment of Tangible and Intangible Assets

Tangible and Intangible assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets fair value less cost of disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

## j. Financial Instruments - Financial assets and financial liabilities

Financial assets and financial liabilities are recognized in the Balance sheet when the Group becomes a party to the contractual provisions of financial instruments. The Group determines the classification of its financial assets and financial liabilities at initial recognition based on its nature and characteristics.

The Group categorizes financial assets and financial liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

- (i) Level 1: Quoted prices (unadjusted) in active markets for identical financial assets or financial liabilities that the Group can access at the measurement date.
- (ii) Level 2: Inputs other than quoted prices included within level 1 observable for the financial asset or financial liability, either directly or indirectly.
- (iii) Level 3: Unobservable inputs for the financial asset or financial liability

## 1. Financial assets

### I. Initial recognition and measurement

The financial assets include investments, trade receivables, loans and advances, cash and cash equivalents, bank balances other than cash and cash equivalents, and other financial assets.

Financial assets are initially measured at fair value. Transaction costs directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or are deducted from the fair value of the financial assets as appropriate on initial recognition. However, trade receivables that do not contain a significant financing component are measured at transaction price.

### II. Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

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- (i) at amortized cost,
- (ii) at fair value through other comprehensive income (FVTOCI), and
- (iii) at fair value through profit or loss (FVTPL).

**a) Financial assets at amortized cost**

A 'financial asset' is measured at the amortized cost if the following two conditions are met:

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

Amortized cost is determined using the Effective Interest Rate ("EIR") method. Discount or premium on acquisition and fees or costs forms an integral part of the EIR.

The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the Financial instruments or, where appropriate, a shorter period.

Differences between the value of financial assets measured at amortised cost and the transaction costs are recognised in the statement of profit and loss on a systematic manner unless it qualifies for recognition/adjustments as part of the value of the assets.

**b) Financial assets at fair value through other comprehensive income (FVOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held both for collection of contractual cash flows and for selling the financial assets, and contractual terms of the financial assets give rise to cash flows representing solely payments of principal and interest.

For the purpose of para (a) and (b) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

**c) Financial assets at fair value through profit or loss (FVTPL)**

Financial assets that are not classified in any of the categories above are classified at fair value through profit or loss.

**d) Equity investments**

Equity investments in the scope of Ind AS 109 are measured at fair value except for investments in subsidiaries and associates, which are carried at cost.

The Group makes an election to present changes in fair value either through other comprehensive income or through profit or loss on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If Group decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income. In addition, profit or loss arising on sale is also taken to other comprehensive income. The amount accumulated in this respect is transferred within the Equity on derecognition.

### III. De-recognition

The Group derecognizes a financial asset or a group of financial assets 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 the third party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the assets' carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI the cumulative gain or loss previously

# Consolidated Financial Statements

for the year ended March 31, 2023

recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

## IV. Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash and cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

## 2. Financial liabilities

### I. Initial recognition and measurement

The financial liabilities include trade and other payables, loans and borrowings, including book overdrafts, etc.

Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liabilities (other than financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial liabilities, as appropriate, on initial recognition

### II. Subsequent measurement

For subsequent measurement, financial liabilities are classified at amortized cost

Financial liabilities at amortized cost

After initial recognition, financial liabilities are subsequently measured at amortized cost using the EIR method. When the financial liabilities are derecognized, gains and losses are recognized in profit or loss. Discount or premium on acquisition and fees or costs forms an integral part of the EIR.

The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the Financial instruments or, where appropriate, a shorter period.

Differences between the value of financial liabilities measured at amortised cost and the transaction costs

are recognised in the statement of profit and loss on a systematic manner unless it qualifies for recognition as some other types of assets.

## III. De-recognition

Financial liabilities are derecognized if the Group's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

## 3. Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the Balance sheet if there is currently an enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

## 4. Impairment of financial assets

A financial asset is assessed for impairment at each Balance Sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The Group measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the Group measures the loss allowance at an amount equal to lifetime expected credit losses.

### I. Inventories

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

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for the year ended March 31, 2023

The cost in respect of raw materials is determined on First in First out basis (FIFO) and in respect of Finished Goods and Stores and Spares determined on Weighted average basis. Materials and other supplies held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost of raw materials and stores and spares includes the taxes other than those recoverable from taxing authorities and expenses incidental to the procurement of the same. Cost in case of Finished goods represents prime cost and appropriate portion of overheads.

Stock of Work in Progress includes conversion or processing costs of material pending completion and delivery to the customer.

By-product and scrap is valued at net realisable value.

## m. Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate as at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the statement of profit and loss. Foreign exchange gain or loss to the extent considered as an adjustment to Interest Cost are considered as part of borrowing cost.

## n. Equity Share Capital

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects

## o. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognized and are disclosed by way of notes to the Consolidated financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent assets are disclosed in the Consolidated Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

## p. Employee Benefits

Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the related service is rendered.

Contribution to defined contribution plans such as Provident Fund, Employee Pension Scheme etc, is being made in accordance with statute and are recognised as and when incurred.

Employees benefits using defined benefit plans are recognised using actuarial valuation techniques at the close of each year. Remeasurements comprising of actuarial gains and losses, are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income ("OCI") in the period in which they occur. Remeasurements are not reclassified to Profit or Loss in subsequent periods. The Liability recognised in the Balance Sheet in

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for the year ended March 31, 2023

respect of gratuity is the present value of the defined benefit obligation as at the balance sheet date. The defined benefit obligation is calculated by external actuaries using the projected Unit credit method.

## q. Revenue Recognition

### 1. Revenue from Operations

Revenue from contracts with customers is accounted for only when it has commercial substance, and all the following criteria are met:

- (i) parties to the contract have approved the contract and are committed to performing their respective obligations;
- (ii) each party's rights regarding the goods or services to be transferred and payment terms there against can be identified;
- (iii) consideration in exchange for the goods or service to be transferred is collectible and determinable.

The revenue is recognized on satisfaction of performance obligation, when control over the goods or services has been transferred and/ or goods/ services are delivered/ provided to the customers. Delivery occurs when the goods have been shipped or delivered to a specific location, and the customer has either accepted the goods under the contract or the Group has sufficient evidence that all the criteria for acceptance have been satisfied.

Revenue is measured at the amount of transaction price (consideration specified in the contract with the customers) allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of discounts offered by the Group and excludes amounts collected on behalf of third parties.

### 2. Other Income

#### Interest, Dividend and Claims:

Dividend income is recognized 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 Group and the amount of income can be measured reliably. Interest income is accrued on a

time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Revenue in respect of claims of insurance, etc. are recognized only when there is reasonable certainty as to the ultimate collection.

## r. Borrowing Costs

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant and Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

## s. Government Grants

Government grants are recognized on systematic basis when there is reasonable certainty of realization of the same. Revenue grants including subsidy/rebates are credited to Statement of Profit and Loss Account under "Other Income" or deducted from the related expenses for the period to which these are related. Grants which are meant for purchase, construction or otherwise to acquire non current assets are recognized as Deferred Income and disclosed under Non Current Liabilities and transferred to Statement of Profit and Loss on a systematic basis over the useful life of the respective asset. Grants relating to non-depreciable assets is transferred to Statement of Profit and Loss over the periods that bear the cost of meeting the obligations related to such grants.

## t. Taxes on Income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

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## Current Tax

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Advance tax and provisions are presented in the balance sheet after setting off advance tax paid and income tax provision for the current year.

## Deferred Tax

Deferred tax is accounted by using the balance sheet liability method in respect of temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit as well as for unused tax losses or credits. In principle deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred Tax Asset & Liabilities have been offset wherever the Group has a legally enforceable right to set off current tax assets against current tax liabilities & where deferred tax assets & liabilities relate to income tax levied by the same taxation authority.

Deferred taxes are calculated at the enacted or substantially enacted tax rates that are expected to apply when the asset or liability is settled. Deferred tax is charged or credited to the income statement, except when it relates to items credited or charged directly to other comprehensive income in equity, in which case the corresponding deferred tax is also recognized directly in equity.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

## u. Earnings Per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

## v. Segment Reporting

The Group has one operating business segment viz, manufacturing, processing and selling of steel and steel products comprising of engineering and other products and services and all other activities are incidental to the same.

## D. Critical accounting judgments, assumptions and key sources of estimation and uncertainty

The preparation of the Consolidated financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the Consolidated financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the Consolidated financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the Balance Sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

### a. Arrangements containing leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably

# Consolidated Financial Statements

for the year ended March 31, 2023

certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

## b. Depreciation / amortization and impairment on Property, Plant and Equipment / Intangible assets.

Property, plant and equipment, ROU Assets and intangible assets are depreciated/amortized on Straight-Line Basis over the estimated useful lives (or lease term if shorter) in accordance with Internal assessment and Independent evaluation carried out by technical expert/ Schedule II of the Companies Act, 2013, taking into account the estimated useful life and residual value, wherever applicable.

The Group reviews its carrying value of its Tangible and Intangible Assets whenever there is objective evidence that the assets are impaired. In such situation assets recoverable amount is estimated which is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted.

## c. Impairment loss on trade receivables

The Group evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. The Group bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the trade receivables and historical write-off experience. If the financial conditions of the

trade receivable were to deteriorate, actual write-offs would be higher than estimated.

## d. Current Tax and Deferred Tax

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

Significant management judgement is required to determine the amount of deferred tax assets/liability that can be recognised, based upon the likely timing and the level of future taxable profit together with future tax planning strategies. The management has reviewed the rationale for recognition of Deferred Tax Liability and based on the likely timing and level of profitability in future and expected utilisation of deferred tax there against.

## e. Defined benefit obligation (DBO)

Critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose by the Management. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

## f. Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances.

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## 2. Property Plant and Equipment

Particulars	₹ in Lakhs							Total
	Freehold Land	Land-Right-of-Use (Refer Note No. 44)	Building-Right-of-Use (Refer Note No. 44)	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	
<b>(A) Gross Carrying Amount</b>								
As at March 31, 2021	1,674.74	1,785.90	53.32	8,921.33	56,702.82	601.33	1,987.05	71,726.49
Additions / Adjustments	149.28	27.00	-	51.72	2,929.71	-	17.09	3,174.80
Disposal / Adjustments	(8.50)	-	-	-	(18.43)	-	-	(26.93)
<b>As at March 31, 2022</b>	<b>1,815.52</b>	<b>1,812.90</b>	<b>53.32</b>	<b>8,973.05</b>	<b>59,614.10</b>	<b>601.31</b>	<b>2,004.14</b>	<b>74,874.34</b>
Additions / Adjustments	-	-	-	13.68	6,023.12	0.68	139.35	6,176.83
Disposal / Adjustments	(149.28)	-	-	(54.80)	-	-	-	(204.08)
<b>As at March 31, 2023</b>	<b>1,666.24</b>	<b>1,812.90</b>	<b>53.32</b>	<b>8,931.93</b>	<b>65,637.22</b>	<b>601.99</b>	<b>2,143.49</b>	<b>80,847.09</b>
<b>(B) Accumulated Depreciation</b>								
As at March 31, 2021	-	166.49	21.33	1,776.73	22,988.79	251.27	1,508.31	26,712.92
Charge for the year	-	83.77	15.99	372.24	4,214.76	49.49	202.31	4,938.56
Disposal / Adjustments	-	-	-	(0.16)	-	-	-	(0.16)
<b>As at March 31, 2022</b>	<b>-</b>	<b>250.26</b>	<b>37.32</b>	<b>2,148.97</b>	<b>27,203.39</b>	<b>300.75</b>	<b>1,710.62</b>	<b>31,651.31</b>
Charge for the year	-	90.93	10.66	301.75	3,463.46	46.80	59.92	3,973.52
Disposal / Adjustments	-	-	-	(22.48)	-	-	-	(22.48)
<b>As at March 31, 2023</b>	<b>-</b>	<b>341.19</b>	<b>47.98</b>	<b>2,428.24</b>	<b>30,666.85</b>	<b>347.55</b>	<b>1,770.54</b>	<b>35,602.35</b>
<b>(C) Net Carrying Amount (A-B)</b>								
As at March 31, 2022	1,815.52	1,562.64	16.00	6,824.08	32,410.71	300.56	293.52	43,223.03
As at March 31, 2023	1,666.24	1,471.71	5.34	6,503.69	34,970.37	254.44	372.95	45,244.74

### Notes:

- 2.1 Refer Note No. 18.1 and 24.1 in respect of charge created on Property, Plant and Equipment against borrowings.
- 2.2 The Group have not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- 2.3 The title deeds / lease deed of all the immovable properties, are held in the name of the Company.
- 2.4 During the year, the Holding Company based on the technical review of the useful life of its property, plant and equipments being carried out by a technical expert, has revised the useful life of its plant and machinery, buildings and factory shed etc. with effect from 1st April, 2022. This has resulted in decrease in depreciation charge by ₹ 1239.70 Lakhs.

# Consolidated Financial Statements

for the year ended March 31, 2023

## 2A Capital Work-In-Progress (CWIP)

(₹ in Lakhs)

Particulars	Plant and Equipments	Land and Other Developments	Other Expenses	Total
<b>As at March 31, 2021</b>	<b>3,582.47</b>	<b>153.40</b>	<b>11.96</b>	<b>3,747.83</b>
Additions	1,739.96	-	82.22	1,822.18
Capitalised/Disposal	1,941.86	-	94.18	2,036.04
<b>As at March 31, 2022</b>	<b>3,380.57</b>	<b>153.40</b>	<b>-</b>	<b>3,533.97</b>
Additions	783.78	-	320.53	1,104.31
Capitalised/Disposal	1,862.86	137.15	215.66	2,215.67
<b>As at March 31, 2023</b>	<b>2,301.49</b>	<b>16.25</b>	<b>104.87</b>	<b>2,422.61</b>

**2A.1** The Holding Company as part of growth plan has decided to utilize industrial leasehold land under their possession in Bokaro for setting up a new project i.e, Steel Service Centre with the objective of diversifying and increasing the company's presence in that region and improve the overall market share. ₹ 389.62 lakhs (P.Y. 343.03 lakhs) incurred for the said project and relatable there to have been classified and carried forward as Capital Work in Progress to be capitalised on completion of the project.

## 2A.2 Ageing of Capital Work-In-Progress is as follows:

As at March 31, 2023

(₹ in Lakhs)

CWIP	Amount in Capital work in progress for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	888.65	277.50	132.18	1,124.28	2422.61
<b>Total</b>	<b>888.65</b>	<b>277.50</b>	<b>132.18</b>	<b>1124.28</b>	<b>2422.61</b>

As at March 31, 2022

(₹ in Lakhs)

CWIP	Amount in Capital work in progress for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	280.58	397.24	852.54	2,003.61	3,533.97
<b>Total</b>	<b>280.58</b>	<b>397.24</b>	<b>852.54</b>	<b>2,003.61</b>	<b>3,533.97</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

## 3 Investment Property

(₹ in Lakhs)

Particulars	Building
<b>Opening balance at 1 April 2021</b>	-
Additions / Adjustments	-
<b>Closing balance at 31 March 2022</b>	-
Additions / Adjustments	1,153.42
<b>Closing balance at 31 March 2023</b>	<b>1,153.42</b>
Accumulated Depreciation	-
<b>Opening balance at 1 April 2021</b>	-
Charge for the year	-
<b>Closing balance at 31 March 2022</b>	-
Charge for the year	-
<b>Closing balance at 31 March 2023</b>	<b>-</b>
Net Block	-
<b>As at 31 March 2023</b>	<b>1,153.42</b>
<b>As at 31 March 2022</b>	<b>-</b>

**3.1** There were no income and expenditure in respect of investment properties during the year.

The fair value of property as estimated was ₹ 1,384.10 lakhs . The Holding Company estimates the fair value of its investment properties based on current prices in market for similar properties and not on the basis of a report issued by a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

**3.2** The title deed of the immovable property in respect of the following property which have been acquired pursuant to Scheme of merger as referred in Note no. 50 with effect from April 1, 2021 is held in the name of a subsidiary and is pending registration in favour of the Holding Company :

(₹ in Lakhs)

Description of Item of property	Gross carrying value (Rupees in Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held since when	Reason for not being held in the name of the company
Office Premises- Gurugram, Haryana	1,153.42	Sidhant Investment Advisory Private Limited	No	01.4.21	As stated above in Note no. 3.2

# Consolidated Financial Statements

for the year ended March 31, 2023

## 4 Intangible Assets

(₹ in Lakhs)

Particulars	Computer Software
<b>(A) Gross Carrying Amount</b>	
<b>As at March 31, 2021</b>	<b>23.14</b>
Additions	-
Disposal / Adjustments	-
<b>As at March 31, 2022</b>	<b>23.14</b>
Additions	-
Disposal / Adjustments	-
<b>As at March 31, 2023</b>	<b>23.14</b>
<b>(B) Accumulated Amortisation</b>	
<b>As at March 31, 2021</b>	<b>20.74</b>
Charge for the year	1.13
<b>As at March 31, 2022</b>	<b>21.87</b>
Charge for the year	1.13
<b>As at March 31, 2023</b>	<b>23.00</b>
<b>(C) Net Carrying Amount (A-B)</b>	
<b>As at March 31, 2021</b>	<b>2.40</b>
<b>As at March 31, 2022</b>	<b>1.27</b>
<b>As at March 31, 2023</b>	<b>0.14</b>

4.1 There are no intangible assets which are under development as at the end of reporting period.

## 5 Investments - Non Current

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>Investments measured at Fair Value through Other Comprehensive Income</b>				
<b>In Equity Instruments</b>				
Unquoted				
In bodies corporate		-		1,474.08
		-		<b>1,474.08</b>
<b>5.1 Aggregate amount of unquoted investments</b>		-		<b>1,474.08</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

## 6 Other Financial Assets- Non Current

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
	<b>(Unsecured, Considered good unless otherwise stated)</b>			
	<b>At amortised cost</b>			
(a)	Security Deposits		586.17	579.65
(b)	Fixed Deposit with Bank (having maturity more than 12 months)	6.1	326.63	391.70
			<b>912.80</b>	<b>971.35</b>

Notes:

**6.1** Kept as lien against Bank Guarantee

## 7 Other Non Current Assets

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a)	Capital Advances	7.1	7,799.56	6,224.70
	<b>Advances other than Capital Advances</b>			-
(b)	Advance Tax including Tax Deducted at Source	7.2	1,556.19	1,111.65
(c)	Deferred Loss on Financial Instruments	7.4	16.95	-
(d)	Prepaid Expenses		0.80	3.47
			<b>9,373.50</b>	<b>7,339.82</b>

**7.1** Capital Advance includes ₹ 1366.77 lakhs (March 31, 2022 ₹ 1366.77 lakhs) given to a foreign supplier against purchase of certain Equipments for which the order have been cancelled and the amount shall therefore be adjusted against future supplies of Equipments to be procured by the Company from the said supplier.

**7.2** Advance Tax including Tax deducted at Source as on 31st March, 2023 is net of provision for Income tax of ₹ 2233.34 Lakhs.(P. Y ₹ 1696.86)

**7.3** Provision for Tax (Net of Advance tax) of subsidiaries including tax deducted at source of ₹ 429.35 Lakhs (P.Y ₹ 124.58 lakhs)

**7.4** Represents the differential arising on the fair valuation of financial assets at amortised cost and are amortised over the tenure of said financial assets.

## 8 Inventories (Valued at lower of cost or estimated Net realisable Value)

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a)	Raw materials		7,724.72	8,084.85
(b)	Work in Progress		545.01	550.80
(c)	Finished goods		2,671.81	2,756.68
(d)	Stores and Spares		2,786.67	2,512.18
			<b>13,728.21</b>	<b>13,904.51</b>

Notes:

**8.1** Refer Note No. 18.1 and 24.1 in respect of charge created on Inventories against borrowings.

# Consolidated Financial Statements

for the year ended March 31, 2023

## 9 Trade Receivables - Current

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
	<b>Unsecured</b>			
	Considered Good	9.1	12,925.48	11,021.40
			<b>12,925.48</b>	<b>11,021.40</b>

Notes:

**9.1** Trade Receivables are non interest bearing and are generally on credit terms of 30 to 90 days. The ageing of Trade Receivables are as follows:

As at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for the following period from due date of payment						Total
	Within Credit Period	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	8,539.74	1,448.86	398.00	124.41	171.84	2,242.63	12,925.48
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good		-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired		-	-	-	-	-	-
<b>Total</b>	<b>8,539.74</b>	<b>1,448.86</b>	<b>398.00</b>	<b>124.41</b>	<b>171.84</b>	<b>2,242.63</b>	<b>12,925.48</b>

As at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for the following period from due date of payment						Total
	Within Credit Period	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	4,377.47	3,348.01	135.62	179.84	518.77	2,461.69	11,021.40
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good		-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-	-

# Consolidated Financial Statements

for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for the following period from due date of payment						Total
	Within Credit Period	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(vi) Disputed Trade Receivables – credit impaired		-	-	-	-	-	
<b>Total</b>	<b>4,377.47</b>	<b>3,348.01</b>	<b>135.62</b>	<b>179.84</b>	<b>518.77</b>	<b>2,461.69</b>	<b>11,021.40</b>

9.2 Refer Note No. 18.1 and 24.1 in respect of charge created on Trade Receivable against borrowings.

9.3 The concentration of credit risks in respect of manufactured goods sold is limited due to large volume of customer base being from prominent credit worthy unrelated company belonging to the steel sector. In respect of services provided, the Group's significant revenues are derived from one customer which is a well established public limited company listed on stock exchange in India and therefore concentration of credit risk is limited.

## 10 Cash and cash equivalents

(As certified by the management)

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a)	Balances with banks			
	In Current accounts		689.76	87.91
(b)	Cash on hand		71.78	6.96
			<b>761.54</b>	<b>94.87</b>

## 11 Other Bank balances

₹ in Lakhs

SI No.	Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
	<b>Earmarked Balances with Banks</b>			
(a)	Fixed Deposit with Bank (having original maturity of more than 3 months and less than 12 Months)	11.1	642.18	536.90
(b)	Unpaid Dividend	11.2	10.69	0.06
			<b>652.87</b>	<b>536.96</b>

Notes:

11.1 Kept as lien against Bank Guarantee.

11.2 Balance with banks on unpaid dividend account represents monies that can be utilised only to pay dividend to equity shareholders against dividend warrants issued to them.

# Consolidated Financial Statements

for the year ended March 31, 2023

## 12 Loans

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
<b>(Unsecured, Considered good unless otherwise stated)</b>			
At Amortised Cost			
(a) Loans to bodies corporate	12.1	1,884.34	3,077.15
(b) Loan to employees		0.02	45.98
		<b>1,884.36</b>	<b>3,123.13</b>

Notes:

**12.1** Loan to Bodies Corporate have been granted for the general business purpose and carries interest @ 9% p.a. to 14% p.a.

## 13 Other Financial Assets

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
<b>(Unsecured, Considered good unless otherwise stated)</b>			
At Amortised Cost			
(a) Security Deposit		35.75	35.42
(b) Interest accrued on Deposits		10.76	13.74
(c) Others		0.92	3.22
		<b>47.43</b>	<b>52.38</b>

## 14 Other Current Assets

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
Advances other than Capital advances			
(a) Advances against goods and services		4,338.10	2,779.06
(b) Balances with government authorities		1,441.11	1,263.82
(c) Prepaid expenses		76.68	75.34
(d) Surplus / Obsolete Assets	14.1	258.68	305.77
(e) Surplus in Gratuity Fund	14.2	22.70	22.70
(f) Deferred Loss on Financial Instruments	7.4	1.20	-
(g) Advance to employees		8.47	-
(h) Others		9.52	11.90
		<b>6,156.46</b>	<b>4,458.59</b>

Notes:

**14.1** Surplus Assets / Obsolete Assets held for disposal are shown at lower of book value and net realizable value.

**14.2** Surplus in Gratuity Fund represents balance available with Employee Gratuity Fund under Group Gratuity Cash Accumulation ( GGCA Schemes) in one of the subsidiary company which has discontinued the annual contribution under the said scheme since earlier years. The said subsidiary company has recognised the interest income of ₹ 2.68 Lakhs upto 31st March 2020. No such income has subsequently been recognised.

# Consolidated Financial Statements

for the year ended March 31, 2023

## 15 Assets classified as held for sale

₹ in Lakhs

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
Investment in equity instruments of a subsidiary	15.1	305.22	305.22
		<b>305.22</b>	<b>305.22</b>

Notes:

**15.1** The Holding Company entered into a Share Purchase Agreement (SPA) on 04th April, 2017 inter-alia with M/S Anand Itta Bhata Udyog Private Limited for sale of its entire shareholding in Bansal Nepal Private Limited, consisting of 5,08,693 equity shares of ₹ 60/- each subject to compliance and completion of the formalities under the Foreign Exchange Management Act and the conditions precedent in terms of the Sale Purchase Agreement. Consequently, the said investments has been classified as held for sale at its realisable value.

## 16 Equity Share Capital

₹ in Lakhs

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
<b>Authorised:</b>			
500,000,000 Equity Shares of Re. 1 each (Previous Year 500,000,000 shares of Re. 1 each)		5,000.00	5,000.00
		<b>5,000.00</b>	<b>5,000.00</b>
<b>Issued,Subscribed and fully paid up:</b>			
225,086,460 Equity Shares of Re. 1 each (Previous Year 225,086,460 shares of Re. 1 each)		2,250.86	2,250.86
		<b>2,250.86</b>	<b>2,250.86</b>

Notes:

**16.1**The holding company has one class of equity shares having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Holding Company, in proportion to their shareholding..

**16.2** There has been no changes/movements in number of shares outstanding at the beginning and at the end of the reporting period.

### 16.3 Shareholders holding more than 5% equity shares

(₹ in Lakhs)

Name of Equity Shareholders	Note No.	Number of Equity Shares Held			
		As at March 31, 2023		As at March 31, 2022	
		No. of Shares	% of Holding	No. of Shares	% of Holding
Ram Gopal Bansal		3,58,31,000	15.92%	3,58,31,000	15.92%
Harsh Kumar Bansal		1,84,64,750	8.20%	1,84,64,750	8.20%
Vivek Kumar Bansal		1,40,39,580	6.24%	1,40,39,581	6.24%
Gaungour Sales Private Limited		4,11,87,500	18.30%	4,11,87,500	18.30%
Tricom Investments Private Limited		1,51,81,661	6.74%	1,50,90,227	6.70%

# Consolidated Financial Statements

for the year ended March 31, 2023

## 16.4 Shares held by promoters/promoters group at the end of the year

Serial No.	Promoter/Promoter group name	As at March 31, 2023		As at March 31, 2022		% Change during the year
		No. of Shares	% of Holding	No. of Shares	% of Holding	
<b>Promoters</b>						
1	Ram Gopal Bansal	3,58,31,000	15.92%	3,58,31,000	15.92%	-
2	Harsh Kumar Bansal	1,84,64,750	8.20%	1,84,64,750	8.20%	-
3	Vivek Kumar Bansal	1,40,39,580	6.24%	1,40,39,581	6.24%	-
4	Premlata Bansal	94,12,500	4.18%	94,12,500	4.18%	-
5	Shalini Bansal	27,93,250	1.24%	27,93,250	1.24%	-
6	Pratiti Bansal	19,93,250	0.89%	19,93,250	0.89%	-
7	Ram Gopal Bansal(Huf)	5,93,750	0.26%	5,93,750	0.26%	-
<b>Promoters Group</b>						
8	Gaungour Sales Private Limited	4,11,87,500	18.30%	4,11,87,500	18.30%	-
9	Tricom Investments Private Limited	1,51,81,661	6.74%	1,50,90,227	6.70%	0.04%
10	Jani Fincom Private Limited	1,09,23,750	4.85%	1,09,23,750	4.85%	-
11	Bansal Business Private Limited	98,62,889	4.38%	98,62,889	4.38%	-
12	Rolax Trafin Private Limited	44,70,500	1.99%	44,70,500	1.99%	-
13	Bansal Engineering Works Private Limited	18,00,000	0.80%	18,00,000	0.80%	-

## 17 Other Equity

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
<b>Capital Reserve</b>			
As per last Balance Sheet		14,430.86	14,430.86
<b>Changes during the year</b>		(50.68)	-
<b>As at Balance Sheet date</b>	17.2	14,380.18	14,430.86
<b>Securities Premium</b>			
<b>As per last Balance Sheet</b>		16,682.97	16,682.97
<b>Changes during the year</b>		-	-
<b>As at Balance Sheet date</b>	17.3	16,682.97	16,682.97
<b>General Reserve</b>			
<b>As per last Balance Sheet</b>		2,207.29	2,207.29
<b>Changes during the year</b>		-	-
<b>As at Balance Sheet date</b>	17.4	2,207.29	2,207.29
<b>Retained earnings</b>			
As per last Balance sheet		19,740.24	16,331.51
Profit/(Loss) for the year		5,447.32	3,453.42
Transfer from Other Comprehensive Income		(6.88)	0.33
Less: Interim dividend	17.7	(450.17)	(45.02)
<b>As at Balance Sheet date</b>	17.5	24,730.51	19,740.24
<b>Other Comprehensive Income</b>			
Other Comprehensive Income for the year		(6.88)	0.33

# Consolidated Financial Statements

for the year ended March 31, 2023

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
Transfer to retained earnings		6.88	(0.33)
<b>As at Balance Sheet date</b>	17.6	-	-
		<b>58,000.95</b>	<b>53,061.36</b>

Notes:

**17.1** Refer Statement of Changes in Equity for movement in balances of Reserves.

## 17.2 Capital Reserve

Capital Reserve comprises of:

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Government Grant Received	15.00	15.00
Forfeiture of Warrants convertible to Equity Shares	417.17	417.17
Capital Reserve on Redemption	13,998.69	13,998.69
Others	(50.68)	-
<b>Total</b>	<b>14,380.18</b>	<b>14,430.86</b>

## 17.3 Securities Premium

Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under Section 52 of Companies Act, 2013.

## 17.4 General Reserve

The general reserve is created from time to time by appropriating profits from retained earnings. The general reserve is created by a transfer from one component of equity to another and accordingly it is not reclassified to the Statement of profit and loss.

## 17.5 Retained Earnings

Retained earnings generally represent the undistributed profit/amount of accumulated earnings of the company. This includes Other Comprehensive Income/(Loss) of ₹ 13.05 Lakhs (March 31, 2022: ₹ 4.47 lakhs) relating to remeasurement of defined benefit plans (net of tax) which cannot be reclassified to Statement of Profit and Loss.

## 17.6 Other Comprehensive Income

Other Comprehensive Income represents gain/losses on defined benefit obligations which is transferred to retained earnings as stated in Note 17.5 above.

## 17.7 Dividend

The interim dividend approved by the Board of Directors of the Holding Company on 15th February, 2023, at a rate of Re 0.20 per equity share (20%) of Re. 1 each and paid thereafter has been confirmed at the Board Meeting of the Holding Company held on 15th May, 2023 as the final dividend for the year ended 31st March, 2023.

# Consolidated Financial Statements

for the year ended March 31, 2023

## 18 Borrowings

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2023		As at March 31, 2022	
		Non current	Current	Non current	Current
<b>At Amortised Cost</b>					
A Secured					
(a) Term loans					
From banks					
-Rupee Loan	18.1.1	5,205.84	2,318.94	6,719.84	2,778.50
From Others	18.1.2	813.17	541.29	1,280.26	472.00
(b) Vehicle Loan					
From banks	18.1.3	1,021.63	295.80	-	-
		<b>7,040.64</b>	<b>3,156.03</b>	<b>8,000.10</b>	<b>3,250.50</b>
B Unsecured					
From Bodies Corporate	18.1.4	115.73	5.00	145.56	-
		<b>115.73</b>	<b>5.00</b>	<b>145.56</b>	<b>-</b>
<b>Total</b>		<b>7,156.37</b>	<b>3,161.03</b>	<b>8,145.66</b>	<b>3,250.50</b>

### 18.1 Nature of Security

**18.1.1** Rupee Term Loan of ₹ 7524.78 Lakhs (Previous Year ₹ 9,498.34 Lakhs) taken by the Holding Company is secured by 1st charge on the movable and immovable property of Howrah GT road and extension of 2nd charge on the assets provided for working capital loan. It has further been secured by personal guarantee of the three promoter directors of the Holding Company. Rate of interest being 0.35% to 2.25% above Bank Rate and is repayable at unamortised cost as follows:

Financial Year	₹ in Lakhs
2023-2024	2,318.94
2024-2025	2,966.08
2025-2026	1,532.37
2026-2027	642.00
2027-2028	608.83
<b>Total</b>	<b>8,068.22</b>

**18.1.2** Secured by hypothecation of first charge over the company's movable and immovable fixed assets at Adityapur and Manifit units. Rate of interest ranges from 8.75% to 10.25% and is repayable at unamortised cost as follows:

Financial Year	₹ in Lakhs
2023-24	541.29
2024-25	360.86
2025-26	138.75
2026-27	138.75
2027-28	138.75
2028-29	7.55
<b>Total</b>	<b>1,325.95</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

- 18.1.3** Secured by hypothecation of vehicles acquired thereagainst. Rate of interest being ranges from 9.25% to 10.25% and is repayable at unamortised cost as follows:

Financial Year	₹ in Lakhs
2023-24	295.80
2024-25	321.04
2025-26	348.43
2026-27	347.12
2027-28	5.04
<b>Total</b>	<b>1,317.43</b>

- 18.1.4** Interest free Unsecured Loan at unamortised cost outstanding as on March 31, 2023 is payable as per the repayment schedule as follows::

Financial Year	₹ in Lakhs
2023-2024	5.00
2024-2025	115.73
<b>Total</b>	<b>120.73</b>

- 18.1.4** As available from web page of Ministry of Corporate Affairs, charges against assets in respect of secured loans taken have been registered with ROC.

The Holding Company has a system of filing the charge satisfaction e-form with MCA wherever applicable, within the timelines, as and when it receives NOCs from the respective charge holders. .

- 18.1.5** In respect of the Holding Company's borrowings on the basis of securities of current assets, statements as filed with the banks are in agreement with the then unaudited Books of Account of the company other than those as set out below.

(₹ in Lakhs)

Particulars	Name of the banks	Amount disclosed as per statement	Amount as per books of accounts	Difference	Reason for variance
June, 2021		16859.23	19776.23	2,917.00	The differences are due to the statements being filed with the banks prepared based on unaudited financial statements. Variances observed were however not material.
September, 2021		17840.46	20385.46	2,545.00	
December, 2021	State Bank of India,	19703.13	22804.13	3,101.00	
March, 2022	Punjab National	20800.07	24291.07	3,491.00	
June, 2022	Bank, Yes Bank and	22971.51	25742.51	2,771.00	
September, 2022	IndusInd Bank	22246.04	24849.04	2,603.00	
December, 2022		24083.16	25391.16	1,308.00	
March, 2023		24416.09	27434.09	3,018.00	

- 18.1.6** The borrowings obtained by the Holding Company from banks and financial institutions have been applied for the purposes for which such loans were taken. In respect of the term loans which were taken in the previous year, these were applied in the respective year for the purpose for which the loans were obtained.

# Consolidated Financial Statements

for the year ended March 31, 2023

## 19 Lease Liability

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
Lease Liability	44	1,773.62	1,694.06
		<b>1,773.62</b>	<b>1,694.06</b>

## 20 Other Financial Liabilities - Non Current

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
<b>At Amortised Cost</b>			
Security Deposit		1,154.37	1,713.64
		<b>1,154.37</b>	<b>1,713.64</b>

## 21 Provision - Non Current

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits	45	254.82	243.72
		<b>254.82</b>	<b>243.72</b>

## 22 Deferred Tax Liabilities(Net)

The following is the analysis of Deferred Tax (Assets) / Liabilities presented in the Standalone Balance Sheet

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a) Deferred Tax Assets		(1,376.27)	(2,733.76)
(b) Deferred Tax Liabilities		4,306.60	4,256.04
<b>Net deferred Tax ( Assets)/ Liabilities</b>		<b>2,930.33</b>	<b>1,522.28</b>

Components of Deferred tax (Assets)/ Liabilities as at March 31, 2023 are given below :

(₹ in Lakhs)

Particulars	Opening Balance	Charges/ (Credit) recognised in the Statement of Profit and Loss	Charges/ (Credit) recognised in the Other Comprehensive Income	Closing Balance
<b>Deferred Tax Assets</b>				
Defined benefit obligation	67.33	(5.74)	(2.82)	75.89
Lease Rentals and Others	112.34	(26.87)	-	139.21
MAT credit entitlement	378.55	163.31	-	215.24
Unabsorbed Depreciation and Carried Forward Business Loss	2,039.32	1,240.62	-	798.70
Fair Valuation of Financial Instruments	136.22	(11.01)	-	147.23
<b>Total Deferred Tax Assets</b>	<b>2,733.76</b>	<b>1,360.31</b>	<b>(2.82)</b>	<b>1,376.27</b>
Deferred Tax Liabilities				

# Consolidated Financial Statements

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(₹ in Lakhs)

Particulars	Opening Balance	Charges/ (Credit) recognised in the Statement of Profit and Loss	Charges/ (Credit) recognised in the Other Comprehensive Income	Closing Balance
Timing difference with respect to Property, plant and equipment and Intangible Asset	4,262.44	50.56	-	4,313.00
Fair Valuation of Financial Liabilities	(6.40)	-	-	(6.40)
<b>Total Deferred Tax Liabilities</b>	<b>4,256.04</b>	<b>50.56</b>	<b>-</b>	<b>4,306.60</b>
<b>NET DEFERRED TAX (ASSETS)/ LIABILITIES</b>	<b>1,522.28</b>	<b>1,410.87</b>	<b>(2.82)</b>	<b>2,930.33</b>
Disclosed as				
Deferred Tax Assets	643.42			498.79
Deferred Tax Liabilities	2,165.70			3,429.12
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>1,522.28</b>			<b>2,930.33</b>

Components of Deferred tax (Assets)/ Liabilities as at March 31, 2022 are given below :

(₹ in Lakhs)

Particulars	Opening Balance	Charges/ (Credit) recognised in the Statement of Profit and Loss	Charges/ (Credit) recognised in the Other Comprehensive Income	Closing Balance
<b>Deferred Tax Assets</b>				
Defined benefit obligation	43.60	(5.44)	(2.89)	51.93
Lease Rentals and Others	117.68	(22.03)	-	139.71
MAT credit entitlement	117.68	(22.03)	-	139.71
Unabsorbed Depreciation and Carried Forward Business Loss	1,175.37	1,175.37	-	-
Fair Valuation of Financial Instruments	137.27	(11.01)	-	148.28
<b>Total Deferred Tax Assets</b>	<b>1,473.92</b>	<b>1,136.89</b>	<b>(2.89)</b>	<b>339.92</b>
<b>Deferred Tax Liabilities</b>				
Timing difference with respect to Property, plant and equipment and Intangible Asset	4,740.93	(478.49)	-	4,262.44
Fair Valuation of Financial Liabilities	(35.65)	29.25	-	(6.40)
<b>Total Deferred Tax Liabilities</b>	<b>4,705.28</b>	<b>(449.24)</b>	<b>-</b>	<b>4,256.04</b>
<b>NET DEFERRED TAX (ASSETS)/ LIABILITIES</b>	<b>548.85</b>	<b>973.56</b>	<b>(0.13)</b>	<b>1,522.28</b>
Disclosed as				
Deferred Tax Assets	479.71			643.42
<b>Deferred Tax Liabilities</b>	<b>1,028.56</b>			<b>2,165.70</b>
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>548.85</b>			<b>1,522.28</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

**22.1** Deferred tax assets and liabilities have been adjusted when these pertain to the same legal entity and thereby net deferred tax liabilities/(assets) have been disclosed as follows:

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets	3,429.12	2,165.70
Deferred Tax Liabilities	498.79	643.42
<b>Net deferred Tax ( Assets)/ Liabilities</b>	<b>2,930.33</b>	<b>1,522.28</b>

## 23 Other Non Current Liabilities

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
(a) Deferred gain on fair valuation of financial instrument	23.1	741.31	157.19
(b) Deferred revenue arising from Government Grants		161.09	195.37
		<b>902.40</b>	<b>352.56</b>

**23.1** Represents the differential arising on the fair valuation of financial liabilities at amortised cost and are amortised over the tenure of said financial liabilities..

## 24 Borrowings - Current

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
<b>Secured</b>			
From Banks			
Cash credit/Working capital facilities repayable on demand	24.1	11,610.73	12,501.72
<b>Current maturities of long-term debts</b>			
From Banks- Term Loan		2,318.94	2,778.50
From Banks- Vehicle Loan		295.80	-
From Others		541.29	472.00
Unsecured loan from body corporate		5.00	-
		<b>14,771.76</b>	<b>15,752.22</b>

### Notes:

**24.1** Secured primarily by 1st pari-passu charge on moveable and immovable fixed assets of the Company's unit at N.H.- 6 situated in Andul, Argori and flats at Joyram Villa and on the entire current assets of the Company and guaranteed by three promoter directors of the Holding Company

## 25 Lease Liability

Particulars	Notes No.	₹ in Lakhs	
		As at March 31, 2023	As at March 31, 2022
Current maturities of lease Liability	44	57.56	55.96
		<b>57.56</b>	<b>55.96</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

## 26 Operational Suppliers Credit

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
<b>From Bank</b>			
Against Purchase LC Discounting	24.1	1,925.51	1,741.69
		<b>1,925.51</b>	<b>1,741.69</b>

### Notes:

**26.1** Operational Suppliers' Credit is availed from bank at interest rate ranging from 4.70% to 7.75 % per annum. These trade credits are largely repayable within 90 days from the date of draw down. Operational Buyer's credit availed is backed by Standby Letter of Credit issued under working capital facilities sanctioned by domestic banks.

## 27 Trade payables- Current

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of Micro Enterprise and Small Enterprises	27.1	-	-
Total outstanding dues of creditors other than Micro Enterprise and Small Enterprises	27.2	2,517.26	1,549.49
		<b>2,517.26</b>	<b>1,549.49</b>

**27.1** Dues to Micro and Small enterprises as at 31st march, 2023 as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the companies.

**27.2** Trade payables are non-interest bearing and are normally settled on 90 day terms.

**27.3** The Ageing of Trade Payables as on 31st March,2023 is as follows:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Within Credit Period	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME						
(ii) Others	1,965.44	426.53	35.15	34.88	55.26	2,517.26
(iii) Disputed dues – MSME						
(iv) Disputed dues - Others						
<b>Total</b>	<b>1,965.44</b>	<b>426.53</b>	<b>35.15</b>	<b>34.88</b>	<b>55.26</b>	<b>2,517.26</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

The Ageing of Trade Payables as on 31st March,2022 is as follows:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Within Credit Period	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME						
(ii) Others	1,409.37	39.93	41.87	22.58	35.74	1,549.49
(iii) Disputed dues – MSME						
(iv) Disputed dues - Others						
<b>Total</b>	<b>1,409.37</b>	<b>39.93</b>	<b>41.87</b>	<b>22.58</b>	<b>35.74</b>	<b>1,549.49</b>

## 28 Other financial liabilities- Current

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a) Financial Liabilities at amortised cost			
Security Deposit		50.29	40.73
(b) Liabilities for Capital Goods			
Total outstanding dues of micro enterprise and small enterprises	28.1	-	-
Total outstanding dues of Creditors other than micro enterprise and small enterprises		91.94	161.15
(c) Payables to Employees		204.95	181.37
(d) Unpaid dividend		10.69	0.06
(e) Interest Accrued but not due		8.90	13.98
(f) Interim Dividend		-	45.02
(g) Payable to Others		727.04	669.18
		<b>1,093.81</b>	<b>1,111.49</b>

Notes:

**28.1** There are no dues to Micro and Small enterprises with regard to the supplier of capital goods as at 31st March, 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the group.

## 29 Other Current liabilities

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
(a) Advances received from customers	29.1	291.97	420.87
(b) Statutory Dues (Goods and Service Tax, Provident Fund, Tax Deducted at Source etc.)		73.19	67.12
(c) Deferred gain on fair valuation of financial instruments	23.1	151.92	158.53
(d) Deferred revenue arising from Government Grants		34.28	34.28
(e) Others		0.08	0.04
		<b>551.44</b>	<b>680.84</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

## 29.1 Contract Balances

Advance from customers is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards products or services to be provided in future periods. Revenue is recognised once the performance obligation is met i.e. once the control over a product or service has been transferred to the customer.

## 30 Provisions- Current

₹ in Lakhs

Particulars	Notes No.	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits	45	27.56	15.20
		<b>27.56</b>	<b>15.20</b>

## 31 Revenue from Operations

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Sale of Products	31.1	5,604.31	3,710.02
(b) Conversion Income		45,278.12	35,476.33
(c) <b>Other Operating Revenue</b>			
Transportation Charges, Supervision and Services		5,314.41	5,526.01
Loading & Weighment Charges		36.73	25.58
		<b>56,233.57</b>	<b>44,737.94</b>

Notes

### 31.1 Disaggregation of Revenue

#### Revenue based on Geography

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Domestic		56,233.57	44,737.94
Export		-	-
<b>Total</b>		<b>56,233.57</b>	<b>44,737.94</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

## 32 Other Income

		₹ in Lakhs	
Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Interest Income			
- Financial Instruments measured at amortised Cost	32.1	160.65	226.09
-on loans, deposits and others		212.80	42.70
Other non-operating income (net of expenses directly attributable to such income)			
(b) Government Grant		34.28	34.28
(c) Insurance Claim		45.26	385.67
(d) Gain/ (Loss) on sale of Property, Plant and Equipment and Capital Assets		410.75	440.61
(e) Liabilities no longer required written back		0.29	61.78
(f) Miscellaneous Income		49.39	108.20
		<b>913.42</b>	<b>1,299.33</b>

**32.1** Includes ₹ Nil (Previous Year ₹ 9.97 Lakhs) arising due to fair value adjustments on prepayments of certain non-current borrowings during the year. Correspondingly, ₹ Nil (Previous Year ₹ 13.34 Lakhs) in this respect have been shown under Finance costs. (Refer Note 36.1)

## 33 Cost of Materials Consumed

		₹ in Lakhs	
Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Raw Materials Consumed		22,073.34	16,263.08
		<b>22,073.34</b>	<b>16,263.08</b>

## 34 Changes in stock of finished goods, stock in trade and work-in-progress

		₹ in Lakhs	
Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Opening Stock</b>			
Finished Goods		2,756.68	2,302.80
Work in Progress		550.80	553.29
		<b>3,307.48</b>	<b>2,856.09</b>
<b>Less: Closing Stock</b>			
Finished Goods		2,671.81	2,756.68
Work in Progress		545.01	550.80
		<b>3,216.82</b>	<b>3,307.48</b>
<b>(Increase)/ Decrease in Inventories of Finished goods, Stock-in-Trade and Work-in-Progress</b>		<b>90.66</b>	<b>(451.39)</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

## 35 Employee benefits expense

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Salaries and wages		2,156.26	2,040.29
(b) Contribution to provident fund	45	85.74	81.04
(c) Staff welfare expenses		34.09	59.20
		<b>2,276.09</b>	<b>2,180.53</b>

## 36 Finance Costs

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Interest on Financial liabilities at Amortised Cost</b>			
on Borrowings	36.1	2,227.09	2,174.36
on lease liability		167.91	156.16
on others		-	0.40
		<b>2,395.00</b>	<b>2,330.92</b>

**36.1** Includes ₹ Nil (Previous Year ₹ 13.34 lakhs) arising due to fair value adjustments on prepayments of certain non-current borrowings during the year. Correspondingly, ₹ Nil (Previous Year ₹ 9.97 lakhs) in this respect have been shown under Other Income. (Refer Note 32.1)

## 37 Depreciation and Amortisation Expenses

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
on Property, Plant and Equipment (including right of use asset)	2	3,973.52	4,938.54
Amortisation on Intangible Assets	4	1.13	1.13
		<b>3,974.65</b>	<b>4,939.67</b>

**37.1** Refer Note No. 2.4

## 38 Other Expenses

₹ in Lakhs

Particulars	Notes No.	For the year ended March 31, 2023	For the year ended March 31, 2022
Consumption of stores and spares		2,807.86	3,691.79
Power and Fuel		7,855.27	5,639.62
Rent	44.2	147.62	187.61
Repairs and Maintenance:		-	-
Building		0.65	0.02
Plant and Machinery		391.98	268.79
Others		28.09	27.61
Rates and Taxes		101.63	108.08
Transportation Charges Paid		2,094.17	1,892.85
Directors' Sitting Fees		0.65	0.61
Carriage inward		52.10	31.79
Auditor's Remuneration	38.1	31.80	32.65
Irrecoverable Balances written off (net)		329.64	200.75
Corporate Social Responsibility	38.2	79.71	61.11
Miscellaneous expenses		4,903.86	4,056.84
		<b>18,825.03</b>	<b>16,200.12</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

## 38.1 Auditor's Remuneration includes:

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Audit Fees		18.60	17.15
(b) Tax Audit Fees		3.20	3.00
(c) Certifications and other Services		10.00	12.50
		<b>31.80</b>	<b>32.65</b>

## 38.2 Corporate Social Responsibility

The Holding Company was required to spend an amount of ₹ NIL (Previous Year ₹ Nil) on CSR as per the provisions of section 135 of the Companies Act, 2013. The Holding Company has during the year spent ₹ 79.71 Lakhs (Previous Year ₹ 61.11 lakhs) Also Refer Note . 38.2.1

### 38.2.1 Amount Spent during the year 2022-2023

Particulars	In Cash	Total Yet to Be Paid in cash	₹ in Lakhs
			Total
i Construction/acquisition of any assets	NIL	Nil	NIL
ii <b>On purpose other than (i) above</b>			
Contribution to Trust for health, education, skill, environment and other development	79.71	Nil	79.71

### Amount Spent during the year 2021-2022

Particulars	In Cash	Total Yet to Be Paid in cash	₹ in Lakhs
			Total
i Construction/acquisition of any assets	NIL	Nil	NIL
ii <b>On purpose other than (i) above</b>			
Contribution to Trust for health, education, skill, environment and other development	61.11	Nil	61.11

### 38.2.1 Details of Excess Amount Spent

Particulars	Notes No.	₹ in Lakhs	
		March 31, 2023	March 31, 2022
Amount required to be spent during the year as per Section 135 of Companies Act 2013		-	-
<b>Balance amount required to be spent during the year</b>		-	-
Amount spent during the year		79.71	61.11
<b>Excess amount spent during the year</b>		<b>79.71</b>	<b>61.11</b>
Excess amount spent of earlier years		67.82	6.71
<b>Total amount spent in excess of requirement which is available for set off against future obligation</b>		<b>147.53</b>	<b>67.82</b>

### 38.2.2 Refer Note No. 46 for Related Party Transactions

# Consolidated Financial Statements

for the year ended March 31, 2023

## 39 Tax Expense

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
Tax Expense			
<b>Current Tax</b>			
Provision for current tax		653.18	122.73
<b>Total Current tax expense recognised in the current year</b>		<b>653.18</b>	<b>122.73</b>
<b>Deferred Tax</b>			
In respect of Current Year		1,410.87	973.56
<b>Total Deferred tax expense recognised in the current year</b>		<b>1,410.87</b>	<b>973.56</b>
<b>Total Tax expense recognised in the current year in Profit and Loss</b>		<b>2,064.05</b>	<b>1,096.29</b>

### 39.1 Reconciliation of Income Tax Expenses for the year with accounting profit as follows:

Taxable Income differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Details in this respect are as follows:

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Profit/(Loss) before tax</b>		7,512.22	4,574.34
Income tax expense calculated at applicable tax rate for March 31, 2023 and March 31, 2022 respectively as applicable for corporate entities on taxable profits under the Indian tax laws.		1,890.67	1,151.27
<b>Add: Effect of Expenses that are not deductible in determining taxable profit</b>			
Effect of temporary differences on account of tax of earlier periods		-	-
Expenses not allowed for tax purpose		20.06	17.81
Certain expenses to be allowed on payment basis		-	-
Effect of fair valuation of Financial assets and Financial Liabilities		-	-
Effect of change in tax rate and others		153.32	(72.79)
<b>Less : Effect of Expense/income that are deductible/not taxable in determining taxable profit</b>			
Certain expenses to be allowed on payment basis		-	-
Effect of temporary differences on account of tax of earlier periods		-	-
Effect of fair valuation of Financial assets and Financial Liabilities		-	-
Effect of other adjustments		-	-
Effect of change in tax rate and others		-	-
<b>Income Tax recognised in the Statement of profit and loss</b>		<b>2,064.05</b>	<b>1,096.29</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

## 39.2 Income Tax recognised in Other Comprehensive Income

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Deferred tax (charge)/ Credit on</b>			
Remeasurement of defined benefit obligation		2.82	0.13
<b>Total income tax recognised in other comprehensive income</b>		2.82	0.13
<b>Bifurcation of the income tax recognized in Other comprehensive income into :</b>			
Items that will be reclassified to profit or loss		-	-
Items that will not be reclassified to profit or loss		2.82	0.13

## 39.3 Components of Other Comprehensive Income

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Items that will not be reclassified to profit or (loss)</b>			
Remeasurement of defined benefit obligation (Net of Tax)		(8.54)	(0.33)
		<b>(8.54)</b>	<b>(0.33)</b>

## 40 Contingent Liabilities and Commitments (to the extent not provided for)

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>A. Contingent Liabilities</b>		
<b>Claims against the Company not acknowledged as Debt</b>		
Income tax demands under appeal- Disallowances contested by Company	178.34	178.34

In respect of Subsidiary Companies

The subsidiary companies have no pending litigation with respect to claim against the company and proceedings pending with tax/statutory/Government authorities

**40.A.1** The Group's pending litigation comprises of claim against the Company and proceeding pending tax/statutory/ Government authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its Standalone Financial Statements. The Group does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of (i) above are dependent upon the outcome of judgments / decisions.

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>B. Capital and Other Commitments</b>		
Capital commitments (net of advances of ₹ 7799.55 lakhs (Previous Year - ₹ 6224.70 lakhs)	615.00	326.42

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## 40.B.1 Disclosure as required by Indian Accounting Standard (Ind AS) 37 Provisions, Contingent Liabilities and Contingent Assets

### Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the entity. During the normal course of business, unresolved claims remains outstanding. The inflow of economic benefits, in respect of such claims cannot be measured due to uncertainties that surround the related events and circumstances.

- 41 Trade Receivables, Trade payables and advances recoverable are subject to confirmation/reconciliation and consequential adjustments, if any arising thereof. In the opinion of the management, current assets, loans and advances will have value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

## 42 Earnings Per Share

Particulars	₹ in Lakhs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Profit/(Loss) after Tax for Basic & Diluted Earnings Per Share as per Statement of Profit and Loss (₹)	4,414.65	3,292.75
b) Number of Equity Shares (Nos):		
(i) Weighted average number of equity shares outstanding during the period	22,50,86,460	22,50,86,460
(ii) Dilutive Potential Equity shares	Nil	Nil
Nominal value per equity share (Re.)	1	1
c) Earnings per share of Equity share of Re.1 each (in ₹) - Basic (a/b(i))	1.96	1.46
d) Earnings per share of Equity share of Re.1 each (in ₹) - Diluted (a/b(i))	1.96	1.46

## 43 Segment Reporting

- (i) The Group has one operating business segment viz, manufacturing, selling and processing of steel and all other activities are incidental to the same..

### (ii) Information about Major Customer

Revenue from Conversion Income of steel and steel products include sale of service to one Public Company pertaining to the Steel sector which account for more than 10% of the aggregate total revenue of the Company amounting to ₹ 50,205.89 lakhs (March 31, 2022- ₹ 39720.26 lakhs).

## 44 Disclosure as per Ind AS 116 "Leases"

### Treatment of Leases as per Ind AS 116

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

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The Company has applied the following practical expedients on initial application of Ind AS 116:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
  - Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
  - Excluded the initial direct costs, if any from the measurement of the right-of-use asset at the date of recognition of right-of-use asset.
  - Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.
  - The weighted average incremental borrowing rate applied to leases recognised during the FY 2022-23 is 9.50%
- 44.1(i)** Nature of lease: The Group's significant leasing arrangements is in respect of Land and Premises for offices on lease which are not non-cancellable and are usually renewable on mutually agreeable terms
- (ii) The Group has incurred ₹ 147.62 Lakhs and 187.61 Lakhs for the year ended March 31, 2023 and March 31, 2022 respectively towards rental expenses relating to short term leases and leases of low value assets. The total cash outflow for leases is ₹ 222.27 Lakhs and ₹ 244.33 Lakhs for the year ended March 31, 2023 and March 31, 2022 respectively.

## 44.3 The following is the movement in lease liabilities:

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Opening	1,750.02	1,647.25
Additions/(Deletions)	(12.10)	26.41
Finance cost accrued during the period	167.91	156.16
Payment of lease liabilities	(74.65)	(56.72)
Adjusted during the year	-	(23.08)
<b>Closing Balance</b>	<b>1,831.18</b>	<b>1,750.02</b>

## 44.4 The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Not later than one year	74.42	64.88
Later than one year and not more than five years	148.03	224.48
Later than five years	2,47,934.89	2,47,936.47

## 45 Employee Benefits

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. This is an unfunded plan.

The Group also has certain Defined Contribution plans. Contributions are made to provident fund in India at the rate of 12% of salary of the employees covered as per the regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

# Consolidated Financial Statements

for the year ended March 31, 2023

As per Indian Accounting Standard 19 "Employee Benefits" (Ind AS - 19), the disclosures of Employee Benefits are given below

## i) Defined Contribution Scheme

Contribution to Defined Contribution Plan, recognized for the year are as under :

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
Employer's Contribution to Provident Fund		70.25	64.87

## ii) Defined Benefit Scheme

The Group has defined benefit plan comprising of gratuity. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) actuarial Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

For Gratuity (Unfunded)	₹ in Lakhs	
	2022-23	2021-22
<b>A Change in fair value of Defined Benefit Obligation :</b>		
Present Value of Defined Benefit Obligations as at the beginning of the year	258.92	254.12
Current Service Cost	35.41	32.76
Past Service Cost	-	-
Interest Cost	18.22	16.96
Benefit Paid	(20.19)	(45.36)
Actuarial (Gain) / Losses	11.37	0.44
<b>Present Value of Defined Benefit Obligations as at the end of the year</b>	<b>303.73</b>	<b>258.92</b>

	₹ in Lakhs	
	2022-23	2021-22
<b>B Change in Fair Value of plan Assets :</b>		
Fair value of Plan Assets at the beginning of the year	-	-
Expected Return on Plan assets	-	-
Contributions by the Employers	-	-
Benefit paid	-	-
Actuarial Gains/(Losses)	-	-
<b>Fair value of plan Assets at the end of the year</b>	<b>-</b>	<b>-</b>

	₹ in Lakhs	
	2022-23	2021-22
<b>C Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:</b>		
Present Value of Defined Benefit Obligations as at the end of the year	303.74	258.92
Fair value of Plan Assets at the end of the year	-	-
<b>Liability /(Assets) recognized in the Balance Sheet</b>	<b>303.74</b>	<b>258.92</b>

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	₹ in Lakhs	
	2022-23	2021-22
<b>D Components of Defined Benefit Cost</b>		
Current Service Cost	35.41	32.76
Past Service Cost	-	-
Interest Cost	18.22	16.96
Expected Return on Plan Assets	-	-
Net Actuarial (Gain)/ Loss on remeasurement recognized in OCI	11.37	0.44
<b>Total Defined Benefit Cost recognized in the Statement of Profit and Loss and OCI</b>	<b>65.00</b>	<b>50.16</b>

	₹ in Lakhs	
	2022-23	2021-22
<b>E Principal Actuarial Assumptions used</b>		
Discounted Rate (per annum) Compound	7.50%	7.25%
Salary Inflation Rate	6.00%	6.00%
Mortality Rate	IALM 2012-2014 ULTIMATE	IALM 2012-2014 ULTIMATE
Attrition Rate	1.00%	1.00%
Retirement age	58 Years	58 Years
Expected Rate of return on Plan Assets	NA	NA

	₹ in Lakhs				
Experience History	2022-23	2021-22	2020-21	2019-20	2018-19
<b>F Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact)</b>					
Present Value of Defined Benefit Obligations	303.74	258.92	254.12	359.19	241.54
Fair value of Plan Assets	-	-	-	-	-
Status [Surplus/(Deficit)]	303.74	258.92	254.12	359.19	241.54
Experience Adjustment on Plan Assets [Gain/ (Loss)]					
Experience Adjustment on Obligation [Gain/ (Loss)]					

## G. Sensitivity analysis

Particulars	(₹ in Lakhs)			
	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Increase	Decrease	Increase	Decrease
<b>Discount Rate (-/+ 0.5%)</b>	287.51	321.42	243.85	275.41
%Change Compared to base due to sensitivity	-19.38%	21.02%	-21.38%	11.10%
Salary Growth (-/+ 0.5%)	320.73	287.66	274.75	243.98
%Change Compared to base due to sensitivity	20.70%	-19.51%	22.890%	-21.460%
Attrition Rate (-/+ 10%)	304.31	303.20	265.38	258.43
%Change Compared to base due to sensitivity	0.61%	-0.61%	0.580%	-18.400%
Mortality Rate (-/+ 10%)	-	-	-	-
%Change Compared to base due to sensitivity	-	-	-	-

# Consolidated Financial Statements

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The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

## H. Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

(₹ in Lakhs)	
Financial Year	Gratuity (₹)
01 April 2023 to 31 March 2024	27.56
01 April 2024 to 31 March 2025	8.61
01 April 2025 to 31 March 2026	7.88
01 April 2026 to 31 March 2027	21.74
01 April 2027 to 31 March 2028	25.24
01 April 2028 Onwards	117.97

₹ in Lakhs		
	2022-23	2021-22
<b>I</b> Average number of people employed	472	459

## 46 Related Party Transactions

Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on "Related Party Disclosures" are as follows:

### A) Name of related parties and related party relationship:

<b>Subsidiaries</b>	SAIL Bansal Service Centre Limited
	Nippon Cryo Private Limited
<b>Key Managerial Personnel</b>	BMW Iron and Steel Industries Limited
	Bansal Nepal Private Limited (Refer Note No 15.1)
	Ram Gopal Bansal (Whole Time Director)
	Harsh Kumar Bansal (Managing Director)
	Vivek Kumar Bansal (Managing Director)
	Premlata Bansal (Relative of a Director)
	Shalini Bansal (Relative of a Director)
	Pratiti Bansal (Relative of a Director)
	Rampriya Sharan (Independent Director)
	Sunil Kumar Parik (Independent Director)
<b>Enterprises over which Key Managerial Personnel has significant influence</b>	Manika Chand (Independent Director)
	Bansal Foundation
	Encash Commercial Private Limited
	Pioneer Goods Private Limited
	Jayamala Commercial Private Limited
	Gaungour Sales Private Limited
	Tricom Investments Private Limited
	Ram Gopal Bansal (HUF)
	Jani Fincom Private Limited
	Bansal Business Private Limited
Rolex Trafin Private Limited	
Bansal Engineering Works Private Limited	
JIT Transport Organisation	
<b>Joint venture of SAIL Bansal Service Centre Limited</b>	Steel Authority of India Limited

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## B) Details of Related party transaction after elimination

### B.1) Transaction with subsidiaries

Intergroup related party transactions and outstanding balances with subsidiaries companies are eliminated in the preparation of Consolidated Financial Statements of the Group. Hence the same has not been disclosed in the group related party transactions.

### B.2) Nature of Transaction with the related parties referred to in serial no. (A) above

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(i) Sale of Services</b>			
Steel Authority of India Limited		91.59	120.05
<b>(ii) Recovery of Transportation Charges</b>			
Steel Authority of India Limited		39.73	48.20
<b>(iii) Rent Paid</b>			
Ramgopal Bansal		15.00	15.00
<b>(iv) Remuneration Including Sitting Fees</b>			
Ramgopal Bansal		156.00	156.00
Harsh Kumar Bansal		120.00	120.00
Vivek Kumar Bansal		120.00	120.00
Debasish Basu		-	0.16
Rampriya Sharan		0.22	0.14
Sunil Kumar Parik		0.32	0.25
Manika Chand		0.11	0.06
<b>(v) Rent Received</b>			
JIT Transport Organisation		25.20	25.20
<b>(vi) Interim Dividend Paid</b>			
Ram Gopal Bansal		71.66	7.17
Harsh Kumar Bansal		36.93	3.69
Vivek Kumar Bansal		28.08	2.81
Premlata Bansal		18.83	1.88
Shalini Bansal		5.59	0.56
Pratiti Bansal		3.99	0.40
Ram Gopal Bansal(Huf)		1.19	0.12
Gaungour Sales Private Limited		82.38	8.24
Tricom Investments Private Limited		30.36	3.02
Jani Fincom Private Limited		21.85	2.18
Bansal Business Private Limited		19.73	1.97
Rolex Trafin Private Limited		8.94	0.89
Bansal Engineering Works Private Limited		3.60	0.36
<b>(vii) Donations</b>			
Bansal Foundation		17.75	32.50

### C) Balances of Related parties is as follows:

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(i) Outstanding Balances (Receivables)</b>			
Steel Authority of India Limited		76.57	74.91
JIT Transport Organisation		15.88	4.82

# Consolidated Financial Statements

for the year ended March 31, 2023

## D) The remuneration of directors and other members of key management personnel during the year as follows:

Particulars	Notes No.	₹ in Lakhs	
		For the year ended March 31, 2023	For the year ended March 31, 2022
Short-term employee benefits		396.65	396.61
Post-employment benefits		-	-

## E) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. The Group has not provided any guarantee to related parties towards their borrowing facilities. For the year ended March 31, 2023, the Group has not recorded any impairment allowances in respect of receivables relating to amounts owed by related parties (March 31, 2022 ₹ NIL). This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates.

F) The above related parties information is as identified by the management and relied upon by the auditor.

G) Refer Note no. 50

## 47 FINANCIAL INSTRUMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets (Current and Non-Current)</b>				
<b>Financial Assets measured at Amortised Cost</b>				
Trade Receivables	12,925.48	12,925.48	11,021.40	11,021.40
Cash and cash equivalents	761.54	761.54	94.87	94.87
Other Bank Balances	652.87	652.87	536.96	536.96
Investments in Subsidiaries	-	-	1,474.08	1,474.08
Loans	1,884.36	1,884.36	3,123.13	3,123.13
Other Financial Assets	960.22	960.22	1,023.73	1,023.73
<b>Financial Liabilities (Current and Non-Current)</b>				
<b>Financial Liabilities measured at Amortised Cost</b>				
Borrowings	21,928.13	21,928.13	23,897.88	23,897.88
Trade Payables	2,517.26	2,517.26	1,549.49	1,549.49
Operational Suppliers Credit	1,925.51	1,925.51	1,741.69	1,741.69
<b>Other Financial Liabilities</b>	<b>4,079.35</b>	<b>4,079.35</b>	<b>4,575.14</b>	<b>4,575.14</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

## Fair Valuation Techniques

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values :

The fair value of cash and cash equivalents, trade receivables and payables, current financial liabilities and assets and borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the Consolidated Financial Statements approximate their fair values.

Fair Value of Long term debt approximates their carrying value subject to adjustments made for transaction cost.

The non current financial assets represent security deposits given to government authorities and for the purpose of day-to-day utilities of the Group and therefore the need of fair valuation does not arise in such a case.

A substantial portion of the Group's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Fair value of variable interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost.

Fair value of Security deposits and Unsecured Loans from Bodies Corporate have been determined on Effective interest Rate method (EIR) and differential thereof has been recognised as deferred loss/gain and to be recognised to profit and loss over the tenure of the instrument.

Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the market place. The inputs used for forward contracts are Forward foreign currency exchange rates.

## Derivative Instruments

The Group follows risk management policies, including the use of derivatives to hedge its exposure to foreign

currency fluctuations on foreign currency assets / liabilities. The counter party in these derivative instruments is a bank and the Group considers the risks of non-performance by the counterparty as non-material.

## FINANCIAL RISK FACTORS

The Group's financial liabilities comprise mainly of borrowings, trade and other payables. The Group's financial assets comprise mainly of cash and cash equivalents, other balances with banks including Fixed Deposits with Banks, trade receivables and other receivables, Deposits and Investments.

The Group is exposed to Market risk, Credit risk and Liquidity risk. The Group's senior management oversees the management of these risks. The Board of Director reviews and agrees policies for managing each of these risks, which are summarised below:

## MARKET RISK

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk such as equity price risk and commodity risk. Financial instruments affected by market risk includes borrowings, investments, trade payables and trade receivables.

## Interest Rate Risk

The Group's exposure in market risk relating to change in interest rate primarily arises from floating rate borrowing with banks and others. Interest rate risks is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the company's cash flows as well as costs. There are certain borrowings at fixed interest rate which exposes the company to the fair value interest rate risk, however exposure in such borrowings is not significant.

Further there are deposits with banks which are for short term period and are exposed to interest rate risk, falling due for renewal.

With all other variables held constant, the following table demonstrates the impact of the borrowing cost on the Profit or Loss with respect to floating rate portion of loans and borrowings

₹ in Lakhs

Nature of Borrowing	Increase in basis points	For the year ended March 31, 2023	For the year ended March 31, 2022
Rupee Loan	+0.50	(119.04)	611.52

# Consolidated Financial Statements

for the year ended March 31, 2023

A decrease in 0.50 basis point in Rupee Loan would have an equal and opposite effect on the Company's Standalone Financial Statements

## Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's trade receivables and trade payables.

The Group evaluates the impact of foreign exchange rate fluctuation by assessing its exposure to exchange rate risks.

## CREDIT RISK

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities primarily trade receivables and other financial assets including deposits with Bank. Exposure to credit risk is monitored on an ongoing basis. The Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable.

The Group's exposure of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

The carrying amount of respective financial assets recognised in the Standalone Financial Statements, represents the Group's maximum exposure to credit risk. The concentration of credit risk is limited due to the customer base being well established, large and unrelated.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of

## Interest rate and currency of borrowings

As at March 31, 2023

(₹ in Lakhs)

Particulars	Total Borrowings	Fixed Rate Borrowings	Floating Rate Borrowings	Interest free borrowings	Weighted average interest rate (%)
Borrowings in INR	21,928.13	1,317.43	20,489.97	120.73	8.21%

trade and other receivables. Receivables from customers are reviewed/evaluated periodically by the management and appropriate impairment allowances for doubtful debts are made to the extent recovery there against has been considered to be remote..

## Financial assets that are neither past due nor impaired

Cash and cash equivalents and deposits are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

## Financial assets that are past due but not impaired

Trade receivables amounts that are past due at the end of the reporting period against which no credit losses has been expected to arise.

## LIQUIDITY RISK

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group has obtained fund and non-fund based working capital loans from banks. The Group relies on borrowings and internal accruals to meet its fund requirement. The current committed line of credit are sufficient to meet its short to medium term fund requirement.

## Liquidity and interest risk tables

The following tables detail the Group's contractual maturity for its non derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows as at balance sheet date:

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for the year ended March 31, 2023

As at March 31, 2022

(₹ in Lakhs)

Particulars	Total Borrowings	Fixed Rate Borrowings	Floating Rate Borrowings	Interest free borrowings	Weighted average interest rate (%)
Borrowings in INR	23,897.88	-	23,752.32	145.56	7.69%

## Maturity Analysis of unamortised Financial Liabilities

As at March 31, 2023

(₹ in Lakhs)

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Borrowings	21,928.13	11,610.73	1,557.05	1,603.98	7,156.37	21,928.13
Trade payables	2,517.26	-	2,517.26	-	-	2,517.26
Operational Suppliers Credit	1,925.51	-	1,925.51	-	-	1,925.51
Other Liabilities	4,079.35	10.69	4,068.66	-	-	4,079.35

As at March 31, 2022

(₹ in Lakhs)

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Borrowings	23,897.88	12,501.72	1,814.31	1,436.19	8,145.66	23,897.88
Trade payables	1,549.49	-	1,549.49	-	-	1,549.49
Operational Suppliers Credit	1,741.69	-	1,741.69	-	-	1,741.69
Other Liabilities	4,575.14	0.06	4,575.08	-	-	4,575.14

The Group has working capital facilities from banks which gets utilised/renewed depending upon business needs and requirements. Moreover, it has current financial assets which is realised in ordinary course of business.

The Group relies on mix of borrowings and operating cash flows to meet its need for funds and ensures that it does not breach any financial covenants stipulated by the lender.

### (a) Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Group's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Group is focused on keeping strong total equity base to ensure independence, security, as well as high financial flexibility for potential future borrowings.

The gearing ratio is as follows:

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Borrowings	21,928.13	23,897.88
Less : Cash and Cash Equivalents	761.54	94.87
Net Debt	21,166.59	23,803.01
Equity	60,251.81	55,312.22
Equity and Net Debt	81,418.40	79,115.23
Gearing Ratio	0.26	0.30

# Consolidated Financial Statements

for the year ended March 31, 2023

## 48 Disclosure for Stuck off companies

Based on the information to the extent available with the group, there were no transactions with the companies struck off under section 248 of the Companies Act, 2013

## 49 Disclosure regarding borrowed funds have been considered part of other disclosures :

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 Group 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 lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

## 50 Business Combination

Pursuant to Order dated March 23, 2023 of Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT) the scheme of Arrangement for Amalgamation (the Scheme) of eight wholly owned subsidiaries

("the subsidiaries") namely Confident Financial Consultancy Private Limited(CFCPL), Fairplan Vintrade Private Limited(FVPL), Nageshwar Trade-Link Private Limited(NTLPL), Narayan Dealcom Private Limited(NDPL), Perfect Investment Consultancy Private Limited(PICPL), Shri Hari Vincom Private Limited(SHVPL), Siddhi Vinayak Commosales Private Limited(SVCPL) and Sidhant Investment Advisory Private Limited(SIAPL) (herein after collectively referred to as Transferor companies) with its holding company BMW Industries Limited (BMWIL) with effect from April 1, 2021 i.e. the appointed date has been approved and thereby on the Scheme becoming effective on receipt of order of NCLT and filing thereof to Registrar of companies on May 15, 2023, these subsidiaries stands amalgamated with BMWIL with effect from the said appointed date. The said Amalgamation has been given effect to in the consolidated financial statements as per pooling of interest method in accordance with Appendix- C of ind AS 103 applicable for Business combination of entites under common control.

51 Pursuant to the proceedings under section 132 of the Income Tax Act, 1961, the holding Company's tax assessment including for certain number of earlier years are under process as on this date. Outcome of the proceedings and its impact, if any, as such are therefore currently not ascertainable. In view of the management, this is not likely to have any material impact on the consolidated financial statements.

# Consolidated Financial Statements

for the year ended March 31, 2023

## 52 Share of Entities in Group

(i) 2022-2023

(₹ in Lakhs)

Name of the Company	Total Net Asset		Profit After Tax		Other Comprehensive Income		Total Comprehensive Income	
	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage
<b>Holding Company</b>								
BMW Industries Ltd	8,121.84	96.28	4,414.65	81.03	-8.59	100.44	4,406.06	81.00
<b>Subsidiary Companies</b>								
SAIL Bansal Service Centre Limited	303.85	0.50	2.12	0.04	(4.15)	48.55	(2.03)	(0.04)
Nippon Cryo Private Limited	388.26	0.64	354.33	6.50	3.05	(35.66)	357.38	6.57
BMW Iron and Steel Industries Limited	2,742.32	4.54	677.05	12.43	1.14	(13.33)	678.19	12.47
<b>Elimination</b>	<b>(1,182.92)</b>	<b>(1.96)</b>	-	-	-	-	-	-
<b>Total</b>	<b>0,373.35</b>	<b>100.00</b>	<b>5,448.15</b>	<b>100.00</b>	<b>(8.55)</b>	<b>100.00</b>	<b>5,439.60</b>	<b>100.00</b>

(ii) 2021-2022

(₹ in Lakhs)

Name of the Company	Total Net Asset		Profit After Tax		Other Comprehensive Income		Total Comprehensive Income	
	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage
<b>Holding Company</b>								
BMW Industries Ltd	46,008.56	83.00	3,282.94	94.39	0.11	(31.53)	3,283.04	94.40
<b>Subsidiary Companies</b>								
SAIL Bansal Service Centre Limited	305.90	0.55	61.59	1.77	(1.66)	496.24	59.93	1.72
Confident Financial Consultancy Private Limited	1,471.20	2.65	7.33	0.21	0	-	7.33	0.21
Perfect Investment Consultancy Private Limited	566.71	1.02	0.47	0.01	0	-	0.47	0.01
Sidhant Investment Advisory Private Limited	1,517.87	2.74	(0.17)	(0.01)	0	-	(0.17)	(0.01)
Siddhi Vinayak Commosales Private Limited	1,420.84	2.56	(0.17)	(0.00)	0	-	(0.17)	(0.00)
Shri Hari Vincom Private Limited	1,420.31	2.56	0.43	0.01	0	-	0.43	0.01
Narayan Dealcom Private Limited	680.68	1.23	0.61	0.02	0	-	0.61	0.02
Fairplan Vintrade Private Limited	1,267.45	2.29	1.53	0.04	0	-	1.54	0.04
Nageshwar Tradelink Private Limited	(0.60)	(0.00)	(0.23)	(0.01)	0	-	(0.23)	(0.01)
<b>Step down Subsidiaries</b>								
Nippon Cryo Private Limited	30.86	0.06	10.52	0.30	(0.90)	269.04	9.62	0.28
BMW Iron and Steel Industries Limited	2,064.13	3.72	113.20	3.25	2.12	(633.75)	115.32	3.32
<b>Elimination</b>	<b>(1,319.34)</b>	<b>(2.38)</b>	-	-	-	-	-	-
<b>Total</b>	<b>55,434.57</b>	<b>100.00</b>	<b>3,478.05</b>	<b>100.00</b>	<b>(0.33)</b>	<b>100.00</b>	<b>3,477.72</b>	<b>100.00</b>

# Consolidated Financial Statements

for the year ended March 31, 2023

**52.1** Refer Note no. 50

**53** Previous year figures have been recasted/restated wherever necessary including those as required in keeping with revised Schedule III amendments.

**54** These Consolidated financial statements have been approved by the Board of Directors of the Company on May 15, 2023 for issue to the shareholders for their adoption.

As per our report of even date

For **Lodha & Co**  
Chartered Accountants  
Firm's ICAI Registration No.-301051E

**Boman Parakh**  
Partner  
Membership No. 053400

Place: Kolkata  
Date: 15th May, 2023

For and on behalf of the Board of Directors

**Ram Gopal Bansal**  
Chairman  
DIN: 00144159

**Abhishek Agarwal**  
Chief Financial Officer

**Harsh kumar Bansal**  
Director  
DIN : 00137014

**Vikram Kapur**  
Company Secretary

# NOTICE OF THE 41<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-First (41<sup>st</sup>) Annual General Meeting of the Members of BMW INDUSTRIES LIMITED (CIN: L51109WB1981PLC034212) ("the Company") will be held on FRIDAY, 29TH SEPTEMBER, 2023 AT 11:30 A.M. IST through Video Conferencing ("VC")/ other Audio Visual means ("OAVM"), to transact the following business:

## ORDINARY BUSINESS:

### Item No. 1: Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

### Item No. 2: To confirm Interim Dividend

To confirm the payment of Interim Dividend of Re. 0.02 per equity share of Re. 1/- each for the financial year 2022-23.

## SPECIAL BUSINESS:

### Item No. 3: Ratification of Cost Auditor's Remuneration for FY 2023-24

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to necessary approvals, if any, the Company hereby ratifies the remuneration of Rs 1,00,000/- (Rupees One Lacs Only) plus applicable taxes and reimbursement of out-of-pocket expenses, or otherwise, approved by the Board of Directors, at the recommendation of the Audit Committee, payable to M/s Sohan Lal Jalan & Associates who are reappointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2024 with further authority to the Board of Directors to alter and/or vary the same in manner, as they may deem fit, proper and desirable, in best interest of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) 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."

### Item No. 4: Re-Appointment of Mr. Ram Gopal Bansal (DIN – 00144159) as Whole-Time Director of the Company and approval of payment of remuneration

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (collectively referred as 'the Act'), consent of the Members of the Company be and is hereby accorded for the re-appointment and terms of appointment including remuneration of Mr. Ram Gopal Bansal (DIN: 00144159), who is 68 (Sixty Eight) years old and will attain the age of 70 (Seventy) years in the year 2025, as a Whole-Time Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, upon the terms and conditions as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, as set out in the Explanatory Statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner, as may be agreed to between the Board of Directors and Mr. Ram Gopal Bansal.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

### Item No. 5: Re-Appointment of Mr. Harsh Kumar Bansal (DIN – 00137014) as a Managing Director of the Company and approval of payment of remuneration

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any

statutory modification(s) or re-enactment(s) thereof for the time being in force (collectively referred as 'the Act'), consent of the Members of the Company be and is hereby accorded for the re-appointment and terms of appointment including remuneration of Mr. Harsh Kumar Bansal (DIN: 00137014) as a Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, upon the terms and conditions as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, as set out in the Explanatory Statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner, as may be agreed to between the Board of Directors and Mr. Harsh Kumar Bansal.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**Item No. 6: Re-Appointment of Mr. Vivek Kumar Bansal (DIN – 00137120) as a Director liable to retire by rotation and Managing Director of the Company and approval of payment of remuneration**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any

statutory modification(s) or re-enactment(s) thereof for the time being in force (collectively referred as 'the Act'), Mr. Vivek Kumar Bansal (DIN: 00137120) be and is hereby appointed as a Director, liable to retire by rotation and the consent of the Members of the Company be and is hereby accorded for the re-appointment and terms of appointment including remuneration of Mr. Vivek Kumar Bansal (DIN: 00137120) as a Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, upon the terms and conditions as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, as set out in the Explanatory Statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner, as may be agreed to between the Board of Directors and Mr. Vivek Kumar Bansal.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By the Order of the Board  
For **BMW Industries Limited**

**Vikram Kapur**  
Company Secretary & Compliance Officer  
Membership No. A9812  
Email- vikramkapur@bmwil.co.in

Place- Kolkata

Date- 1<sup>st</sup> September, 2023

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 and various circulars issued by Securities and Exchange Board of India ("SEBI") followed by latest Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "Circulars") has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

2. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 41<sup>st</sup> Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at 119, Park Street, 3<sup>rd</sup> floor, White House, Kolkata-700016.

3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.

ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

4. Institutional Investors/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc), who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/JPEG Format) of a certified copy of the Board Resolution or governing body Resolution/Authorisation etc, authorising 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 to the Scrutinizer by email through their registered

email address to [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with copies marked to the Company at [info@bmwil.co.in](mailto:info@bmwil.co.in) and to its RTA at [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com), not later than 48 hours before the scheduled time of the commencement of the Meeting.

Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.

5. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.

6. **The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.** Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The Members will be able to view the proceedings on Central Depository Services (India) Limited's ('CDSL') e-Voting website at <https://www.evotingindia.com>. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.

7. The Notice convening the 41<sup>st</sup> Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those members whose email- addresses are registered with the Company/Depositories in accordance with the aforesaid MCA and SEBI Circulars.

To support the "Green Initiative", Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required to register their e-mail addresses by sending an e-mail to [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com) / [info@bmwil.co.in](mailto:info@bmwil.co.in)

/ [vikramkapur@bmwil.co.in](mailto:vikramkapur@bmwil.co.in) or by contacting at the following address:

- i) ABS Consultant Pvt. Ltd., 4 B.B.D Bag (East), Stephen House, R.No.99, 6<sup>th</sup> floor, Kolkata-700 001.

Or

- ii) In the case of Shares held in Demat Mode – The shareholders are requested to contact their respective Depository Participant (“DP”).

After the successful submission of the e-mail address, CDSL will e-mail a copy of this AGM Notice and Annual Report for FY 2022-23 along with the e-Voting user ID and password. In case of any queries, Members may write to [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com) or [www.evotingindia.com](http://www.evotingindia.com).

8. In conformity with the applicable regulatory requirements, the Notice of 41<sup>st</sup> Annual General Meeting and the Annual Report 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required to register their e-mail addresses.
  9. Members may note that the Notice of the Annual General Meeting and Annual Report for the Financial Year 2022-23 will also be available on the Company's website at [www.bmwil.co.in](http://www.bmwil.co.in); and websites of the Stock Exchanges i.e. BSE Limited and The Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively.
  10. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 23, 2023, to Friday, September 29, 2023 (both days inclusive) for the purpose of Annual General Meeting.
  11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 22, 2023 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting. Any person, who acquires shares of the Company and become member of the Company after sending the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com) or RTA at [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com).
  12. Members who have not yet encashed their dividend warrant are requested to claim the said dividend. Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts or any other means are requested to contact our RTA – ABS Consultant Pvt. Ltd., 4 B.B.D Bag (East), Stephen House, R.No.99, 6<sup>th</sup> floor, Kolkata – 700001.
- Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.
- Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.
13. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending the required documents to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please contact at [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com) / [info@bmwil.co.in](mailto:info@bmwil.co.in) / [vikramkapur@bmwil.co.in](mailto:vikramkapur@bmwil.co.in)
  14. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.
  15. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021, as the cut-off date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/transmission/transposition of

securities shall not be processed unless the securities are held in the dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, ABS Consultants Pvt. Ltd. for assistance in this regard.

16. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
  17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. The consolidation will be processed in demat form.
  18. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
  19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 29<sup>th</sup> September, 2023. Members seeking to inspect such documents can send an email to [info@bmwil.co.in](mailto:info@bmwil.co.in) / [vikramkapur@bmwil.co.in](mailto:vikramkapur@bmwil.co.in).
  20. Members desiring any information or having any query on the Accounts are requested to write to the Company at [info@bmwil.co.in](mailto:info@bmwil.co.in) / [vikramkapur@bmwil.co.in](mailto:vikramkapur@bmwil.co.in). at least 7 days before the meeting so that the information / answers may be readily available at the meeting.
  21. Members are requested to comply with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 regarding furnishing of PAN, full KYC details and Nomination by the holders of physical securities to avoid freezing of folios. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the said SEBI Circular.
  22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
  23. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through e-Voting.
  24. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), the MCA Circulars, and the Secretarial Standard on General Meeting (SS2) issued by the Institute of Company Secretaries of India the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by CDSL.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. The remote e-voting period commences on Monday, September 25, 2023 (9:00 a.m.) and ends on Thursday, September 28, 2023 (5:00 p.m.). During this period member of the Company, holding shares

either in physical form or in dematerialised form, as on the cut-off date of Friday, September 22, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter at 5.00 p.m. on Thursday September 28, 2023. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

25. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
26. Mr. Raj Kumar Banthia, Practicing Company Secretary (Membership No. 17190 & CP No. 18428) has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-Voting process before the AGM as well as remote e-Voting during the AGM fairly and transparently.
27. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at [info@bmwil.co.in](mailto:info@bmwil.co.in) / [vikramkapur@bmwil.co.in](mailto:vikramkapur@bmwil.co.in) before 5.00 p.m.(IST) on Tuesday, September 26, 2023. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.
28. Members who would like to express their views/ask questions as a speaker at the Meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile at [info@bmwil.co.in](mailto:info@bmwil.co.in) / [vikramkapur@bmwil.co.in](mailto:vikramkapur@bmwil.co.in) before 5.00 p.m.(IST) on Tuesday, September 26, 2023. Only those Members who have pre-registered themselves as a speaker on the dedicated email id [info@bmwil.co.in](mailto:info@bmwil.co.in) / [vikramkapur@bmwil.co.in](mailto:vikramkapur@bmwil.co.in) will be allowed to express their views/ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

29. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
30. In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.
31. **THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
  - i) The remote e-voting period commences on Monday, September 25, 2023, at 9:00 A.M, (IST) and ends on Thursday, September 28, 2023, at 5:00 p.m. (IST). During this period, Members holding shares as on Friday, September 22, 2023 i.e. cut-off date, may cast their vote electronically.
  - ii) The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 22, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date, Friday, September 22, 2023.
  - iii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** as amended from time to time, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

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

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL's Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at: <a href="https://web.cdslindia.com/myeasi/registration/easiregistration">https://web.cdslindia.com/myeasi/registration/easiregistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IdeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IdeAS "Portal or click at <a href="https://eservices.nsd.com/secureWeb/ideasdirectreg.jsp">https://eservices.nsd.com/secureWeb/ideasdirectreg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 received in registered mobile &amp; email and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders (holding securities in Demat mode) login through their Depository Participant	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**IMPORTANT NOTE:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. CDSL and NSDL:**

LOGIN TYPE	HELPDESK DETAILS
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
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 Toll free No.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for remote e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding shares in demat form.
- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - b. Click on "Shareholders" tab.
  - c. Now Enter your User ID
    - (a) For CDSL: 16 digits beneficiary ID,
    - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters
  - d. Next enter the Image Verification as displayed and Click on Login.
  - e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - f. If you are a first time user follow the steps given below:

<b>PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING SHARES IN DEMAT FORM</b>
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PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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<b>PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING SHARES IN DEMAT FORM</b>
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DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.

- Please Enter the DOB or Bank Account Number in order to Login.
- If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant Company Name i.e. BMW INDUSTRIES LIMITED on which you choose to vote.
- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (ii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

## INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a. The procedure for attending the meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting. Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- d. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 02 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [pallavi@salarpuriagroup.com](mailto:pallavi@salarpuriagroup.com), [info@bmwil.co.in](mailto:info@bmwil.co.in) and [vikramkapur@bmwil.co.in](mailto:vikramkapur@bmwil.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 02 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [pallavi@salarpuriagroup.com](mailto:pallavi@salarpuriagroup.com), [info@bmwil.co.in](mailto:info@bmwil.co.in) and [vikramkapur@bmwil.co.in](mailto:vikramkapur@bmwil.co.in). These queries will be replied to by the company suitably by email.
- h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- j. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- a. For Physical Shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company at [info@bmwil.co.in](mailto:info@bmwil.co.in) / [vikramkapur@bmwil.co.in](mailto:vikramkapur@bmwil.co.in) / RTA email id at [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com).
- b. For Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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

During the AGM, The Chairman shall formally have proposed to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the AGM, if already not voted through remote e-voting. Voting at AGM shall be kept open for a period of 30 minutes after the AGM ends.

Scrutinizer shall, after the 30 minutes of conclusion of the meeting will unblock the votes cast during the meeting and through remote e-voting in the presence of at least two witnesses not in employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The result declared along with the Scrutinizer's report shall be placed on the Company's website [www.bmwil.co.in](http://www.bmwil.co.in). Further, immediately after the declaration of result by the Chairman or a person authorised by him in writing shall communicate to BSE Limited and The Calcutta Stock Exchange Limited.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in Item No 3, 4, 5 and 6 of the accompanying Notice.

#### **Item No. 3: Ratification of Cost Auditor's Remuneration FY 2023-24**

As per the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s Sohan Lal Jalan & Associates, Cost Accountants, (Firm Registration Number 000521), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2024, at a remuneration of Rs. 1,00,000/- (Rupees One Lacs) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2024.

The Board recommends ratification of remuneration of Cost Auditors, as set out in Resolution no. 3 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### **Item No. 4: Re-Appointment of Mr. Ram Gopal Bansal (DIN – 00144159) as Whole-Time Director of the Company and approval of payment of remuneration**

The Members at the 36<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2018 approved the appointment of Mr. Ram Gopal Bansal as the Whole-Time Director of the Company for a period of five years.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on May 15, 2023, re-appointed Mr. Ram Gopal Bansal who is 68 (Sixty-Eight) years old and will attain the age of 70 (Seventy) years in the year 2025, as Whole-time Director for a period of 5 years from the expiry of his present term of office. Additionally, the Board at its meeting held on May 15, 2023, approved the remuneration payable to Mr. Ram Gopal Bansal, based on the NRC's recommendations.

The re-appointment of Mr. Ram Gopal Bansal and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The Board considers Mr. Ram Gopal Bansal experience and expertise to be beneficial to the Company and therefore recommends his re-appointment as Whole-Time Director, for a period of 5 years from the expiry of his present term of office as proposed in Resolution no. 4 by way of a special resolution.

The specific areas of expertise of Mr. Ram Gopal Bansal are provided in the Annexure to this Notice.

The principal terms and conditions of re-appointment of Mr. Ram Gopal Bansal as Whole-Time Director are as follows:

- i) **Tenure of re-appointment:** Re-appointment of Mr Ram Gopal Bansal as Whole-time Director for a period of 5 years from the expiry of his present term of office.
- ii) **Basic / Consolidated Salary:** Rs. 13,00,000/- per month with an annual increment to be decided by the Board of Directors on merit at its absolute discretion, which shall however be only so done so as not to exceed the maximum permissible limits of Managerial Remuneration under the Act, payable without the approval of the Central Government.
- iii) **Perquisites / Benefits:** In addition to the above salary, Mr. Ram Gopal Bansal shall also be entitled to the following perquisites / benefits:
  - a) **Medical Reimbursement:** Expenses incurred for himself and his family in accordance with the Rules of the Company.
  - b) **Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave/ holiday travel period, whenever undertaken, twice in a year, incurred in accordance with the Rules of the Company. In case Mr. Ram Gopal Bansal does not go on leave travel the Company shall pay him the entire eligible amount by way of Leave Travel Allowance

- c) **Club Membership:** Reimbursement of membership fee including admission and annual membership fee for one club in India
- d) **Provident Fund:** Contribution to Provident Fund not exceeding 12% of salary or such percentage limit as may be prescribed by Income Tax legislation.
- e) **Gratuity:** Gratuity payable shall not exceed half a month's salary for each completed year of service.
- f) Provision for use of telephones at residence (including payment for local calls and long distance calls) and Company's car shall not be included in the computation of perquisites
- g) **Minimum Remuneration:** In the case of inadequacy of profits in any financial year during the tenure of Mr. Ram Gopal Bansal, he shall be entitled to remuneration by way of salary along with perquisites, benefits and other allowances as mentioned above not exceeding such sum as may be prescribed under Section 197 read with Part II, Section II of Schedule V to the Act.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund and Gratuity Fund, payable to Mr. Ram Gopal Bansal, Whole-Time Director of the Company shall be within the limit prescribed under the Act.

Mr. Ram Gopal Bansal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. He is not disqualified from being a Director in terms of Section 164 of the Act.

Mr. Ram Gopal Bansal provided his consent for such reappointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

Mr. Ram Gopal Bansal will not be entitled to any sitting fee for attending Meetings of the Board or any Committee thereof.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act read with and Regulation 17 of SEBI Listing Regulations, the terms of re-appointment and remuneration of Mr. Ram Gopal Bansal as specified above, are now placed before the Members for their approval., as set out in Resolution no. 4 of the Notice for approval by the Members as a Special Resolution.

None of the director and Key managerial personnel except Mr. Ram Gopal Bansal himself and Mr. Harsh Kumar Bansal and Mr. Vivek Kumar Bansal as relative are interested in this resolution.

#### **Item No. 5: Re-Appointment of Mr. Harsh Kumar Bansal (DIN – 00137014) as a Managing Director of the Company and approval of payment of remuneration**

The Members at the 36<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2018 approved the appointment of Mr. Harsh Kumar Bansal as the Managing Director of the Company for a period of five years.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on May 15, 2023, re-appointed Mr. Harsh Kumar Bansal, as Managing Director for a period of 5 years from the expiry of his present term of office. Additionally, the Board at its meeting held on May 15, 2023, approved the remuneration payable to Mr. Harsh Kumar Bansal, based on the NRC's recommendations.

The re-appointment of Mr. Harsh Kumar Bansal and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The Board considers Mr. Harsh Kumar Bansal experience and expertise to be beneficial to the Company and therefore recommends his re-appointment as Managing Director, for a period of 5 years from the expiry of his present term of office as proposed in Resolution no. 5 by way of a special resolution.

The specific areas of expertise of Mr. Harsh Kumar Bansal are provided in the Annexure to this Notice.

The principal terms and conditions of re-appointment of Mr. Harsh Kumar Bansal as Managing Director are as follows:

- iv) **Tenure of re-appointment:** Re-appointment of Mr. Harsh Kumar Bansal as Managing Director for a period of 5 years from the expiry of his present term of office.
- v) **Basic / Consolidated Salary:** Rs. 10,00,000/- per month with an annual increment to be decided by the Board of Directors on merit at its absolute discretion, which shall however be only so done so as not to exceed the maximum permissible limits of Managerial Remuneration under the Act, payable without the approval of the Central Government.
- vi) **Perquisites / Benefits:** In addition to the above salary, Mr. Harsh Kumar Bansal shall also be entitled to the following perquisites / benefits:

- h) **Medical Reimbursement:** Expenses incurred for himself and his family in accordance with the Rules of the Company.
- i) **Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave/ holiday travel period, whenever undertaken, twice in a year, incurred in accordance with the Rules of the Company. In case Mr. Harsh Kumar Bansal does not go on leave travel the Company shall pay him the entire eligible amount by way of Leave Travel Allowance
- j) **Club Membership:** Reimbursement of membership fee including admission and annual membership fee for one club in India
- k) **Provident Fund:** Contribution to Provident Fund not exceeding 12% of salary or such percentage limit as may be prescribed by Income Tax legislation.
- l) **Gratuity:** Gratuity payable shall not exceed half a month's salary for each completed year of service.
- m) Provision for use of telephones at residence (including payment for local calls and long distance calls) and Company's car shall not be included in the computation of perquisites
- n) **Minimum Remuneration:** In the case of inadequacy of profits in any financial year during the tenure of Mr. Harsh Kumar Bansal, he shall be entitled to remuneration by way of salary along with perquisites, benefits and other allowances as mentioned above not exceeding such sum as may be prescribed under Section 197 read with Part II, Section II of Schedule V to the Act.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund and Gratuity Fund, payable to Mr. Harsh Kumar Bansal, Managing Director of the Company shall be within the limit prescribed under the Act.

Mr. Harsh Kumar Bansal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. He is not disqualified from being a Director in terms of Section 164 of the Act.

Mr. Harsh Kumar Bansal provided his consent for such reappointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

Mr. Harsh Kumar Bansal will not be entitled to any sitting fee for attending Meetings of the Board or any Committee thereof.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act read with and Regulation 17 of SEBI Listing Regulations, the terms of re-appointment and remuneration of Mr. Harsh Kumar Bansal as specified above, are now placed before the Members for their approval., as set out in Resolution no. 5 of the Notice for approval by the Members as a Special Resolution.

None of the director and Key managerial personnel except Mr. Harsh Kumar Bansal himself and Mr. Ram Gopal Bansal and Mr. Vivek Kumar Bansal as relative are interested in this resolution.

**Item No. 6: Re-Appointment of Mr. Vivek Kumar Bansal (DIN – 00137120) as a Director liable to retire by rotation and Managing Director of the Company and approval of payment of remuneration**

The Members at the 36<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2018 approved the appointment of Mr. Vivek Kumar Bansal as the Managing Director of the Company for a period of five years.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on May 15, 2023, re-appointed Mr. Vivek Kumar Bansal, as Managing Director for a period of 5 years from the expiry of his present term of office. Additionally, the Board at its meeting held on May 15, 2023, approved the remuneration payable to Mr. Vivek Kumar Bansal, based on the NRC's recommendations.

The re-appointment of Mr. Vivek Kumar Bansal and his remuneration is subject to approval by the Company's shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The Board considers Mr. Vivek Kumar Bansal experience and expertise to be beneficial to the Company and therefore recommends his re-appointment as Managing Director, for a period of 5 years from the expiry of his present term of office as proposed in Resolution no. 5 by way of a special resolution.

The specific areas of expertise of Mr. Vivek Kumar Bansal are provided in the Annexure to this Notice.

The principal terms and conditions of re-appointment of Mr. Vivek Kumar Bansal as Managing Director are as follows:

- vii) **Tenure of re-appointment:** Re-appointment of Mr. Vivek Kumar Bansal as Managing Director for a period of 5 years from the expiry of his present term of office.

- viii) **Basic / Consolidated Salary:** Rs. 10,00,000/- per month with an annual increment to be decided by the Board of Directors on merit at its absolute discretion, which shall however be only so done so as not to exceed the maximum permissible limits of Managerial Remuneration under the Act, payable without the approval of the Central Government.
- ix) **Perquisites / Benefits:** In addition to the above salary, Mr. Vivek Kumar Bansal shall also be entitled to the following perquisites / benefits:
- o) **Medical Reimbursement:** Expenses incurred for himself and his family in accordance with the Rules of the Company.
  - p) **Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave/ holiday travel period, whenever undertaken, twice in a year, incurred in accordance with the Rules of the Company. In case Mr. Vivek Kumar Bansal does not go on leave travel the Company shall pay him the entire eligible amount by way of Leave Travel Allowance
  - q) **Club Membership:** Reimbursement of membership fee including admission and annual membership fee for one club in India
  - r) **Provident Fund:** Contribution to Provident Fund not exceeding 12% of salary or such percentage limit as may be prescribed by Income Tax legislation.
  - s) **Gratuity:** Gratuity payable shall not exceed half a month's salary for each completed year of service.
  - t) Provision for use of telephones at residence (including payment for local calls and long distance calls) and Company's car shall not be included in the computation of perquisites
  - u) **Minimum Remuneration:** In the case of inadequacy of profits in any financial year during the tenure of Mr. Vivek Kumar Bansal, he shall be entitled to remuneration by way of salary along with perquisites, benefits and other allowances as mentioned above not exceeding such sum as may be prescribed under Section 197 read with Part II, Section II of Schedule V to the Act.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund and Gratuity Fund, payable to Mr. Vivek Kumar Bansal, Managing Director of the Company shall be within the limit prescribed under the Act.

Mr. Harsh Kumar Bansal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. He is not disqualified from being a Director in terms of Section 164 of the Act.

Mr. Vivek Kumar Bansal provided his consent for such reappointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

Mr. Vivek Kumar Bansal will not be entitled to any sitting fee for attending Meetings of the Board or any Committee thereof and the office of Mr. Vivek Kumar Bansal shall be liable to retirement by rotation.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act read with and Regulation 17 of SEBI Listing Regulations, the terms of re-appointment and remuneration of Mr. Vivek Kumar Bansal as specified above, are now placed before the Members for their approval., as set out in Resolution no. 6 of the Notice for approval by the Members as a Special Resolution.

None of the director and Key managerial personnel except Mr. Vivek Kumar Bansal himself and Mr. Ram Gopal Bansal and Mr. Harsh Kumar Bansal as relative are interested in this resolution.

By the Order of the Board  
For **BMW Industries Limited**

**Vikram Kapur**  
Company Secretary & Compliance Officer  
Membership No. A9812  
Email- vikramkapur@bmwil.co.in

Place- Kolkata

Date- 1<sup>st</sup> September, 2023

## ANNEXURE TO THE NOTICE

[Additional information of directors seeking appointment/ re-appointment at the 41<sup>st</sup> Annual General Meeting pursuant to Regulation 36 of Listing Regulations]

### ADDITIONAL INFORMATION IN RELATION TO ITEM NO. 4:

Particulars	Mr. Ram Gopal Bansal
DIN	00144159
Date of Birth/Age	27 <sup>th</sup> November, 1955 / 68 Yrs
Present Status of directorship in the Company	Whole-Time Director and Chairman of the Company
Brief Resume/ Experience/ Expertise in specific functional area	Commercial and strategic functions of the Company
Qualification	Commerce Graduate
Date of first appointment on the Board	21 <sup>st</sup> October, 1981
Terms and conditions of appointment or reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Ram Gopal Bansal who is proposed to be re-appointed as Whole-Time Director and Chairman of the Company.
Directorship of other Listed Board as on date	NIL
Chairman/ Member of the Committee of Directors in the Company	<ul style="list-style-type: none"> <li>• Finance Committee - Member</li> </ul>
Shareholding in the Company	35831000
Inter-se Relationship between Directors/ KMP	Not related to any Director / Key Managerial Personnel, except Father of Mr Harsh Kumar Bansal and Mr. Vivek Kumar Bansal, Managing Directors of the Company.
No. of Board Meetings attended during the year (2021-22)	9

### ADDITIONAL INFORMATION IN RELATION TO ITEM NO. 5:

Particulars	Mr. Harsh Kumar Bansal
DIN	00137014
Date of Birth/Age	5 <sup>th</sup> August, 1978 / 45 Yrs
Present Status of directorship in the Company	Managing Director
Brief Resume/ Experience/ Expertise in specific functional area	Commercial and strategic functions of the Company
Qualification	An Alumni of Harvard Business School, Ex-Ed IBS Hyderabad & London Business School
Date of first appointment on the Board	26 <sup>th</sup> December, 2006
Terms and conditions of appointment or reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Harsh Kumar Bansal who is proposed to be re-appointed as Managing Director of the Company.
Directorship of other Listed Board as on date	NIL
Chairman/ Member of the Committee of Directors in the Company	<ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Risk Management Committee – Member</li> <li>• Corporate Social Responsibility Committee – Chairman</li> <li>• Finance Committee - Member</li> </ul>
Shareholding in the Company	18464750
Inter-se Relationship between Directors/ KMP	Not related to any Director / Key Managerial Personnel, except son of Mr Ram Gopal Bansal, Whole-Time Director of the Company and brother of Mr. Vivek Kumar Bansal, Managing Directors of the Company.
No. of Board Meetings attended during the year (2021-22)	9

**ADDITIONAL INFORMATION IN RELATION TO ITEM NO. 6:**

Particulars	Mr. Vivek Kumar Bansal
DIN	00137120
Date of Birth/Age	12 <sup>th</sup> November, 1979 / 44 Yrs
Present Status of directorship in the Company	Managing Director
Brief Resume/ Experience/ Expertise in specific functional area	Commercial and strategic functions of the Company
Qualification	Commerce Graduate from Calcutta University & Ex-Ed IBS Hyderabad
Date of first appointment on the Board	26 <sup>th</sup> September, 2001
Terms and conditions of appointment or reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Vivek Kumar Bansal who is proposed to be re-appointed as Managing Director of the Company, is liable to retire by rotation.
Directorship of other Listed Board as on date	NIL
Chairman/ Member of the Committee of Directors in the Company	<ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee – Member</li> <li>• Finance Committee - Member</li> </ul>
Shareholding in the Company	14039580
Inter-se Relationship between Directors/ KMP	Not related to any Director / Key Managerial Personnel, except son of Mr Ram Gopal Bansal, Whole-Time Director of the Company and brother of Mr. Harsh Kumar Bansal, Managing Directors of the Company.
No. of Board Meetings attended during the year (2021-22)	9

By the Order of the Board  
For **BMW Industries Limited**

**Vikram Kapur**

Company Secretary & Compliance Officer  
Membership No. A9812  
Email- vikramkapur@bmwil.co.in

Place- Kolkata  
Date- 1<sup>st</sup> September, 2023





**BMWIL**  
BMW Industries Ltd

**Registered office**

119 Park Street, White House,  
3rd floor, Kolkata 700016, India

