



**ANNUAL
REPORT**

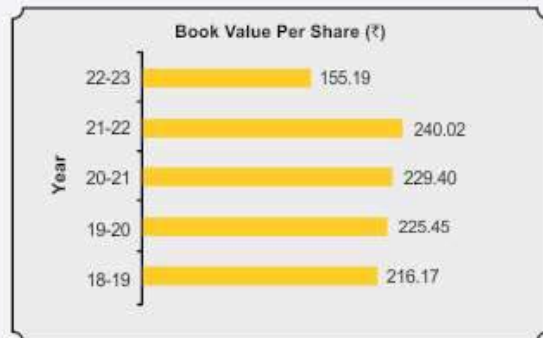
2022-23



Narmada Gelatines Limited

FINANCIAL HIGHLIGHTS

Key historical financial and operational metrics



NARMADA GELATINES LIMITED

Board of Directors :

Mr. S Annamalai – Chairman*
Mr. S Maheswaran – Vice Chairman*
Mr. K Krishnamoorthy
Mr. Ashok K Kapur
Mr. B Vijayadurai*
Mrs. Manimegalai Thangamani*
Mr. Prakash M Nene – Chairman#
Mr. Ravindra K Raje#
Mrs. Drushti R Desai#
Mr. Gaurang Shah#

Board Committees:

Audit Committee

Mr. B Vijayadurai - Chairman*
Mr. K Krishnamoorthy
Mrs. Manimegalai Thangamani*
Mr. Prakash M Nene – Chairman#
Mrs. Drushti R Desai#

Nomination and Remuneration Committee

Mr. B Vijayadurai - Chairman*
Mr. S Annamalai*
Mr. K Krishnamoorthy
Mr. Prakash M Nene#
Mr. Ravindra K Raje#

Stakeholder's Relationship Committee

Mr. K Krishnamoorthy – Chairman
Mr. B Vijayadurai*
Mr. Ashok K Kapur
Mr. Ravindra K Raje#

Corporate Social Responsibility Committee

Mr. S Annamalai – Chairman*
Mr. S Maheswaran*
Mr. K Krishnamoorthy
Mr. Ashok K Kapur
Mr. Prakash M Nene – Chairman#
Mr. Ravindra K Raje#

Risk Management Committee

Mr. S Annamalai – Chairman*
Mr. Ashok K Kapur
Mr. Sudhir K Srivastava – Factory Manager
Mr. Sanjeeb Bhattacharya – Operations Head
Mr. Vijay Patel – Maintenance Head
Mr. Ravindra K Raje – Chairman#

Complaint Committee

Dr. Sushma Rajput – Presiding Officer*
Dr. Kalpana Mishra from NGO*
Mr. Ashok K Kapur
Mr. Sudhir K Srivastava – Factory Manager
Mrs. Drushti R Desai#

Company Secretary & Compliance Officer

Ms. Meenu Sharma

Chief Financial Officer

Mr. Mahesh Verma

Statutory Auditors

Lodha & Company, Mumbai

Secretarial Auditors

Dr. Asim K Chattopadhyay

Bankers

Indian Bank
IDBI Bank Limited
Union Bank of India
ICICI Bank Ltd.
State Bank of India
HDFC Bank Ltd

Registered Office

28, CARAVS, 15 Civil Lines,
Jabalpur, Madhya Pradesh – 482001

Factory

Meerganj, Bheraghat Road,
Jabalpur, Madhya Pradesh – 482053

Registrar & share Transfer Agent

C.B. Management Services Pvt. Ltd
P-22, Bondel Road, Kolkata – 700019

Listed with Stock Exchange

Bombay Stock Exchange Limited (BSE)

Depositories

National Securities Depository Limited
Central Depository Services (I) Limited

Website : www.narmadagelatines.com

* w.e.f. 14th July, 2023 | # upto 14th July, 2023

CONTENTS

BOARDS' REPORT	2 - 6
MANAGEMENT DISCUSSION & ANALYSIS	7 - 9
ANNEXURE TO THE BOARDS' REPORT	10 - 17
ADDENDUM TO THE BOARDS' REPORT	18 - 19
REPORT ON CORPORATE GOVERNANCE	20 - 38
AUDITOR'S REPORT	39 - 44
FINANCIAL STATEMENTS	45 - 76
NOTICE OF ANNUAL GENERAL MEETING	77 - 91
ATTENDANCE SHEET	
PROXY FORM	

BOARD'S REPORT

To the Members,

The Board of Directors are pleased to present the 62nd Annual Report on the business and operations of the company Narmada Gelatines Limited (the Company) along with the audited financial statements for the financial year ended 31st March, 2023.

Financial Highlights

	(₹ lakh)	
	2022-23	2021-22
Revenue from operations	19,114.14	15,736.34
Other income	229.21	320.21
Total Income	19,343.35	16,056.56
Total expenses	17,361.66	14,513.94
Profit before tax	1,981.68	1,542.62
Tax Expense	453.40	308.71
Profit after taxation	1528.28	1,233.91
Other Comprehensive income:		
Re-measurements of net defined benefit plans	6.38	(12.89)
Net Profit for the year	1521.90	1,246.80

Operating Performance

During the financial year 2022-23, the revenue from operations grew 21.5% from ₹ 157.36 crores in the previous year, to ₹ 191.14 crores. Profit After Tax for the year grew by 23.8% to ₹ 15.28 crores vs. ₹ 12.33 crores in the previous year

The growth revenues and profits was led by increase in sales volumes as well as stronger prices of both, Gelatin and DCP.

Earnings before interest, taxes and depreciation and amortisation (EBITDA) stood at ₹ 22.04 crores, higher than the previous year by 25%. Consequently, the Earnings per share increased to 25.26 as compared to 20.40 in 2021-22.

Dividends

During the year under review, the Company paid to its shareholders a special interim dividend of ₹ 100 (Rupees One hundred only) per equity share, i.e. 1000% per share, of the face value of ₹ 10 (Rupee ten only). The dividend payout for the financial year 2022-23 amounted to ₹ 60.49 crore (Rupees Sixty crores forty nine lakh only) to those equity shareholders whose names appeared in the Register of Members as on 19th December, 2022 (Record Date) as against the total final dividend of ₹ 10 (Rupees ten only) per equity share, i.e. 100% per share, of the face value of ₹ 10 (Rupee ten only) paid for the previous financial year 2021-22 [Dividend payout for the FY 2021-22 amounts to ₹ 6.04 crores (Rupees Six crores four lakh only)]. The Board of Directors have decided to treat the above special interim dividend paid during the year as Final dividend and, hence do not recommended further dividend for the financial year under review.

Share Capital

The Paid-up Equity Share Capital of the Company as on 31st March 2023 was ₹ 604.96 lacs comprising 60,49,587 equity shares of ₹ 10/- each. During the year under review, your company has neither issued any shares with differential voting rights nor granted any stock options or sweat equity shares. The Company has paid listing fees for the financial year 2023-24 to the Bombay Stock Exchange Ltd., where its equity shares are listed.

Transfer to Reserves

As permitted under the Act, the Board does not propose to transfer any amount to General Reserve, but has decided to retain the entire

amount of profit for the financial year 2022-23 in the profit and loss account.

Transfer of shares by Alfamont (Mauritius) Limited (Holding Company)

A Share Purchase Agreement ("SPA") was executed on June 9, 2023, by and between Alfamont (Mauritius) Limited, Promoter of the Company, with Pioneer Jellice India Private Limited (CIN: U24295TN1991PTC060630) ("PJIPL") and Ashok Matches and Timber Industries Private Ltd. (CIN: U24291TN2000PTC045347) ("AMTIPL") for sale of the entire stake of 45,37,189 fully paid up equity shares of ₹ 10/- each, held by the Promoter, constituting 75% of the fully diluted voting share capital in the Company, at a price of ₹ 229/- (Rupees Two Hundred and Twenty Nine only) per equity share. PJIPL will acquire 24,95,454 equity shares of ₹ 10/- each, whereas AMTIPL will acquire 20,41,735 equity shares of ₹ 10/- each.

PJIPL is based out of Cuddalore, India and is part of Pioneer Asia Group in which Jellice Group holds 25% shares. Established in 1941, Jellice Group is one of the top 10 gelatin manufacturers in the world having headquarters in Sendai, Japan. Pioneer Jellice India and the Jellice Group have gelatin manufacturing facilities in Cuddalore (Tamil Nadu, India), Emmen (Netherlands) and Taiwan.

AMTIPL is carrying on, *inter alia*, the business of acquiring, purchasing, taking on lease or hire or by any other means any real estate and/or developing the same and erecting, constructing, maintaining and operating buildings and other superstructures of any kind.

Pursuant to the said acquisition by way of execution of SPA and on completion of transfer formalities, the Company will no longer be a subsidiary of Alfamont (Mauritius) Limited. The shareholders can view the SPA from the websites of the Company and BSE Limited for further information on this

Quality initiatives

The Company is committed to the highest levels of quality for its products and customer services. During the financial year 2022-23, the Company retained its ISO certification for Quality Management (ISO 9001:2015), EDQM Certification from European Directorate for the Quality of Medicines and Healthcare, DNV Management System Certification for Food Safety Management System Standard (ISO 22000:2005), KOSHER Certification and Halal Assurance System Certification.

Deposits from public

During the year under review, the Company has not accepted any deposits from public as defined under Chapter V of the Companies Act, 2013. No amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Particulars of 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.

Corporate Social Responsibility (CSR)

In compliance with Section 135 of the Act, the Company has undertaken CSR activities and programs, excluding activities undertaken in pursuance of its normal course of business. Under Section 135 of the Act, the Company was required to spend ₹ 22.90 lakh (2%) of the average qualifying net profits of the last three financial years on CSR activities in financial year 2022-23. During the year under review, the Company has spent ₹ 15.98 lakh and balance ₹ 6.92 lakh has been setoff from the previous year's excess spent on CSR activities as

approved by the Board of Directors. Accordingly, the Company has met its obligation of spending ₹ 22.90 lacs for financial year 2022-23.

The Annual Report on CSR containing the composition of the CSR Committee, salient features of the CSR Policy, details of activities, and other information as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 are provided in Annexure -I attached to this Report. Since the average CSR obligation for the preceding three financial years i.e. financial year, 2019-20, 2020-21 and 2021-22 was less than ₹ 10 crores, the impact assessment report was not applicable for the year 2022-23. The CSR Policy may be accessed on the Company's website at the link: <https://www.narmadagelatines.com>.

Risk Management

The Risk Management Committee has been entrusted with the responsibility to assist the Board in (a) approving the Company's Risk Management Framework and (b) overseeing strategic, operational, financial, liquidity, security, regulatory, legal, environmental, human recourse, and other risks that have been identified and assessed to ensure that there is a sound Risk Management Policy in place to address such concerns/risks.

The Audit Committee has exercised additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically addressed through mitigating actions. The details of the Risk Management Committee, its terms of reference, key business risks identified and mitigation plans are set out in the Corporate Governance Report.

Vigil Mechanism / Whistle Blower Policy

The Company has a Vigil mechanism / Whistle-blower Policy in place to encourage and facilitate employees to report concerns about unethical behavior, actual/ suspected frauds and violation of Company's Code of Conduct or Ethics. The policy provides for adequate safeguards against victimisation of persons who avail the same and provides for direct access to the chairperson of the Audit Committee. The Audit Committee of the Company oversees the implementation of the Whistle- Blower Policy. The Committee affirms that no complaint has been received under the Whistle-Blower Policy/ Vigil Mechanism and no personnel had been denied access to the Chairman of the Audit Committee.

Information on Whistle-Blower Policy is available on the website of the Company at <https://www.narmadagelatines.com> and in the Corporate Governance Report.

Reporting of Frauds

There were no instances of fraud or suspected frauds reported during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made thereunder.

Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any subsidiary, joint ventures or associate companies.

Nomination and Remuneration Policy

The policy of the Company is to have an appropriate number of executive and independent directors on the board. The policy of the Company on directors' appointment and remuneration, etc. as required under Section 178 of the Companies Act, 2013, is available on the website (www.narmadagelatines.com) and in the Corporate Governance Report. The remuneration paid to directors is as per the terms laid down in the Nomination & Remuneration Policy of the

Company.

The Company has a Nomination and Remuneration Committee which makes recommendation to the Board with regard to the appointment of new Directors and Key Managerial Personnel. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated in terms of the provisions of the Companies Act, 2013 and the Listing Regulations as amended from time to time.

The main objectives of the policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in senior management and key managerial positions.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies and in the industry.
- To carry out evaluation of the performance of Directors, as well as key managerial and senior management personnel.
- To provide them rewards linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and to create competitive advantage.

Directors and Key Managerial Personnel

Re-appointment of Wholetime Director

The Board of Directors at their meeting held on 16th May, 2023, subject to approval of the shareholders, approved the re-appointment of Mr. Ashok K Kapur (DIN: 00126807) as the Whole-time Director of the Company for a further period of one year commencing from 1st June, 2023 to 31st May, 2024.

Special resolution for the re-appointment of Mr. Ashok K Kapur as the Whole-time Director of the Company is being placed for the approval of the shareholders of the Company at the ensuing AGM. The Board of Directors, and Nomination and Remuneration Committee of the Company recommends his re-appointment as the Whole-time Director of the Company.

In terms of requirement of Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company's businesses for effective functioning, which are detailed in the Corporate Governance Report.

Attention of Shareholders is invited to the relevant items of the Notice of the Annual General Meeting and the Notes thereto. Brief resume of the Directors proposed to be appointed/ reappointed, nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership/ chairmanship of committees of the Board, as stipulated under Regulation 36 of the Listing Regulations are given in the section on Corporate Governance in this Annual Report.

Pecuniary relationship or transactions with the Company

During the year under review, except Mr. Ravindra K Raje, no other non-executive directors of the Company had pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of

attending meetings of the Board/Committee of the Company.

Declaration from directors

The Company has received necessary declarations under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI Listing Regulations, from the Independent Directors stating that they meet the prescribed criteria for independence. All Independent Directors have affirmed compliance to the code of conduct for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013.

The Company has also received from them declaration to compliance of Rule 6(1) & (2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, regarding online registration with the 'Indian Institute of Corporate Affairs', for inclusion/ renewal of their names in the data bank of Independent Directors.

With regard to integrity, expertise and experience (including the proficiency) of the Independent Directors appointed /reappointed during the Financial year 2022-23, the Board of Directors have taken on record the declarations and confirmations submitted by the independent directors and is of the opinion that all the Independent Directors are persons of integrity and possess relevant expertise and experience and their association as Directors will be of immense benefit to the Company.

With regard to proficiency of the Independent Directors, ascertained from the online proficiency self-assessment test conducted by the institute, as notified under Sub-Section (1) of Section 150 of the Act, the Board of Directors has taken on record the declarations submitted by Independent Directors that they are exempt from appearing in the test.

None of the Directors of the Company are related inter-se, in terms of Section 2(77) of the Act including Rules there under.

None of the Directors of the Company are disqualified for being appointed as directors as specified under Section 164(2) of the Act and Rules there under.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Ashok K Kapur, Whole-time Director, Mr. Mahesh Verma Chief Financial Officer and Ms. Meenu Sharma, Company Secretary are the Key Managerial Personnel of the Company as on 31st March, 2023.

Board Evaluation

The Nomination & Remuneration Committee and the Board have laid down the manner in which a formal annual evaluation of the performance of the Board, Committees, Chairman and individual directors has to be made. The Board of Directors has carried out an annual evaluation of its own performance, Board committees, and individual directors pursuant to the provisions of the Act, SEBI Listing Regulations and the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The Board evaluated its own performance, Board Committees as well as the individual directors performance after seeking inputs from all the directors/members and also on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The independent directors at their separate meeting reviewed the performance of non-independent directors, the Board as a whole and Chairman of the Company, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated. The manner in which the evaluation was carried out is covered in the Corporate Governance Report.

Board and Committee Meetings

The Board meets at regular intervals to discuss and decide on company's business policies and strategies. In case of special and urgent business, the Board/Committee's approval is taken by passing resolutions through circulation, or by calling Board/Committee meetings at a shorter notice, as permitted by law.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings and Annual General Meetings. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed to enable the Directors to take an informed decision.

During the financial year under review, five Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between two Meetings was within the period prescribed under the Companies Act, 2013.

A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report.

Meeting of Independent Directors

As per provisions of Schedule IV to the Companies Act, 2013, the Independent Directors are required to hold at least one meeting in a financial year, without the attendance of Non-independent Directors and members of management. During the financial year 2022-23, the Independent Directors have held one separate meeting on February 10th, 2023.

Directors' Responsibility Statement

Pursuant to the requirement of Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- a. in the preparation of the annual financial statements for the year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. appropriate accounting policies have been selected and applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual financial statements have been prepared on a going concern basis;
- e. proper internal financial controls have been followed and that such financial controls are adequate and are operating effectively; and
- f. proper systems to ensure compliance with the provisions of all

applicable laws are in place and were adequate and operating effectively.

Related Party Transactions

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

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in Form AOC-2 are set out in the Notes to Financial Statements forming part of the Annual Report. None of the Directors has any pecuniary relationships or transactions with the Company or vice versa, except Mr. Ravindra K Raje who is in receipt of fees in his professional capacity for being appointed as a Consultant/Advisor to the Company owing to his qualification and expertise on various matters concerning affairs of the Company duly approved by the Audit Committee, the Nomination and Remuneration Committee and the Board of Directors of the Company with effect from 1st March, 2022.

Statutory Auditors

Pursuant to the provisions of Section 139 of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Lodha and Company, Mumbai, Chartered Accountants (Firm Registration No.301051E), were appointed as the statutory auditors of the company at the 61st Annual General Meeting of the company held on 22nd September, 2022, to hold office for the second term of five years from the conclusion of 61st Annual General Meeting of the Company, till the conclusion of 66th Annual General Meeting to be held in the year 2027.

The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017, notified on May 7, 2018.

Report of Statutory Auditors

The Statutory Auditors, M/s Lodha and Company, Mumbai, Chartered Accountants, have submitted their Report on the Financial Statements of the Company for the financial year 2022- 23, which forms part of this Annual Report. The Notes on Financial Statements referred to in the Auditors' Report for the year 2022- 23 are self-explanatory. There are no observations, qualifications, reservations or adverse remarks in the Auditor's Report that call for any explanation.

Cost records and cost audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the products manufactured by the Company.

Secretarial Auditor and their report

Dr. Asim Kumar Chattopadhyay, Company Secretary, was appointed as Secretarial Auditor of your Company for the financial year 2022-23 pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report is annexed to this Report as Annexure - II.

There are no qualifications, observations or adverse remarks of the Secretarial Auditors in the Report issued by them for the financial year 2022-23 which call for any explanation from the Board of Directors.

Transfer of Unpaid and Unclaimed amounts to IEPF

Pursuant to the applicable provisions of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') as amended, all unpaid or unclaimed dividends which were required to be transferred by the Company to the IEPF were transferred to IEPF Authority.

The Company has also transferred shares in respect of which dividend amount remained unpaid/ unclaimed for a consecutive period of seven years or more to IEPF Authority within stipulated time.

Pursuant to the provisions of Section 124 of the Companies Act, 2013, during the financial year, the declared dividends which remained unpaid or unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, as detailed in the Corporate Governance Report.

The details of unpaid / unclaimed dividend and the shares transferred to IEPF Authority are available on the website of the company at <https://www.narmadagelatines.com>.

Significant and Material Order passed by the Regulators

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

Corporate Governance Report

The Report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. The Whole- time Director's declaration regarding compliance with the Company's Code of Business Conduct and Ethics for Directors and Management Personnel forms part of the Corporate Governance Report. As required by the Listing Regulations the certificate on Corporate Governance for the year ended 31st March, 2023 issued by Dr. Asim Kumar Chattopadhyay, Company Secretary in Practice, is annexed to this Report.

Management Discussion and Analysis

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, detailed review of operation, performance and future outlook of the Company is presented under Management Discussion and Analysis Report in a separate section and forms part of the Annual Report.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 is annexed to this Report as Annexure - III.

Annual Return

As provided under Section 92(3) & 134(3)(a) of the Act, the Annual Return for FY 2021-22 is available on the website of the Company at <https://www.narmadagelatines.com>.

Particulars of Employees

None of the employees of the Company is in receipt of remuneration exceeding the limits prescribed under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details in respect of directors and employees of the Company as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of The

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as Annexure - IV.

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

All the employees in the Company are considered equal. There is no discrimination between individuals at any point on the basis of race, colour, gender, religion, origin, sexual orientation or age. Every individual is expected to treat his/her colleagues with respect and dignity.

The Company has in place a policy for prevention of sexual harassment at workplace. This policy of the Company is in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this policy. An Internal Complaints Committee is in place to redress the complaints received regarding sexual harassment. No complaint was received by the Company during the financial year ended 31st March, 2023.

Material changes and commitments affecting the financial position of the Company

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

Appreciation

The Directors wish to convey their deep appreciation to all the employees, customers, vendors, investors, and consultants/ advisors of the Company for their sincere and dedicated services as well as their collective contribution to the Company's performance.

The Directors also thank the Central and the State Governments, statutory authorities, bankers, and business associates and all the stakeholders for their continued interest and valued support

For and on behalf of the Board

Prakash M Nene
Chairman
Place: Jabalpur

Ashok K. Kapur
Whole-time Director

Date: 7th July, 2023

MANAGEMENT DISCUSSION AND ANALYSIS

Economy Overview

During the period, various challenges were faced by the Global Economy like COVID-19 related disruptions in economies, Russian-Ukraine conflict and its adverse impact along with disruption in supply chain, mainly of food, fuel and fertilizer. The Central Banks across economies led by Federal Reserve responded with synchronised policy rate hikes to curb inflation, leading to appreciation of US Dollar and the widening of the Current Account Deficits (CAD) in net importing economies.

Like the rest of the world, India too, faced these extraordinary set of challenges but withstood them better than most economies.

India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment.

Global growth is forecasted to slow from 3.2 per cent in 2022 to 2.7 per cent in 2023 as per IMF's World Economic Outlook, October 2022. Despite the global slowdown, India's economic growth rate is stronger than in many peer economies and reflects relatively robust domestic consumption and lesser dependence on global demand.

India's gross domestic product (GDP) projected a growth to 6.4% in fiscal year FY-2023 ending on 31 March 2023 and rise to 6.7% in FY-2024, driven by private consumption and private investment on the back of government policies to improve transport infrastructure, logistics, and the business ecosystem.

However, geopolitical tensions and weather-related shocks are key risks to India's economic outlook.

Industry Structure and Developments

Gelatin is a natural product which is made of hydrolytic degradation of protein from collagen and its distinctive structure of amino acids gives it several benefits. It is in the form of tablets, granules or powders and has a high protein content.

Hydrocolloids have been popularly used as a gelling agent in food industries. Gelatine has multiple applications across various industries including food & beverage, pharmaceutical, photography, biomedical, personal care, and other technical areas.

In pharmaceutical, gelatin is used to manufacture hard and soft capsules, for coating tablets, and in syrups. It also has many biomedical applications. It is used in the manufacturing of scaffolds for healing wounds.

Gelatin is a key component of the food industry in modern cuisine owing to its gelling capabilities. The food industry, for example, manufactures gourmet desserts using gelatin for texture, foaming, and clarity, as well as stabilising the food structure. For canned meat products such as sausages, frankfurters, loaves and hams, gelatin has also been used to retain juices lost.

Gelatin is the most widely used among other types of hydrocolloids in the market. By far, gelatin is actually a multivariate, functional substance in today's life.

Opportunities and Threats, Outlook, Risks and Concerns

Owing to the rapid growth of the ageing population across the world, the demand for medicines is expected to increase.

There is also increasing demand for convenience food and beverages due to changing lifestyles, increasing working population as consumers lacks the time to prepare home – cooked food and are more inclined towards convenience food products. These are driving the growth in gelatine demand world over.

Consumption of gelatin produced from particular species are forbidden in many religions and cultures across the globe, is a major factor, which could restrain market revenue growth. Vegans and vegetarians also do not prefer gelatin or foods containing gelatin.

The prices of gelatin vary depending on the prices of its raw materials, the region or country where the product is being manufactured, demand and supply situations.

The lockdown had affected the availability of our main raw material, i.e., crushed bones, but the availability of raw material has improved since, and the prices are stable too. The difficulty in sourcing good quality raw material and rise in coal prices continue as an area of concern.

Segment-wise or product-wise performance

The Company is engaged in only one segment, namely, manufacture and sale of gelatine and related products like ossein and di-calcium phosphate (DCP) and as such there are no reportable segments as per Ind AS- 108 "Operating Segments."

Internal financial controls and its adequacy

The Company's Internal Financial Control framework is commensurate with the size and the nature of its operations. These have been designed to provide reasonable assurance about recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of Corporate Policies.

The Company has laid down procedures and policies to guide the operations of the business. The Company has a well-defined delegation of power with authority limits to approve revenue as well as expenditure. Functional heads are responsible to ensure compliance with the policies and procedures laid down by the board of directors.

The Company has appointed M/s P.B. Singh & Associates, Chartered Accountants to oversee and carry out internal audit of its activities. The audit is based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors and approved by the audit committee. The efficacy of the internal checks and control systems are validated by internal auditors. The audit is based on a focused and risk based internal audit plan, which is reviewed and approved each year by the Audit Committee of the Company.

The Audit Committee reviews reports submitted by internal auditors. Suggestions to improve any process are considered by the management and the Audit Committee follows up on corrective actions taken by the management. The Audit Committee also meets the Company's statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the Board of Directors informed of its major observations periodically.

The operating management assessed the effectiveness of the Company's internal controls over financial reporting as of 31st March 2023. M/s. Lodha & Co., the Statutory Auditors of the Company audited the financial statements included in this Annual Report and have issued a report on the internal controls over financial reporting (as defined in Section 143 of the Companies Act, 2013).

Based on its evaluation (as provided under Section 177 of the Companies Act, 2013 and Clause 18 of SEBI Listing Regulations), the Audit Committee has concluded that as of 31st March 2023, the Internal Financial Controls were adequate and operating effectively.

Human Resources / Industrial Relations

The Company's human resources agenda continues to remain focused on the development of its employees, building capabilities in the organization and progressive employee relations policies. The Company addressed training and development needs of its workforce in technical and behavioural areas by deploying internal and external faculty. During the year 2018-19 a memorandum of understanding was reached and signed with the employees' union for a period of five years.

Human capital is at the heart of our company's success. It can be attributed through our diversified and competent workforce, capable leadership and empowering culture and efficient operational excellence.

We aim to provide a safe, dynamic, and trustworthy environment for all our employees henceforth. Our people policies are designed to create a future ready workforce, while empowering them and creating an enriching employee experience.

Our efforts were also in conjunction with various aspects like Employee health and safety, Training and skill development,

We do not make employee decisions or discriminate against individuals based on personal characteristics like race, color, age, gender, religion, nationality, marital status, sexual orientation, etc. We base our employment relationship on the principle of equal opportunity and fair treatment and strive to create an environment that fosters the same. There were no incidents of discrimination in fiscal 2022-23.

We always led emphasis on employee wellbeing may it be mentally, physically, emotionally or socially.

Industrial relations remained cordial throughout the year. Your Directors place on record their sincere appreciation of the significant contributions made and the continued support extended by all employees at all levels to the Company's operations during the year.

Financial and operational performance

Revenue from operations stood at ₹ 191.14 crore, higher than the previous year by 21.5%. This was driven by volume growth of approx 8% in gelatin and 18% in Di-calcium phosphate (DCP), and also better price realization compared to the previous year.

The contribution of gelatine sales to the turnover was lower as compared to the previous year by 3%, whereas the DCP sales turnover was higher by 11% over the previous year, mainly on account of better prices.

Material cost in fiscal 2022-23 reduced by 5.77%, but power and fuel cost increased by 13% over the previous year is mainly due to increase in the price of coal. Employee cost stood at 7.17% (7.80% previous year) of revenue from operations. Other expenses were on the higher side at 6.23% as compared to the previous year at 5.28% of revenue from operations.

Earnings before interest, taxes and depreciation and amortisation (EBITDA) stood at ₹ 22.04 crores, higher than previous year by 25%

Profit before exceptional items and taxes was ₹ 19.82 crores, higher than previous year by 28%. Growth led by higher volumes and price of both the products – gelatin and DCP.

Profit after tax at ₹ 15.21 crores, higher than the previous year by 22% led by improved operating performance of the company.

Diluted Earnings per share (EPS) for fiscal 2022-23 was ₹ 25.26 per equity share.

The financial highlights for the year 2022-23 are as follows: (₹lakh)

	2022-23	2021-22	Variance
Revenue from Operations	19114.14	15716.39	21.46%
Profit before tax	1981.68	1542.62	28.46%
Profit after taxation	1521.90	1246.81	22.07%

Significant changes in key financial ratios

In accordance with the Listing Regulations, the Company is required to give details of significant changes in the key financial ratios. During the year, the significant changes in financial ratios of the Company, which are more/less than 25% as compared to the previous year are summarized below:

Financial Ratio	2022-23	2021-22	Change (%)	Reason for change
Operating profit margin (%)	9.17%	7.78%	17.86	Margin increased due to better sales turnover/ realization of gelatin and DCP
Net Profit Margin (%)	8.00%	7.85%	2.00	
Return on Net worth	12.78	8.69	47	The increase in ratio is due to increase in margin, volumes and decrease in net worth which is due to payment of special interim dividend of 1000%
Debtor's turnover	32	39		Due to better collection from debtors and in sales on cash basis
Current Ratio	4.78	4.98		
EPS	25.26	20.40		
Market Price per share (₹)	292.15	207.00		

Cautionary Statement

Certain statements made in the Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations whether expressed or implied. Several factors could make significant difference to the Company's operations. These include raw material availability, import and exports of raw material and finished goods, economic conditions, affecting demand and supply, government regulations, changes in taxation, natural calamities, period of lockdown and Covid-19 over which the Company does not have any direct control.

Annexure - I to the Board's Report**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES****Annexure - I to the Board's Report****1. Brief outline on CSR Policy of the Company**

The Company is focused on activities contributing to the social and economic development of the communities in which it operates and in doing so, build a better, sustainable way of life for the weaker sections of the society and raise the human development index in the surrounding areas.

During the year under review, the Company's contributions to the community were in the areas of protection of environment, promotion of education, livelihood, promoting health care including preventive health care, providing water, sanitation and rural development and contributions to other social development organisations. The Company also support and partnered with several NGOs in community development and health initiatives. Some of the social activities carried out by the Company during the year were as under:

Environment

The Company has done plantation in 22 acres approx. of land at three spots adjacent to river narmada at Bheraghat, Jabalpur and also maintaining the same since last seven years.

The Company carried out plantation of trees, maintenance of green belts and gardens.

The Company and its employees regularly promote and participate in projects for cleanliness of river Narmada through cleaning banks, putting up flex, banners and wall painting messages.

Education

Education remains as one of the focus areas of social development and the Company supports academics at all levels. The Company provided contribution to various schools, trust/societies engaged in providing assistance to poor children for their education such as Vivekanad Public School, Arya Vidya Sabha, Friends of Tribal Society, Narmada Ved Vigyan Vidyalaya, Dream Foundation, Soham welfare society, Madad Trust. The Company also provides scholarships to poor girls of the locality and nearby villages.

Support Orphanage & old aged homes

Company supported to orphanage and old aged homes by providing computer maintenance facility.

Eradication of hunger & Poverty

The company had donated funds to ISKON society for accomplishing their mission of feeding the Poor.

Rural Development

Contribution towards the Swachch Bharat Mission- Wall Painting.

Brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programmes

The main objective of the CSR Policy is to lay down guidelines for the Company to make CSR a key business process for sustainable development for the society. It aims at supplementing the role of the Government in enhancing welfare measures of the society based on the immediate and long term social and environmental consequences of their activities.

The Company shall constantly strive to ensure strong corporate culture which emphasizes on integrating CSR values with business objective. It shall also pursue initiatives related to quality management, environment preservation and social awareness, in the areas as detailed below:

- (i) Promoting health care including preventive healthcare and sanitation and making available safe drinking water;
- (ii) Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- (iii) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining of soil, air and water;
- (iv) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- (v) Rural development projects;
- (vi) Promote and participate in projects for cleanliness of Narmada river;
- (vii) Promote education of girl child and the underprivileged by providing academic support, assistance to schools, sponsorships for eradicating illiteracy;
- (viii) Emphasis on regular health checks and medical aid/ health care facilities with special focus for the mother and child as well as the old aged persons of surroundings and making available of safe drinking water;
- (ix) Promote and sponsor various sports activities and games organized by local gram panchayat;
- (x) Promote and support local religious and cultural programmes;
- (xi) Other areas as may be notified by the Government from time to time;
- (xii) any activities or subjects specified in Schedule VII of the Act.

2. Composition of the CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the tenure	Number of meetings of CSR Committee attended during the tenure
1.	Mr. Prakash M Nene	Non-Executive - Independent Director (Chairman)	2	2(VC)
2.	Mr. K Krishnamoorthy	Non-Executive - Independent Director	2	2(VC)
3.	Mr. Ravindra K Raje	Non-Executive - Non-Independent Director	2	2(VC)
4.	Mr. Ashok K. Kapur	Whole-time Director	2	2

(VC) - attended through video conferencing facility

3. 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 projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR policy and projects or programs undertaken by the Company are available on links: <https://www.narmadagelatines.com>.
4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). – Not applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
1	2022-23	7.73 lacs	6.92 lacs

6. Average net profit of the company as per section 135(5) : ₹ 1143.70 lacs
7. (a) Two percent of average net profit of the company as per section 135(5) : ₹ 22.90 lacs
(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 : ₹ 6.92 lacs
(d) Total CSR obligation for the financial year (7a+7b- 7c) : ₹ 15.98 lacs
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
15.98 lacs	Nil	Nil	Nil	Nil	Nil

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

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

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (₹ lacs)	Mode of implementation		
				State	District		Direct (Yes/No)	Through implementing	CSR registration number
				State	District		Name		
1.	Financial support by paying fee for poor students, free education, welfare & livelihood of poor children	(ii)	Yes	M.P.	Jabalpur	1.40	Yes	-	-
2.	Supporting activities like free quality education, capacity building of teachers, enriching learning opportunities for children, effective school governance	(ii)	Yes	M.P.	Jabalpur	2.64	No	Friends of Tribal Society	CSR00001898
3.	Promoting Literacy	(ii)	Yes	M.P.	Jabalpur	0.50	No	Dream Foundation	CSR00007125
4.	Promoting Literacy	(ii)	Yes	M.P.	Jabalpur	1.25	No	Soham Welfare Society	CSR00031238
5.	Promoting Literacy	(ii)	No		Gujarat	2.50	No	Madad Trust	CSR000018608
6.	Eradication of Hunger & Poverty	(i)	No	M.P.	Jabalpur	2.50	No	ISKON	CSR00005241
7.	Environmental sustainability, ecological balance, protection of flora and fauna, agro forestry- Tree plantation, protection and maintenance	(iv)	Yes	M.P.	Jabalpur	4.63	Yes	-	-
8.	Rural development	(x)	Yes	M.P.	Jabalpur	0.56	Yes	-	-
Total						15.98			

(d) Amount spent in Administrative Overheads : Nil

(e) Amount spent on Impact Assessment, if applicable : Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 15.98 lacs

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (₹ lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	22.90
(ii)	Total amount spent for the Financial Year	22.90
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.81
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.81

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

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

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

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commence	Project duration	Total amount allocated for the project (in `)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of Financial Year (in ₹)	Status of the project Completed/ Ongoing
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	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)
- (a) Date of creation or acquisition of the capital asset(s) : None
- (b) Amount of CSR spent for creation or acquisition of capital asset : NIL
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) : Not Applicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5) : Not Applicable

Mr. Prakash M. Nene
Chairman - CSR Committee

Ashok K. Kapur
Whole-time Director

Place : Jabalpur
Date : 7th July, 2023

Annexure - II to the Board's Report**SECRETARIAL AUDIT REPORT FORM No. MR-3****For the Financial Year Ended 31st March, 2023****[Pursuant to section 204(1) of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) 2015]**

To,
The Members,
Narmada Gelatines Limited,
CARAVS, Room No. 28,
15, Civil Lines,
Jabalpur – 482 001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Narmada Gelatines Limited**, (CIN L24111MP1961PLC016023) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Narmada Gelatines Limited for the financial year ended on 31st March 2023 according to the provisions as **may be applicable** to the company of:

- I. The Companies Act, 2013 and any Amendments thereof (hereinafter collectively referred to as the "ACT") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof (hereinafter collectively referred to as "Listing Regulations");
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the period under review;
 - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity), Regulations, 2021; Not applicable during the period under review;
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; Not applicable during the period under review as the company is not acting as a Registrar and Share Transfer Agent;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable during the period under review;
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. Not applicable during the period under review;
 - j. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, and
 - k. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preferences Shares) Regulation, 2013. – Not applicable to the company during the period under review.
- VI. The Food Safety and Standards Act, 2006 along with Food Safety and Standards Rules 2011;
- VII. Pollution Control Act, Rules and Notification issued thereof;
- VIII. Legal Metrology Act, 2009 and Rules made thereunder;
- IX. The Factories Act, 1948 and Rules made thereunder;
- X. Shops and Establishment Act, 1953;
- XI. The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Rules made thereunder;
- XII. Industrial Employment (Standing Order) Act, 1946;
- XIII. The Maternity Benefits Act, 1961;
- XIV. The Minimum Wages Act, 1948;
- XV. The Payment of Bonus Act, 1965;
- XVI. The Payment of Gratuity Act, 1972;
- XVII. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
- XVIII. The Payment of wages Act, 1936, and amendments thereof and other applicable Industrial and Labour Laws.

I have also examined compliance of Secretarial Standards on Board of Directors (SS-1), General Meetings (SS-2) made effective 1st July 2015 and Dividend

(SS-3) made effective 1st January, 2018, Secretarial Standards on Report of the Board of Directors made effective 1st October 2018 issued by the Institute of Company Secretaries of India.

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all the 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. Video conference facilities/ other audio-visual means are used as and when required to facilitate the Directors at other locations to participate in the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. However, no such case has arisen during the period under review.

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

It may be noted that I have conducted online verification & examination of records, as facilitated by the company (where ever required), for the purpose of issuing this Report.

Dr. Asim Kumar Chattopadhyay
Practising Company Secretary
FCS No. 2303, CP- 880
Peer Review: 792/2020
UDIN: F002303E000228683

ANNEXURE "A"

(TO THE SECRETARIAL AUDIT REPORT OF NARMADA GELATINES LIMITED FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023)

To,
The Members,
Narmada Gelatines Limited,
CARAVS, Room No. 28,
15, Civil Lines,
Jabalpur – 482 001

My Report for the financial year ended 31st March 2023 of even date is to be read along with this letter.

- I. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- II. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- III. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- IV. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
- V. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- VI. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Dr. Asim Kumar Chattopadhyay
Practising Company Secretary
FCS No. 2303, CP No- 880
Peer Review: 792/2020

Date: 29th April, 2023

Annexure -III to the Board's Report
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

1. Steps taken or impact on conservation of energy:
 - Replacement of old inefficient motor with new energy efficient motors and installation of temperature controllers to reduce the steam consumption in gelatin production.
 - Submersible pump installed for Ossein transfer of 30 pits- Reduced water and power consumption
2. Steps taken or utilising alternate sources of energy: Nil
3. Capital investment on energy conservation equipment : Nil

B. TECHNOLOGY ABSORPTION

1. Efforts in brief made towards technology absorption: Nil
2. Benefits derived as a result of above efforts: Nil
3. Imported technology (imported during the last 3 years reckoned from the beginning of the financial year) : Not applicable as no technology imported
 - (a) Technology
 - (b) Year of import
 - (c) Has technology been fully absorbed:
 - (d) If not fully absorbed, areas where this has not taken place, reasons thereof and future plan of action
4. Expenditure on R&D

Particulars	2022-23	2021-22
Recurring Expenditures	13.20 lacs	11.50 lacs
Capital Expenditures	Nil	10.87 lacs
Total R&D expenditure as a % to total turnover	0.07%	0.14%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	2022-23	2021-22
FOB value to exports:	38.30 lacs	20.91 lacs
Expenditure in foreign exchange		
- Import of spare parts	21.02 lacs	Nil
- Travel for export promotion	0.88 lacs	Nil
- Others (subscription)	6.61 lacs	4.50 lacs

Prakash M. Nene
Chairman

Ashok K. Kapur
Whole-time Director

Place : Jabalpur
Date : 07th July, 2023

Annexure - IV to the Board's Report
DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2022-23 (₹ lacs)	% increase in Remuneration in the Financial Year 2022-23	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of KMP against the performance of the Company
1.	Prakash M Nene - Director*	-	-	-	
2.	K Krishnamoorthy - Director*	-	-	-	
3.	Ravindra K Raje - Director*	-	-	-	
4.	Drushti Desai - Director*	-	-	-	
5.	Gaurang Shah - Director*	-	-	-	
6.	Ashok K Kapur – Whole-time Director	40.20	0%	13.85	
7.	Mahesh Verma - Chief Financial Officer	13.62	0.84%	Not Applicable	Profit after tax increased by 22.07% in the Financial year 2022-23
8.	Meenu Sharma – Company Secretary	3.29	NA	Not Applicable	

* The Non-Executive Directors of the Company are only entitled to sitting fees as per the statutory provisions, the details of which are provided in the Corporate Governance Report.

- ii) The median remuneration of employees of the Company during the financial year 2022-23 was ₹ 2.90 lacs.
- iii) The percentage increase in the median remuneration of employees in the financial year was 10.01%.
- iv) There were 201 permanent employees on the rolls of Company as on 31st March, 2023.
- v) Relationship between average increase in remuneration and company performance: The Profit after tax for the financial year ended March 31st, 2023 increased by 22.07% and the average remuneration increased by 4.82%. Percentage increases for various categories are granted based on market trends and performance criteria.
- vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: The total remuneration of Key Managerial Personnel decreased by 4.03% whereas the Profit after tax increased by 22.06%.
- vii) a) Variations in the market capitalisation of the Company: The market capitalisation as on 31st March, 2023 was ₹17673.87 lacs, as compared to ₹12522.65 lacs as on 31st March 2022.
- b) Price Earnings ratio of the Company was 11.57 as at 31st March, 2023 as compared to 10.15 as at 31st March, 2022.
- c) Percent increase in the market quotation of the shares of the company as compared to the rate at which the company came out with the last public offer in the year: The Company had come out with initial public offer (Rights Issue) in 1994-95. An amount of ₹1000 invested in the said Rights Issue / IPO would be worth ₹ 43822.50 as on 31st March, 2023 indicating a compounded annual growth rate of 14.45% excluding the dividends paid out since the Rights Issue.
- viii) Average percentage increase in the salaries of employees other than the Key Managerial Personnel in the financial year 2022-23 was 5.63% whereas the managerial remuneration for the same financial year was decreased by 4.03%.
- ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - None of the employees are in receipt of remuneration in excess of the highest paid director.
- xi) The remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

ADDENDUM TO THE BOARD'S REPORT

The Board's Report was approved, adopted and signed on 7th July, 2023 by the erstwhile Board of Directors. Subsequently, your company has become a part of Pioneer Jellice India Private Limited and Ashok Matches and Timber Industries Private Ltd. with effect from 14th July, 2023. The Board of directors of the company was reconstituted with inter alia Mr. S Annamalai as the Chairman. The following paragraph communicate the changes took place with the change in Promoters of the company.

Change in Promoters and Promoters Shareholding

Pursuant to the Share Purchase Agreement executed on June 9, 2023, by and between Alfamont (Mauritius) Limited, Promoter of the Company, with Pioneer Jellice India Private Limited ("PJIL") and Ashok Matches and Timber Industries Private Ltd. ("AMTIPL") for sale of the entire stake of 45,37,189 fully paid up equity shares of Rs. 10/- each, held by the Promoter, constituting 75% of the fully diluted voting share capital in the Company, and with the transfer of 24,95,454 equity shares of Rs. 10 each to PJIL and 20,41,735 equity shares to AMTIPL on 14th July, 2023 your company has become a part of Pioneer Asia Group.

Directors and Key Managerial Personnel

Appointment of non-executive independent director(s)

Mr. B Vijayadurai (DIN: 07403509) and Mrs. Manimegalai Thangamani (DIN: 10234123), who have given declarations to the Board that they meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations, were appointed as an independent director(s) with effect from 14th July, 2023, for a period of five years, subject to the approval of the shareholders at the 62nd Annual General Meeting to held on September, 25, 2023.

Appointment of non-executive non-independent director(s)

The Board of Directors of the Company in its meeting held on 14th July, 2023, based on the recommendations of the Nomination & Remuneration Committee approved the appointment of Mr. S. Annamalai (DIN: 0001381) and Mr. S. Maheswaran (DIN: 00143046) as Non – Executive Non-Independent Directors (additional director).

In terms of sub-section (4) of Section 161 of the Act, Mr. S. Annamalai (DIN: 0001381) and Mr. S. Maheswaran (DIN: 00143046) shall hold office upto to the date of ensuing Annual General Meeting, in respect of whom, a notice under Section 160 of the Act was received from a member and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have recommended the appointments of Mr. S. Annamalai (DIN: 0001381) and Mr. S. Maheswaran (DIN: 00143046) as a Non - Executive Directors liable to retire by rotation from the date of ensuing AGM, subject to approval of the shareholders.

In accordance with Regulation 17(1A) of the Listing Regulations, consent of the shareholders is required by way of Special Resolution for the directorship of Mr. S. Annamalai (DIN: 0001381) and Mr. S. Maheswaran (DIN: 00143046) as they have attained the age of 75 (seventy-five) years.

A resolution seeking shareholders' approval for the appointment of Independent directors and Non-executive Non-Independent directors forms a part of the notice convening the annual general meeting to be held on 25th September, 2023

Re-appointment and re-designation of the Wholetime Director

Mr. Ashok K Kapur was re-appointed as the Wholetime Director of the Company w.e.f. 01st June, 2023 by the Board of Directors in its meeting held on 16th May, 2023. Thereafter, the Board of Directors at their meeting held on 14th August, 2023, subject to approval of the shareholders, revised the terms of re-appointment of Mr. Ashok K Kapur (DIN: 00126807) and re-designated him as the Managing Director of the Company for a further period of three years commencing from 1st June, 2023 to 31st May, 2026.

Special resolution for the re-appointment of Mr. Ashok K Kapur as the Managing Director of the Company is being placed for the approval of the shareholders of the Company at the ensuing AGM. The Board of Directors, and Nomination and Remuneration Committee of the Company recommend his re-appointment as the Managing Director of the Company.

A Special resolution seeking shareholders' approval for the re-appointment of Mr. Ashok K Kapur, Managing Director together with remuneration and terms of re-appointment forms a part of the notice convening the annual general meeting to be held on 25th September, 2023

A brief resume of the directors being appointed/ re-appointed, the nature of expertise in specific functional areas, names of companies in which they hold directorships, committee memberships/ chairmanships, their shareholding in the Company, etc., have been furnished in the explanatory statement to the notice of the ensuing AGM.

Resignation of independent director

Mr. Prakash M Nene (DIN: 00164133) independent director, have resigned from the office of an Independent Director of the Company with effect from closure of business hours on 14th July, 2023, due to some personal reasons and commitments. There were no other material reasons for the resignation. The Board places on record its appreciation for his invaluable contribution and guidance during his tenure.

Resignation of Non executive Non-Independent director (s)

Mr. Ravindra K. Raje (DIN: 00112003) director, have resigned from the office of Non-Executive Non-Independent Director of the Company with effect from 14th July, 2023. The Board places on record its appreciation for his invaluable contribution and guidance during his tenure.

Mr. Gaurang Shah (DIN: 07561877) director, have resigned from the office of Non-Executive Non-Independent Director of the Company with effect from 14th July, 2023. The Board places on record its appreciation for his invaluable contribution and guidance during his tenure.

Mrs. Drushti R Desai (DIN: 00294249) director, have resigned from the office of Non-Executive Non-Independent Director of the Company with effect from 14th July, 2023. The Board places on record its appreciation for her invaluable contribution and guidance during her tenure.

Chairman of the Board and Reconstitution of Committees of Board of Directors

In view of change in the Company's Board of Directors, whereby Mr. Prakash M Nene, Mr. Ravindra K Raje, Mr. Gaurang Shah and Mrs. Drushti R Desai have vacated their respective offices and Mr. S. Annamalai, Mr. S. Maheswaran, Mr. B Vijayadurai and Mrs. Manimegalai Thangamani have been appointed as Directors, and in compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, your company has re-constituted various Committees of the Board with effect from 14th July, 2023, as detailed hereunder:

Mr. S. Annamalai, Non-Executive Non-Independent Director has been appointed as the Chairman of the Board and Mr. S. Maheswaran Director as Vice-Chairman of the Board.

Audit Committee has been reconstituted with three members Mr. B.Vijayadurai - Independent Director, Mr. K. Krishnamoorthy- Independent Director and Mrs. Manimegalai Thangamani - Independent Director, be the members of the Audit Committee. Mr. B. Vijayadurai - Independent Director shall act as the Chairman of the Committee

Nomination and Remuneration Committee has been reconstituted with three members Mr. B. Vijayadurai – Independent Director, Mr. S. Annamalai - Non-Executive Non Independent Director and Mr. K. Krishnamoorthy - Independent Director be the members of the Committee. Mr. B. Vijayadurai – Independent Director shall act as the Chairman of the Committee.

Corporate Social Responsibility Committee has been reconstituted with four members Mr. S. Annamalai – Non-Executive Non-Independent Director, Mr. Maheshwaran – Non-Executive Non-Independent Director, Mr. B. Vijayadurai – Independent Director and Mr. Ashok K Kapur – Wholetime Director, be the members of the Committee.

Mr. S. Annamalai– Non-Executive Non-Independent Director shall act as the Chairman of the Committee

Stakeholders Relationship Committee has been reconstituted with three members Mr. K. Krishnamoorthy– Independent Director, Mr. B. Vijayadurai – Independent Director and Mr. Ashok K Kapur – Managing Director, be the members of the Committee. Mr. K. Krishnamoorthy – Independent Director shall act as Chairman of the Committee.

Risk Management Committee - Mr. S. Annamalai Non-Executive Non-Independent Director, Mr. Ashok K Kapur, Managing Director, Mr. Sudhir Shrivastava, Factory Manager, Mr. S. Bhattacharya, GM Operations and Mr. Vijay Patel, Head – Maintenance and Safety, be the members of the Committee. Mr S. Annamalai, Non-executive Non-Independent Director shall act as Chairman of the Committee.

Complaint Committee - Dr. Sushma Rajput, Presiding Officer, Dr. Kalpana Mishra from NGO, Jabalpur, Mr. Ashok K Kapur, Managing Director and Mr. Sudhir K Srivastava, Factory Manager, be the members of the Committee. Dr. Sushma Rajput shall act as Presiding Officer of the Committee.

For and on behalf of the Board

S. Annamalai
Chairman

Ashok K. Kapur
Managing Director

Date: 14th August, 2023

Place: Jabalpur

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the implementation of best management practices, compliance of law and voluntary adherence to ethical standards which are inevitable for achieving organisational efficiency, enhancing shareholders value and discharge of social responsibility. The principle of good corporate governance is to ensure fairness in all transactions within and outside the company with investors, customers, employees, partners, competitors and the society at large.

The concept of corporate governance primarily hinges on complete transparency, integrity and accountability of the management, with an increasingly greater focus on investor protection and public interest. Good corporate governance is an essential part of well-managed, successful business enterprise that delivers value to shareholders.

Governance practices may vary but the principles are generic and universal, viz. commitment of the Board in managing business ethically and in a transparent manner with the profit objective balanced by long term value equitably for all stakeholders. With increasing complexities in business of organizations, sound governance practices are indispensable to build and sustain trust.

Good governance enhances the confidence, trust and enthusiasm of its stakeholders. For ensuring sound corporate governance practices, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, Securities and Exchange Board of India (SEBI) Regulations, Accounting Standards, Secretarial Standards, etc.

The Company is committed to run its business in a legal, ethical and transparent manner with dedication that prevails throughout the organization. This report sets out the compliance status for the Company with the requirements of corporate governance, for the financial year 2022-23.

CORPORATE GOVERNANCE FRAMEWORK



The Company is committed to focus on long term value creation and protecting stakeholders' interests by applying proper care, skill and diligence to business decisions. The Company has established systems, procedures and policies to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and provide the Management with the strategic direction catering to exigency of long term shareholders value.

The corporate governance structure in the Company assigns responsibilities and entrusts authority among different participants in the organisation viz. the Board of directors, the senior management, employees, etc. The company continuously endeavours to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy all round growth and development to take the Company forward.

Your Company is in compliance with the requirements of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at work place have been institutionalized. The following codes and policies have been adopted by the Company:

- Code of Conduct
- Code of Internal Procedure and Conduct for insider Trading
- Whistle Blower Policy
- Related Party Transactions Policy
- Corporate Social Responsibility Policy
- Sexual Harassment Policy
- Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees

- Board Performance Evaluation Policy
- Risk Management Policy
- Policy for determination of Materiality of any event
- Policy on preservation of documents
- Anti- Corruption and Anti-Bribery policy

BOARD OF DIRECTORS

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. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. Your Company has an engaged and well informed Board with qualifications and experience in various areas.

The members of the Board are from diverse backgrounds with skills and experience in different sectors like technology, finance, legal, power and general management. With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee and Complaints Committee pursuant to Sexual Harassment Policy of the Company.

The Company Secretary is primarily responsible for ensuring compliance with applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters. The Company Secretary plays a key role in ensuring that the procedures are followed and regularly reviewed and that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making.

Composition of the Board

As on 31st March, 2023, Company's Board comprised of six members which includes one Executive Director, two Non-Executive Independent Directors and three Non-Executive Non-Independent Directors (including one Woman Director). The profile of Directors can be found at the website of the company at <https://www.narmadagelatin.com>. The composition of the Board is in conformity with the Companies Act, 2013 and Listing Regulations enjoining specified combination of Executive and Non-Executive Directors with at least one Women Director and one third of the Board comprising of Independent Directors as laid down for a Board with the Non-Executive Independent Director as the Chairman.

Category	No. of Directors	% of total number of directors
Executive Directors	1	17%
Non Executive Independent Directors	2	33%
Non Executive Non-Independent Directors (including woman director)	3	50%
Total	6	100%

Details of Directors attendance and other Directorships/ Committee memberships

As required by Regulation 26 of the Listing Regulations and declarations/ disclosure received from the Directors, none of the Director is a member of more than ten Board committees (considering only Audit Committee and Stakeholders' Relationship Committee) or Chairman of more than five Committees across all public limited Companies (listed or unlisted) in which he/she is a Director. None of the Director of the Company serves as Director in more than seven listed Companies, as Independent Director in more than seven listed Companies and in case he/she is serving as a Whole-Time Director in any listed Company, does not hold the position of Independent Director in more than three listed Companies.

All Directors have informed about their Directorships, Committee Memberships / Chairmanships including any changes in their positions. None of the Directors of the Company are related inter-se, in terms of Section 2(77) of the Companies Act, 2013, including Rules thereunder. The Company has not issued any convertible instruments hence, disclosure in this respect is not applicable.

Details of attendance of Directors at Board Meetings and at the last year's Annual General Meeting together with particulars of their Directorship and Chairmanship/Membership of Board Committees as on 31st March, 2023, are as under:

Name of Directors	Category#	Attendance at				Directorships and Chairmanship/ Memberships of Board Committees in Indian Public Companies			Share- holding in the company (equity share of ₹10 per share)
		Board Meetings			AGM 22.09.2022	Director- ships*	Committee Member- ships*	Committee Chairman- ship*	
		Held	Attended	% of attend- ance					
Mr. Prakash Madhava Nene	ID	5	4 (VC)	80	No	1	1	1	Nil
Mr. K Krishnamoorthy	ID	5	5 (VC)	100	No	3	3	2	Nil
Mr. Gaurang Arunkumar Shah	NI & NED	5	5 (VC)	100	No	1	-	-	Nil
Mr. Ravindra K. Raje	NI & NED	5	5 (VC)	100	Yes	3	3	-	550
Mr. Ashok K. Kapur	ED	5	5	100	Yes	3	1	-	1050
Mrs. Drushti R. Desai	NI & NED	5	5 (VC)	100	No	4	5	3	Nil

(VC) - attended through video conference

ID: Independent Director; NI: Non-Independent Director; NED: Non-Executive Director; ED: Executive Director

*The above does not include any Alternate Directorships and Directorships of Foreign Companies, Section 8 Companies and Private Limited Companies. Memberships/Chairmanships of only the Audit Committees and Stakeholders' Relationship Committees of Public Limited Companies have been considered.

During the year 2022-23, there was no change in the composition of the Board of Directors of the company.

Name of other listed entities where Directors of the company are Directors and the category of Directorship

Name of Director	Name of listed entities in which the concerned Director is a Director	Category of Directorship
Mrs. Drushti R. Desai	Kewal Kiran Clothing Limited	ID
	Chemfab Alkalies Limited	ID
	Rashi Peripherals Limited	ID
Mr. K Krishnamoorthy	MPIL Corporation Limited	ID

Number of Board Meetings and dates

Minimum four prescheduled Board meetings are held every year (one meeting in every calendar quarter). In case of any exigency/ emergency, resolutions are also passed by circulation.

During the financial year 2022-23 the Board of Directors met five times on 27th May 2022, 10th August, 2022, 10th November, 2022, 07th December, 2022 and 10th February, 2023.

The maximum gap between any two consecutive meetings was less than one hundred and twenty days, as stipulated under the Companies Act, 2013, Regulation 17 of the Listing Regulations and Secretarial Standards. In all Board meetings during the financial year 2022-23 Video Conference facility was also provided to the directors.

Necessary quorum was present in all the Board meetings.

Skills / Expertise / Competencies of the Board of Directors

The Board of directors of the Company are professionals, possessing wide experience and expertise in their areas of function, viz. Sales & Marketing, International Business, General management and leadership, Financial & risk management skills and Technical, professional skills and knowledge including legal, governance and regulatory aspects. In terms of requirements of the Listing Regulations, the Board has identified the following skills/expertise/ competencies of the Directors as on 31st March, 2023:

The specific areas of focus or expertise of individual Board members have been highlighted and given in the table below:

Director	Area of expertise							
	Company's business & Industry	Behavioural skills	Leadership	Sales & Marketing	Board and Corporate Governance	Financial	Technical & Professional	Legal/ Corporate laws
Mr. Prakash M. Nene	✓	✓	✓		✓	✓	✓	✓
Mr. K Krishnamoorthy	✓	✓	✓		✓	✓		✓
Mr. Ravindra K. Raje	✓	✓	✓		✓	✓		✓
Mr Ashok K. Kapur	✓	✓	✓	✓	✓	✓	✓	✓
Mrs. Drushti R. Desai	✓	✓	✓		✓	✓		✓
Mr. Gaurang A. Shah	✓	✓	✓		✓	✓		✓

Profile of Directors

Detailed profile of all the Board members is available on the Company's website at www.narmadagelatines.com

A brief profile of Director being appointed/re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships, memberships/ chairmanships of Board Committees and their shareholding in the Company, if any, are provided below.

Re-appointment of Wholetime Director

Mr. Ashok K. Kapur (DIN - 00126807) is a Mechanical Engineer having 52 years of experience in Gelatine industry. He is ex-Chairman of Ossein & Gelatine Manufacturers' Association of India and Director of Gelatine Manufacturers Association of Asia Pacific and ex-Chairman Ossein and Gelatine Panel CAPEXIL.

At present, he is also on the Board of Directors of M/s GWL Properties Limited, SMN Engineers Limited, Jumbo Electronics Corporation Pvt. Ltd., Firestorm Electronics Corporation Pvt. Ltd., Primo Enterprises Pvt. Ltd., Aasman Management Services Pvt. Ltd. and Dandvati Investments and Trading Company Pvt. Ltd.

He holds 1050 equity shares of the Company as on 31st March, 2023

Board Procedure

The Agenda and Notes on Agenda for Board Meetings are circulated to Directors in advance to enable them to take informed decisions. The information pertaining to mandatory items as specified in the Listing Regulations, Companies Act, 2013 and other applicable laws, along with other business issues, is provided to the Board, as part of the agenda. All material information is incorporated therein to facilitate meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, any other matters are discussed with the permission of the Chairman of the Board meeting. Video conferencing facility is provided to facilitate Directors to participate in the meetings.

Recording minutes of proceedings at Board and Committee meetings

The Company Secretary records the minutes of proceedings of Board and Committee meetings. Draft minutes are circulated to members of the Board / Committees for their comments and are finalized incorporating the comments of the Directors. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

Post-meeting follow-up mechanism

Management takes actions on the decisions and directions arising out of the discussions of the Board/ Committees Meetings. Important decisions taken at meetings of the Board/Committees are communicated promptly to the concerned departments/ divisions.

An action taken report on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/Board Committees for review and follow-up.

Compliance

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

During the financial year 2022-23, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration. The Board of Directors is provided with all the information and update on the subjects detailed under and have complete access to any information within the Company.

- Annual operating plans and budgets and updates
- Capital budgets and updates
- Quarterly / annual financial results of the company
- Minutes of meetings of board, audit committee and other committees of the board
- Show cause, demand, prosecution notices and penalty notices, which are materially important
- Information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems
- Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company
- Significant labour problems and their proposed solutions
- Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme, etc
- Sale of material nature of investments, assets, which is not in the normal course of business
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfers, etc.
- Quarterly compliance certificates which includes non-compliance of any regulatory, statutory nature or listing requirements and shareholders service

- Appointment, remuneration and resignation of Directors
- Proposals requiring strategic guidance and approvals of the Board of Directors
- Related party transactions
- Formation and reconstitution of Board Committees and their terms of reference
- Declarations by Independent Directors
- Disclosures of interest of Directors and their shareholding
- Appointment and fixing of remuneration of Statutory Auditors as recommended by the Audit Committee
- Appointment of Internal Auditors and Secretarial Auditors
- Discussion on reports and observations of Internal and Statutory Auditors
- Dividend declaration
- Making of loans and investment of surplus funds
- Proposal for major investments, merger, amalgamations
- Borrowing money, giving guarantees or providing security in respect of loan
- Issue of securities, shares, debentures

Independent Directors

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") define an 'independent director' as a person who, including his / her relatives, is or was not a promoter or employee or key managerial personnel of the company or its subsidiaries. The person and his / her relatives should not have a material pecuniary relationship or transactions with the company or its subsidiaries, during the three immediate preceding financial years or during the current financial year, apart from receiving remuneration as an independent director.

Independent Directors of the company have been appointed as per the provisions of the Act and rules thereunder. The Independent Directors have confirmed that they meet the criteria of independence laid down under the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective Independent judgment and without any external influence. The Board of Directors have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of their appointment are disclosed on the company's website at www.narmadagelatines.com.

Tenure of Independent Directors

In accordance with Section 149(11) of the Companies Act, 2013, Mr. Prakash Madhava Nene and Mr. K. Krishnamoorthy were appointed independent directors with effect from 21.09.2021 and shall hold office for first term of 5 consecutive years i.e. from the date of Annual General Meeting (AGM) held on 21st September, 2021 upto the conclusion of 65th AGM of the Company or till 21st September, 2026, whichever is earlier.

Separate Meeting of Independent Directors

Independent Directors of the Company met separately on 10th February, 2023 without the presence of Non-Independent Directors and members of the Management. In accordance with the Listing Regulations, following matters were, inter alia, reviewed and discussed in the meeting, as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25 (4) of the Listing Regulations. At the said meeting, the Independent Directors, inter-alia, considered the following:

- reviewed the performance of Non-Independent Directors and the Board as a whole;
- reviewed the performance of the Chairman of the Company taking into consideration the views of Executive and Non- Executive Directors.
- assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the Meeting. The Independent Directors expressed satisfaction on the performance of the non-independent directors in the functioning of the company, on the performance of the Chairman of the Board and performance of the Board as a whole.

Directors' Familiarization programme:

The Company has an orientation process/familiarization programme for its independent and other directors that includes briefing on their role, responsibilities, duties, and obligations as a member of the Board, nature of business of the Company, plant visit, manufacturing process, quality, safety measures in place, CSR activities etc., matters relating to Corporate Governance, Code of Business Conduct, Risk Management, Compliance Programs, Internal Audit, etc. and introduction to senior management team. This provides insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company.

As a process, when a new independent director is appointed, a detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

Efforts are made to continually update the Independent Directors on all important developments within the Company and regulatory changes viz. sharing important developments in the industry, the company's internal environment and external environment, industrial relations, updates on demand and supply situation for the Company's products, etc.

All new directors appointed on the Board go through an orientation process/familiarization programme. At the time of appointment of an independent director, a formal letter of appointment is issued by the Company which contains their role, functions, duties and responsibilities. The format of the letter of appointment is available on the company's website (www.narmadagelatines.com). The details of training and familiarization program are provided in the Corporate Governance Report and also available on the website of the company at www.narmadagelatines.com

Directors and Board Performance evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and other Committees.

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the process, format, attributes and criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors, including Independent Directors. The framework is monitored, reviewed and updated by the Board, in consultation with the Nomination and Remuneration Committee, based on need and new compliance requirements. Evaluation of the Board and its Committees is based on various aspects of their functioning, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc., are in place. Similarly, for evaluation of individual Director's performance, various parameters like Director's profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and Governance, etc, are considered.

Further, the performance of Chairman, Executive Directors and Independent Directors are evaluated on certain additional parameters depending upon their roles and responsibilities. Similarly, criteria for evaluation of Independent Directors include effective deployment of knowledge and expertise, commitment to their role towards the Company and various stakeholders, high ethical standards, adherence to applicable codes and policies, effective participation and application of objective independent judgement during meetings, etc.

Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2022-23 by the Board on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc was carried out. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction on the performance of all the directors and board in the functioning and their contribution towards the growth of the company.

COMMITTEES OF THE BOARD

The Board has constituted six committees, namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, Risk Management Committee and Complaints Committee. The Board is authorised to constitute additional functional Committees, from time to time, depending on business needs. During the year, all recommendations made by the committees were approved by the Board.

1. Audit Committee

The Audit Committee has been constituted by the Board in compliance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements.

The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors and the Company's risk management policies. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board. The Audit Committee shall have authority to investigate any matter within the terms of reference or referred to it by the Board.

The terms of reference of the Audit Committee covers all the areas mentioned under Section 177 of the Act and Regulation 18 read with Part C of Schedule II to the Listing Regulations. The terms of reference of the Audit Committee, inter-alia, are as follows:

- Reviewing the financial reports and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed in the reports.
- Recommending the appointment and removal of internal and external auditors, fixation of audit fee and other payments.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the quarterly and annual financial statements before submission to the Board focusing primarily on:
 - any changes in accounting policies and practices;
 - major accounting entries based on exercise of judgment by management;
 - qualifications in draft audit report;
 - significant adjustments arising out of audit;
 - the going concern assumption;
 - compliance with accounting standards;

- compliance with stock exchange and legal requirements concerning financial statements;
 - approval or any subsequent modification of transactions of the company with related parties;
 - reviewing the Company's financial and risk management policies;
 - disclosure of contingent liabilities;
 - scrutiny of inter-corporate loans and investments;
 - valuation of undertakings or assets of the company, wherever it is necessary;
 - monitoring the end use of funds raised through public offers and related matters.
- Reviewing with the management, and internal auditors, the adequacy of internal financial controls and risk management.
 - Reviewing the adequacy of internal audit function, including the audit charter, approval of the audit plan and its execution, coverage and frequency of internal audit.
 - Discussion with internal auditors of any significant findings and follow-up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Looking into the reasons for substantial defaults in payments to the shareholders (in case of non-payment of declared dividends) and creditors.
 - To review the functioning of the Whistle Blower mechanism.
 - Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate.
 - Recommendation of the Policy on Related Party Transactions.
 - Carry out such other functions as may be specifically referred to the Committee by the Board of Directors or other Committee of Directors.

During the financial year 2022-23 Audit Committee met four times on 27th May 2022, 10th August, 2022, 10th November, 2022, and 10th February, 2023. The time gap between two consecutive meetings was less than 120 days, as is required under Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Necessary quorum was present at all the above Meetings.

The Audit Committee Meetings are attended by the Whole-time Director, Chief Financial Officer and authorized representatives of the Statutory Auditors and Internal Auditors. The Company Secretary acts as the Secretary to the Audit Committee.

Mr. Prakash M. Nene, chairman of the audit committee could not attend the Annual General Meeting of the Company held on 22nd September, 2022 owing to his medical emergencies for which the Whole-time Director and/or the Chief Financial Officer were severally authorised to answer the shareholders queries.

All members of the Audit Committee have accounting and financial management knowledge and expertise.

Composition and Attendance during the year

As of 31st March, 2023, the Committee consists of 3 (three) member out of which 2 (two) are Independent Directors and 1 (one) Non- Executive Non-Independent Director. The members of the Audit Committee have relevant experience in financial matters as well as have accounting or related financial management expertise and are considered financially literate as defined in Regulation 18(1)(c) of the Listing Regulations. The Chairman of the Audit Committee has expert knowledge in accounts & finance, corporate laws, and governance matters.

The composition of the Audit Committee of the Board of Directors of the company and the details of the meetings attended by its members during the financial year ended 31st March, 2023 are as under:

Director	Category	Status	Date of Meetings				% of attendance
			27.05.2022	10.08.2022	10.11.2022	10.02.2023	
Mr. Prakash M. Nene	NEID	Chairman	(VC)	(VC)	(VC)	(VC)	100
Mr. K. Krishnamoorthy	NEID	Member	(VC)	(VC)	(VC)	(VC)	100
Mrs. Drushti R. Desai	NED	Member	(VC)	(VC)	(VC)	(VC)	100

(VC) - attended through video conference; (AP) – attended in person; LOA – Leave of absence; NA – Not applicable Non-Executive Independent Director (NEID), Non-Executive Director (NED)

Internal Controls

The Company has a formal system of internal control which examines operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) has been constituted by the Board in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- To carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director.
- To recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- Formulate the criteria for evaluation of Director's and Board's performance and to carry out the evaluation of every Director's performance.
- Considering, approving and recommending to the Board changes in designation and increase in salary of the Directors, KMP and other Employees.
- To carry out any other function as is mandated by the Board from time to time.

Composition and Attendance during the year

As on 31st March, 2023, the Nomination and Remuneration Committee consists of 3 (three) Non-Executive Directors, of which 2 (two) Directors are Independent Directors. Mr. K. Krishnamoorthy is the Chairperson of the Committee.

Mr. K. Krishnamoorthy, chairperson of the committee could not attend the Annual General Meeting of the Company held on 22nd September, 2022 owing to his medical emergencies for which the Whole-time Director and/or the Chief Financial Officer were severally authorised to answer the shareholders queries.

During the financial year 2022-23, the Committee met on 27th May, 2022.

The composition of the committee and the details of meetings attended by its members during the financial year ended 31st March, 2023, are given below:

Director	Category	Status	Date of Meetings 27.05.2022	%of attendance
Mr. K. Krishnamoorthy	NEID	Chairman	(VC)	100
Mr. Prakash M. Nene	NEID	Member	(VC)	100
Mr. Ravindra K. Raje	NED	Member	(VC)	100

(VC) - attended through video conference; (AP) – attended in person; LOA – Leave of absence; NA – Not applicable Non-Executive Independent Director (NEID), Non-Executive Director (NED)

Remuneration Policy

The Nomination and Remuneration Committee has adopted a policy which, inter alia, deals with the manner of selection of Board of Directors, Key Managerial Personnel and their remuneration. The Policy is available on the company's website (www.narmadagelatines.com).

Remuneration of Directors:

During the year under review, there was no pecuniary relationship or transactions between the Company and any of its Non- Executive Directors, except with Mr. Ravindra K. Raje (refer Notes to Financial Statements forming part of the Annual Report) apart from sitting fees, commission (if any) and reimbursement of expenses incurred by them for the purpose of attending the meetings of the Company.

During the Financial Year 2022-23, the Company did not advance any loan to any of its directors or companies and firms in which directors are interested.

a) Non-Executive Directors' compensation and disclosures

The Non-Executive Directors, including Independent Directors, are paid Sitting fees for attending the meetings of the Board and Committees of the Board. The Company pays sitting fee of ₹20,000/- per meeting to the Non-Executive Directors for attending Meetings of the Board, ₹4,000/- per meeting for attending the Audit Committee Meeting and ₹2,500/- per meeting for Nomination and Remuneration Committee and Stakeholder's Relationship Committee Meeting.

Sitting fees paid to the Non-Executive Directors for 2022-23 are as detailed below:

Director's Name	(₹ lacs)
Mr. Prakash M. Nene	0.99
Mr. K Krishnamoorthy	1.21
Mr. Ravindra K. Raje	1.05
Mrs. Drushti R Desai	1.16
Mr. Gaurang Shah	1.00
Total	5.41

b) Wholetime Director and Executive Director(s)

The remuneration paid to Wholetime / Executive Director(s) of the Company is approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. Remuneration of the executive directors consists of a fixed component and a variable performance incentive. The Nomination and Remuneration Committee makes annual appraisal of the performance of the Wholetime / Executive Director(s) based on a detailed performance evaluation, and recommends the compensation payable to them, within the parameters approved by the shareholders, to the Board for their approval.

The aggregate value of the salary and perquisites paid for the year ended 31st March, 2023 to the Whole-time Director was Rs.40.96 lacs. Besides this, the Whole-time Director is entitled to gratuity and encashment of leave at the end of tenure of service. The agreement with the Whole-time Director is for a period of 2 years from the date of appointment i.e. upto 31st May 2023 and the same can be terminated by either party by giving three months' notice in writing.

On recommendation of the Nomination and Remuneration Committee meeting held on 16th May 2023 and subject to the approval of members in the ensuing annual general meeting, the Board of Directors approved the re-appointment of Mr. Ashok K Kapur for a period of one year w.e.f. 01st June, 2023 and revised the remuneration payable as ₹ 50,00,400/- per annum (Rupees fifty lacs four hundred) and also a one-time special bonus of ₹ 5 Lacs (Rupees Five lacs only).

3. Stakeholders' Relationship Committee

The constitution of the Stakeholders' Relationship Committee meets with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

The Committee specifically looks into the various aspects of interest of shareholders, debenture holders and other security holders.

In terms of Section 178 (5) of the Act and Regulation 20 of the Listing Regulations, the terms of reference of the Stakeholders Relationship Committee are as under:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company. Recommend methods to upgrade the standard of services to investors.
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable.
- Perform such other functions as may be necessary or appropriate for the performance of its duties.

As on 31st March, 2023, the Stakeholders Relationship Committee comprised of 3 (three) Directors comprising 1 (one) Non-Executive Independent Director, 1 (one) Executive Directors and 1 (one) Non-Executive Director. Mr. K Krishnamoorthy, Independent Director is the Chairman.

Mr. K Krishnamoorthy the Chairman of the Committee could not attend the Annual General Meeting of the Company held on 22nd September, 2022 owing to his medical emergencies.

During the financial year 2022-23, the Committee met on 10th February, 2023. The Committee oversees the status of investors grievances. During the year, one complaint was received from the shareholder which have been resolved to the satisfaction of the complainants and no investor complaint was pending at the beginning or at the end of the year.

The composition of the Stakeholders Relationship Committee and the details of the meetings attended by its members during the financial year ended 31st March, 2023 are as under:

Director	Category	Status	Date of Meeting 10.02.2023	% of attendance
Mr. K Krishnamoorthy	NEID	Chairman	(VC)	100
Mr. Ravindra K. Raje	NED	Member	(VC)	100
Mr. Ashok K. Kapur	ED	Member	(AP)	100

(VC) - attended through video conference; (AP) – attended in person; LOA – Leave of absence; NA – Not applicable Non-Executive Independent Director (NEID), Non-Executive Director (NED); Executive Director (ED)

Name and designation of Compliance Officer

During the period under review Ms. Meenu Sharma, Company Secretary was the Compliance Officer for complying with the requirements of SEBI Regulations.

In order to provide efficient services to Investors, and for speedy redressal of the complaints, the Committee has delegated the power of approving transmission of shares and other matters like split up / sub-division and consolidation of shares, issue of new / duplicate certificates, consolidation

and exchange, to Mr. Ashok K Kapur, Whole-time Director, Mr. Mahesh Verma, Chief Financial Officer and Ms Meenu Sharma, Company Secretary.

4. Corporate Social Responsibility (CSR) Committee

The Company has constituted a Corporate Social Responsibility (CSR) Committee as required under Section 135 of the Companies Act, 2013. The terms of reference of the CSR Committee broadly comprises:

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- To recommend the amount of expenditure to be incurred on CSR activities.
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The Board has adopted the CSR Policy as formulated and recommended by the CSR Committee. The same is displayed on the website of the Company (www.narmadagelatines.com). The Annual Report on CSR activities for the year 2022-23 forms a part of the Board's Report.

As on 31st March, 2023, the Corporate Social Responsibility (CSR) Committee comprised of 4 (four) Directors comprising 2 (two) Non- Executive Independent Director, 1 (one) Executive Directors and 1 (one) Non-Executive Director. Mr. Prakash M Nene, Independent Director is the Chairman. Mr. Prakash M Nene the Chairman of the Committee could not attend the Annual General Meeting of the Company held on 22nd September, 2022 owing to his medical emergencies.

During the financial year 2022-23, the CSR Committee met two times on 27th May, 2022 and 10th November, 2022. The composition of the CSR Committee and the details of members' participation at the meetings of the Committee are as under:

Director	Category	Status	Date of Meetings		% of attendance
			27.05.2022	10.11.2022	
Mr. Prakash M. Nene	NEID	Chairman	(VC)	(VC)	100
Mr. K Krishnamoorthy	NEID	Member	(VC)	(VC)	100
Mr. Ravindra K. Raje	NED	Member	(VC)	(VC)	100
Mr. Ashok K. Kapur	ED	Member	(AP)	(AP)	100

(VC) - attended through video conference; (AP) – attended in person; LOA – Leave of absence; NA – Not applicable Non-Executive Independent Director (NEID), Non-Executive Director (NED); Executive Director (ED)

5. Risk Management Committee

The Risk Management Committee of the Company has been constituted to frame, implement and monitor the Risk Management Plan for the Company. The Committee is responsible for reviewing the Risk Management Plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

Business Risk Evaluation and Management is an ongoing process within the organisation. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the Risk policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluates treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks;
- Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

During the financial year 2022-23, the committee met on 10th February, 2023.

The composition of the Risk Management Committee and the details of members' participation at the meetings of the Committee are as under:

Director/ Members	Category	Status	Date of Meeting	% of attendance
			10.02.2023	
Mr. Ravindra K. Raje	Non-Executive Non- Independent Director	Chairman	(VC)	100
Mr. Ashok K. Kapur	Whole-Time Director	Member	(AP)	100
Mr. Sudhir K. Shrivastava	Factory Manager	Member	(AP)	100
Mr .S. Bhattacharya	G.M. Operations	Member	(AP)	100
Mr. Vijay Patel	Manager–Maintenance	Member	(AP)	100

(VC) - attended through video conference; (AP) – attended in person; LOA – Leave of absence; NA – Not applicable.

6. Complaints Committee

The Company has in place a policy for prevention of sexual harassment at workplace. The policy of the Company is in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this policy. An Internal Complaints Committee is in place to redress the complaints received regarding sexual harassment. The composition of the Committee is as under :

Director/Members	Category	Status
Mr. Ashok K. Kapur	Whole-Time Director	Chairman
Mrs. Drushti R Desai	Non-Executive Director	Member
Mr. Sudhir K. Shrivastava	Factory Manager	Member
Mr. S. Bhattacharya	G.M. Operations	Member

No complaint was received by the Company during the financial year ended 31st March, 2023.

CODE OF BUSINESS CONDUCT & ETHICS

In compliance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and the Companies Act, 2013 the Board of the Company has adopted the Code of Business Conduct & Ethics ('the Code'). The Code is applicable to all Directors and Senior management personnel of the Company. The Code, while laying down in detail the standards of business conduct, ethics and governance, center's on the following theme:

The Company's Board of Directors and Senior Management Personnel are responsible for conduct of the business, and are committed to setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of investors and all other stakeholders as also to reflect corporate, legal and regulatory developments. All the Board members and Senior Management of the Company as on March 31, 2023 have affirmed compliance with their respective Codes of Conduct in accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the Code has been put on the Company's website (www.narmadagelatines.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. A declaration signed by the Whole-time Director of the Company to confirm that the Company has adopted a Code of Conduct for its Directors and employees of the Company is given below:

Compliance with the Code of Conduct

I Ashok K. Kapur, Whole-time Director of the company, hereby declare that the company has adopted a Code of Conduct for its Board Members and Senior Management, in terms of Regulation 17(5) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Board Members and Senior Management have affirmed compliance with the said Code of Conduct of board of directors and senior management.

Date : 16th May 2023
Place : Jabalpur

Ashok K Kapur
Wholetime Director

GENERAL BODY MEETINGS

Location and time where the last three AGMs were held, whether any special resolutions passed in the previous three AGMs The last three Annual General Meetings of the Company were held as under:

AGM	Year	Venue	Date & Time	Special Resolutions
59 th	2019-20	Hotel Narmada Jacksons, South Civil Lines, Jabalpur – 482001	Friday, 25 th September, 2020, at 11:30 a.m.	None
60 th	2020-21	Hotel Narmada Jacksons, South Civil Lines, Jabalpur – 482001	Tuesday, 21 st September, 2021, at 11:30 a.m.	i) Re-Appointment of Mr. Ashok K. Kapur, as the Whole time Director, ii) Appointment of Mr. K. Krishanmoorthy, as an Independent Director as required under Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015
61 st	2021-22	Hotel Narmada Jacksons, South Civil Lines, Jabalpur – 482001	Thursday, 22 nd September, 2022, at 12:00 noon.	None

Extraordinary General Meeting:

No Extraordinary General Meeting of the members was held during the financial year 2022-23.

Postal Ballot

During the year ended 31st March, 2023 no resolution was passed through postal ballot. Currently, no resolution is proposed to be passed through postal ballot. However, if required, the same shall be passed in compliance of provisions of Companies Act, 2013, Listing Regulations or any other applicable laws.

AGM with physical presence of members

In view of Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 10/2022 dated December 28, 2022 read together with circulars dated May 5, 2022, April 8, 2020, April 13, 2020, circular No. 2/2021 dated January 13, 2021, permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In case the company has taken or received permission from the relevant authorities to conduct the AGM at its registered office or at any other place as provided under section 96 of the Act, after following any advisories issued from such authorities, the company may hold such meeting with physical presence of some members. In accordance with the above mentioned MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and with the permission of authorities, the AGM of the Company is being held with physical presence of the members as provided under Section 96 of the Act.

Remote e-voting and ballot voting at the AGM

The company has arranged for remote e-voting facility for the shareholders to vote on the resolutions to be passed at the ensuing AGM. Members whose names appear on the register of member as on 18th September, 2023, shall be eligible to participate in the e-voting. The facility for voting through ballot will also be made available at the AGM, and the members who have not casted their votes by remote e-voting can exercise their votes at the AGM.

DISCLOSURES**Compliance with mandatory requirements**

The Company has complied with all applicable mandatory requirements of the Listing Regulations during the financial year 2022-23. Quarterly compliance report on Corporate Governance, in the prescribed format, duly signed by the compliance officer is submitted regularly with the Stock Exchanges where the shares of the Company are listed.

Related Party Transactions

The Company has formulated a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions, in accordance with relevant provisions of Companies Act, 2013 and Listing Regulations.

All Related Party Transactions are approved by the Audit Committee prior to the transaction. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, during the financial year were in the ordinary course of business and on an arms length pricing basis and as per the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Attention of the Shareholders is drawn to the disclosures of transactions with the related parties set out in Notes on Financial Statements, forming part of the Annual Report.

The Policy has been disclosed on the website of the Company at www.narmadagelatines.com.

Strictures and Penalties

The Company has complied with all the requirements of regulatory authorities. No other strictures or penalties have been imposed on the Company by Stock Exchanges or the Securities and Exchange Board of India (SEBI) or any statutory authority on any matters related to capital markets during the last three years, except during the year 2021-22 there was a delay in compliance with Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015, for which penalty was imposed on the company, the same was made good on 19th November, 2021.

Legal proceedings

There are certain pending cases related to disputes over title to company shares, in which Narmada Gelatines Limited has been made party only as a proforma defendant / respondent. However, these cases are not material in nature.

CEO & MD / CFO Certification

The CEO & WTD and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) SEBI (Listing Obligations and Disclosure Requirements), 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

Vigil Mechanism / Whistle Blower Policy

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. Any actual or potential violation of these principles and the Company's Code of Conduct for Employees would be a matter of serious concern for the Company.

Employees have a role and responsibility in pointing out such violations. This Whistle Blower Policy is formulated to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practices, acts or activities in the Company and to prohibit managerial personnel from taking any adverse personnel action against those employees who report such practices in good faith. The Committee affirms that no complaint has been received under the Whistle-Blower Policy/ Vigil Mechanism and no personnel had been denied access to the Audit Committee.

Code for Prevention of Insider Trading practices

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company had adopted the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices (which includes Policy on Determination of Legitimate Purpose). All the Directors, employees and third parties such as auditors, consultants, etc. who could have access to the unpublished price sensitive information of the Company are governed by the said Code.

The Code of Conduct for Prevention of Insider Trading lays down guidelines advising the Management, staff and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of the Company, and while handling any Unpublished Price

Sensitive Information, cautioning them of the consequences of violations. The Company Secretary is responsible for implementation of the Code.

The trading window is closed during the time of declaration of results and on the occurrence of any material events as per the code. The Code of Corporate Disclosure Practices is hosted on the website of the Company and can be accessed at www.narmadagelatines.com.

All Directors and designated employees have confirmed compliance with the Code.

During the year under review the Audit Committee has reviewed the compliance with the provisions of the SEBI Insider Trading Regulations and has verified that the systems got internal controls are adequate and operating effectively.

Legal Compliance Reporting

The Board of Directors reviews in detail, on a quarterly basis, the report of compliance with respect to all laws and regulations applicable to the Company. The Company has developed a very comprehensive Legal Compliance System. Any non-compliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

Recommendations of Committee(s) of the Board of Directors

During the year, all recommendations of Committee(s) of the Board of Directors, which are mandatorily required, were accepted by the Board.

Means of Communication

The quarterly, half-yearly and yearly financial results of the Company are sent to Stock Exchanges immediately after they are approved by the Board. The quarterly / annual results are generally published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India (Financial Express / Hitvada) and in one regional daily newspaper circulating in Madhya Pradesh such as, Navbharat, Deshbandhu, Dainik Bhaskar, Nai Duniya and Patrika.

Pursuant to the MCA circulars and SEBI Circular, the Annual Report for FY 2022-23 containing the Notice of AGM was sent through email to all those Members whose email IDs were registered with the Company/ Depository Participants.

Annual reports, quarterly results, shareholding pattern, notices, press release, stock exchange disclosures and other important information of the Company are also posted on the BSE website and the Company's website www.narmadagelatines.com.

Management Discussion and Analysis Report forms part of the Annual Report.

Communication related to Dividends and updation of records

The Company issues various communication such as reminder letters to shareholders for claiming unclaimed dividends, updation on PAN, Bank details, signature, and other details, and notice before transferring shares are liable to transfer to IEPF.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

GENERAL SHAREHOLDER'S INFORMATION

(i) Company Registration Details :	The Company is registered in the State of Madhya Pradesh, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24111MP1961PLC016023	
(ii) 62 nd Annual General Meeting	Day, Date, Time : Monday, 25 th September, 2023 at 12:00 noon Venue : Hotel Narmada Jacksons, South Civil Lines, Jabalpur -482001	
(iii) Financial Year :	April 1 to March 31	
(iv) Financial Calendar 2022-23:	First Quarter Results	:1st August to 15th August 2023
	Second Quarter Results	:1st November to 15th November, 2023
	Third Quarter Results	:1st February to 15th February, 2024
	Results for the quarter and Annual Results for the year ending on 31st March, 2024	:15th May to 30th May 2024
(v) Book Closure period :	19 th September, 2023 to 25 th September, 2023 (both days inclusive)	
(vi) Dividend payment date:	NA	
(vii) Listing of Shares and other Securities:	Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400001	
(viii) Stock Code:	Scrip Code : Bombay Stock Exchange (BSE) "526739" Company Symbol: SHAWGELTIN	

(ix) Stock Market Data: The monthly high/ low market prices of the shares during the year 2022-23 at the Bombay Stock Exchange Limited (BSE) were as under: (₹per share)

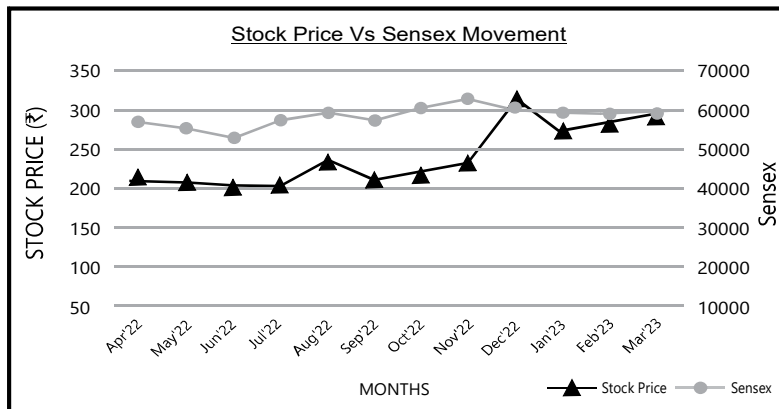
Month	High Price	Low Price	Trading Volume
Apr'22	244.00	198.00	72744
May'22	223.90	193.50	37669
Jun'22	214.70	189.00	24856
Jul'22	212.00	196.00	22007
Aug'22	238.70	163.00	86657
Sep'22	258.90	195.00	151725
Oct'22	235.00	206.00	33357
Nov'22	253.00	211.00	87494
Dec'22	566.15	230.00	1340707
Jan'23	341.40	260.10	316877
Feb'23	317.95	250.50	164128
Mar'23	305.00	264.80	155437

(Source BSE website)

● Share price performance compared with broad based

		BSE
Company's Share Price	As on 1.04.2022	203.35
	As on 31.03.2023	292.15
	Change	43.66 %
BSE Sensex	As on 1.04.2022	58530.73
	As on 31.03.2023	58991.52
	Change	0.79%

● Performance of Share price in comparison to the BSE Sensex



Note : Monthly closing price vs. sensex.

● Registrar & Share Transfer Agents

C.B. Management Services Pvt. Ltd
P-22 Bondel Road, Kolkata 700 019
Phone: (033) 4011 6700, 2280;
Fax : (033) 4011 6739
Email : rta@cbmsl .com



● **Dividend declared on equity share for the last five years**

Year	Rate of Dividend	₹ per equity share	Dividend Pay out (₹ lacs)
2017-18	40%	4.00	241.98
2018-19	100%	10.00	604.96
2019-20	100%	10.00	604.96
2020-21	100%	10.00	604.96
2021-22	100%	10.00	604.96
2022-23 (Interim Dividend paid)	1000%	100.00	6049.59

● **Details of Public Funding Obtained in the last three years**

The Company has not obtained any public funding in the last three years.

● **Share transfer system**

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities 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. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

● **Dematerialization of Shares - Process**

With effect from April 01, 2019 SEBI has barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form. We request shareholders whose shares are in physical mode to dematerialize their shares. Shareholders holding shares in dematerialized mode have been requested to register their email address, bank account details and mobile number with their depository participants. Those holding shares in physical mode have been requested to furnish their Permanent Account Number (PAN), email address, bank account details and mobile number with the Company's Registrar and Share Transfer Agent (RTA), at rta@cbmsl.com. Updating all the relevant information will enable shareholders to receive dividends and communications on time.

For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a Depository Participant (DP).
- Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is C.B. Management Services Pvt. Ltd.
- RTA will process the DRF and confirm or reject the request to DP/ depositories.
- Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

● **Listing Fees**

Annual listing fees for the year 2022-23 have been paid to the Bombay Stock Exchange Limited (BSE) where the securities of the Company are listed.

In compliance with the Listing Regulations / SEBI Guidelines:

- A Practicing Company Secretary carries out the Reconciliation of Share Capital Audit as mandated by SEBI, and reports on the reconciliation of total issued and listed Capital with that of total share capital admitted / held in dematerialized form with NSDL and CDSL and those held in physical form. This audit is carried out on quarterly basis and the report thereof is submitted to the Stock Exchange, where the Company's shares are listed and is also placed before the Board.
- Shareholding pattern and financial results (quarterly) and the Annual Reports (annually) are being uploaded on www.listing.bseindia.com.
- A Practicing Company Secretary carries out a Due Diligence survey, pertaining to share transfers, transmissions, etc. annually and necessary certificate to that effect is issued and the same is filed with the Stock Exchanges in compliance with Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

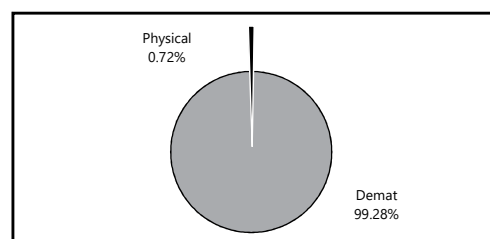
● **Distribution of Shareholding**

Range (No. of shares)	Shareholders		Equity Shares	
	Nos	% to Total Shares	Nos.	% to Total shareholders
Upto 500	8098	95.73	463184	7.66
501 - 1000	182	2.15	144522	2.39
1001 - 2000	95	1.12	141377	2.34
2001 - 3000	26	0.31	67144	1.11
3001 - 4000	6	0.07	19936	0.33
4001 - 5000	13	0.16	57793	0.95
5001 - 10000	29	0.35	195488	3.23
10001 and above	10	0.11	4960143	81.99
Total	8459	100.00	6049587	100.00

● **Dematerialisation of shares as on 31st March, 2023**

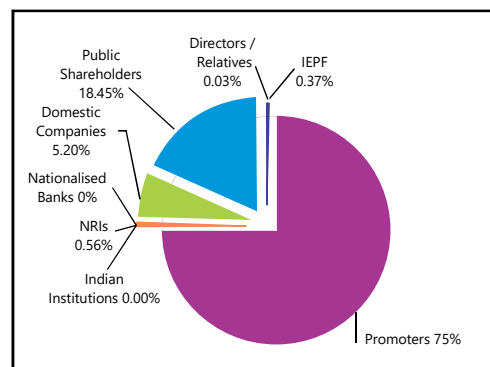
99.28% of total Equity Share Capital of the Company is held in dematerialised form with NSDL & CDSL.

Category	No. Shares	%
Demat	6006175	99.28
Physical	43412	0.72
Total	6049587	100



● **Shareholding pattern of the company as on 31st March, 2023**

Category	No of shareholders	No. of shares	% holding
Promoters	1	4537189	75.00%
NRIs	74	34169	0.56%
Indian Institutions	1	350	0.01%
Nationalised Banks	Nil	0	0.00%
Domestic Companies	40	314314	5.20%
Public Shareholders	8170	1116237	18.45%
Directors / Relatives	2	1600	0.03%
KMP	1	150	0.00%
IEPF	1	22474	0.37%
Any other	81	23104	0.38%
Total	8371	6049587	100.00



● **Registered Office**

'Caravs', Room No. 28
15 Civil Lines, Jabalpur - 482001 (M.P.)
Ph.: (0761) 2678627

● **Address for Correspondence**

To the Company:
Narmada Gelatines Limited
28 Caravs, 15 Civil Lines, P.O. Box No. 91, Jabalpur - 482001

To the Registrar & Share transfer Agents:
C.B. Management Services Pvt. Ltd.
P-22 Bondel Road, Kolkata-700 019. Phone: (033) 40116700, 2280
Fax: (033) 40116739 | Email: rta@cbmsl.com.

● **Plant Location**

Meerganj, Bheraghat Road, Jabalpur, M.P.

● **Transfer of Unclaimed amounts to Investor Education and Protection Fund**

As required under Sections 124 and 125 of the Companies Act, 2013, all unclaimed / unpaid dividend, debenture interest as well as principal amount of debentures as at March 31, 2022 remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, have been transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government.



The Investors are advised to claim the unencashed equity dividend money for the years 2015-16 to 2021-22 lying in the unclaimed accounts of the Company before the due dates (as indicated in the Notes to the Notice).

During the financial year 2022-23, the Company has transferred to the Investor Education and Protection Fund, unclaimed dividends as detailed hereunder:

Equity Share Unclaimed Dividend 2014-15 : ₹1,79,998/-

● **Transfer of Equity Shares to Investor Education and Protection Fund**

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund (IEPF) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPF can be claimed back by the shareholder from IEPF by following the procedure prescribed under the aforesaid rules. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

During the financial year 1462 equity shares of the Company were transferred to the IEPF. Relevant details of such shares is available on the website of the Company www.narmadagelatines.com.

● **Certificate from a Company Secretary regarding disqualification of Directors**

The Secretarial Auditors of the Company Dr. Asim Kumar Chattopadhyay, have issued a certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The same is annexed herewith as a part of this report.

● **Certificate on Corporate Governance**

Compliance certificate from Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, is attached to the Directors' Report forming part of the Annual Report.

● **CEO/ CFO Certificate**

The Whole-Time Director and the Chief Financial Officer provide annual certification on the financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Whole-Time Director and the person heading the Accounts function also give quarterly certification on the financial results while placing the financial results before the Board in terms of Regulation 33(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The annual certificate for the financial year ended 31st March, 2023, given by the Whole-time Director and Chief Financial Officer of the Company is published hereunder:



To,
The Board of Directors
Narmada Gelatines Ltd.
Jabalpur

Sub: Compliance Certificate for the year ended 31st March, 2023 as per Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Sir,

Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we hereby certify that, to the best of our knowledge and belief:

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

Thanking you,

Sd/-
Ashok K. Kapur
Whole-time Director

Sd/-
Mahesh Verma
Chief Financial Officer

Place : Jabalpur,
Date : 16th May, 2023

On behalf of the Board of Directors

Prakash M Nene
Chairman

Ashok K Kapur
Whole-time Director

Place : Jabalpur
Date : 7th July, 2023

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE REGARDING DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
NARMADA GELATINES LIMITED Room No. 28 , CARAVS ,
15, Civil Lines, Jabalpur -482001

I have examined the relevant registers, records, forms returns and disclosures received from the Directors of Narmada Gelatines Limited (CIN :: L24111MP1961PLC016023) and having registered office at 1, Bishop Lefroy Road, Kolkata – 700020 (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) and Schedule V Para C clause (10)(i) of SEBI (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 as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2023 has been debarred or disqualified from being appointed or continuing as Directors of the Companies by the SEBI, MCA or any such other Statutory Authority.

S.No.	Name of Director	DIN	Date of appointment in the company
1	Ravindra Keshav Raje	00112003	28/01/2006
2	Ashok Kumar Kapur	00126807	01/06/2009
3	Prakash Madhava Nene	00164133	21/09/2021
4	Drushti Rahul Desai	00294249	22/09/2014
5	Kailasam Krishnamoorthy	02797916	21/09/2021
6	Gaurang Arunkumar Shah	07561877	19/11/2021

Ensuring the eligibility for appointment / continuity of every director on the Board is responsibility of the Management of the Company. My responsibility is to express an opinion based on my verification. This certificate 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.

Date : 29th April, 2023
PR No. 792/2020

Dr. Asim Kumar Chattopadhyay
Practising Company Secretary
FCS :: 2303 CP:: 880
UDIN :: F002303E000228881

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of Narmada Gelatines Limited

I have examined the compliance of the conditions of Corporate Governance by Narmada Gelatines Limited (CIN L24111MP1961PLC016023) (‘the Company’) for the year ended on 31st March 2023, as stipulated in The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other Amendment thereof (hereinafter collectively referred to as “ Listing Regulations”);

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations during the year ended 31st March, 2023.

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

It may be noted that I have conducted online verification & examination of records, as facilitate by the company (where ever required), for the purpose of issuing this Certificate.

Dr. Asim Kumar Chattopadhyay
FCS No. 2303, CP880
PRNo.-792/2020
Date : 7th July, 2023
UDIN : F002303E000563039

INDEPENDENT AUDITORS' REPORT

To the Members of Narmada Gelatines Limited
Report on the Audit of Financial Statements

Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information 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 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 profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the 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 Board's Report including Annexures to the Board report but does not include the standalone financial statements and our auditor's report thereon. The reports are expected to be made available to us after the date of this auditor's report.

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

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

When we read the report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management responsibilities for the 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 financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(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 entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 & Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015.
 - (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 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 of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - (h) With respect to the matters to be included in the Auditor's report in accordance with the Rule 11 of the Companies (Audit and Auditors)



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

- i. The Company has disclosed the impact of pending litigations on its financial performance in its financial statements. [Refer note no 33 to financial statements]
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement. (Refer Note no. 48 (v) & (vi) to the financial statements)
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable. (Refer Note 42 (c) of the financial statements).

For LODHA & COMPANY
Chartered Accountants
Firm registration No. – 301051E

R. P. Baradiya
Partner
Membership No. 44101
UDIN: 3044101BGTQZM4776

Place: Mumbai
Date: May 16, 2023

Annexure "A"

ANNEXURE REFERRED TO IN "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" SECTION OF OUR REPORT TO THE MEMBERS OF NARMADA GELATINES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023:

- i. a. In respect of Company's Property, Plant and Equipment (PPE) and Intangible Assets:
 - A. The Company has maintained proper records, showing full particulars including quantitative details and situation of PPE and relevant details of right-to-use assets.
 - B. The Company has maintained proper records, showing full particulars including quantitative details of intangible assets.
- b. As explained to us and on the basis of our examination of the records of the Company, the Company has a phased program for physical verification of all the PPE over a period of three years. In our opinion, the frequency of verification is reasonable considering the size of the Company and nature of its PPE. Pursuant to the program of the physical verification of PPE, physical verification of certain PPE has been carried out during the year and no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements included under PPE are held in the name of the Company
- d. The Company has not revalued any of its PPE (including right- of-use assets) and intangible assets during the year. Hence reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- e. According to the information and explanations given to us, and on the basis of our examination of the books and records of the Company, neither any proceedings have been initiated during the year nor are pending as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence, reporting under Clause 3(i)(e) of the Order is not applicable to the Company. (Refer Note no. 48 (i) to the financial statements)
- ii. (a) The inventories have been physically verified by the management at reasonable intervals during the year, except for goods in transit. The coverage and procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation

to the size of the Company and nature of its business. Goods in transit have been verified by way of subsequent receipt/confirmations. As per the information and explanations given to us and on the basis of examination of records of the Company, no discrepancies of 10% or more in the aggregate for each class of inventory was noticed on physical verification of inventories as compared to book records.

- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at any points of time during the period, from banks or financial institutions on the basis of security of current assets and hence, reporting under Clause 3(ii)(b) of the Order is not applicable to the Company.
- iii The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act and hence, reporting under Clause 3(iii) of the Order is not applicable to the Company.
- iv The Company has not granted any loans or given any guarantees or provided any securities or made any investments to/in the parties covered under Section 185 and Section 186 of the Act and hence, reporting under Clause 3(iv) of the Order is not applicable to the Company.
- v According to the information and explanations given to us and on the basis of examination of records, no deposits or amounts which are deemed to be deposits have been accepted by the Company within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Hence, reporting under Clause 3(v) of the Order is not applicable to the Company.
- vi According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section 148 of the Act. Accordingly, the provisions of Clause 3 (vi) of the Order are not applicable to the Company.
- vii (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, custom duty, duty of excise, value added tax, cess and other statutory dues during the year with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues mentioned in Clause vii (a) which have not been deposited on account of any dispute except the following:

Name of the statute	Nature of dues	Amount ₹ in lakhs	Period to which the amount relates	Forum where dispute is pending
The Central Excise Act, 1944	Excise Duty	240.88	2000-03	High Court, Jabalpur
Madhya Pradesh VAT Act, 2002	VAT	3.76	2012-13	Deputy Commissioner, Jabalpur
MP Land Revenue Code, 1959	Land Revenue Tax	25.97	2017-18	Commissioner, Jabalpur
The Income tax Act, 1961*	Income Tax	7.85	AY 2013-14	Commissioner Appeals
The Income tax Act, 1961*	Income Tax	40.19	AY 2018-19	DY Commissioner
The Income tax Act, 1961*	Income Tax	388.38	AY 2020-21	DY Commissioner
The Income tax Act, 1961*	Income Tax	3.44	AY 2020-21	DY Commissioner

*Also, refer note no. 33 (ii) to the financial statements

- viii According to the information and explanations given to us and based on our examination of records of the Company, there were no amounts to be recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Hence, reporting under Clause 3(viii) of the Order is not applicable to the Company.
- ix (a) The Company has not taken any loan or other borrowings from any lender during the period and hence, reporting under 3(ix)(a) of the Order is not applicable to the Company.
- (b) On the basis of information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has not taken any term loan during the year and hence, reporting under Clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) The Company has not raised any funds on a short-term basis and hence, reporting under Clause 3(ix)(d) of the Order is not applicable to the Company.
- (e) The Company does not have any subsidiary, associate or joint venture and hence, reporting under Clause 3(ix)(e) and (f) of the Order is not applicable to the Company.
- x (a) The Company has not raised any money by way of Initial public offer or further public offer (including debt instrument) during the year and hence, reporting under Clause 3(x) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year or in the recent past and hence, reporting under Clause 3(x)(b) of the Order is not applicable to the Company.
- xi (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud



by or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.

- (b) Since no fraud by the Company or any fraud on the Company has been noticed or reported during the year, reporting under Clause 3 (xi)(b) is not applicable to the Company.
- (c) Based on our audit procedures performed and according to the information and explanations given to us, during the year, no whistle blower complaint was received by the Company and hence, reporting under Clause 3(xi)(c) of the Order is not applicable to the Company.
- xii In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence, reporting under Clause 3(xii) of the Order is not applicable to the Company.
- xiii According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with Section 177 and 188 of the Act and all the details have been disclosed in the financial statements as required by the applicable accounting standard. Refer note. 34 to the financial statements.
- xiv (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company's internal audit system is commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit issued to the Company during the year and till date, in determining nature, timing and extent of our audit procedures.
- xv According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year.
- xvi (a) 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), (b) and (c) of the Order is not applicable to the Company.
- (b) As per the information and explanations given to us and as per the definition of Group under Core Investment Companies (Reserve Bank) Directions 2016, there are no Core Investment companies forming part of the group.
- xvii The Company has not incurred any cash losses during the current financial year and in the immediately preceding financial year.
- xviii There has been no resignation of the statutory auditors of the Company during the year. Hence reporting under Clause 3(xviii) of the Order is not applicable to the Company.
- xix According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the 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 indicating 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 give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a fund specified in Schedule VII to the Companies Act in compliance with the second proviso to sub-section (5) of Section 135 of the said act. Accordingly, reporting under clause 3(xx) of the Order are not applicable to the Company.

For LODHA & COMPANY

Chartered Accountants

Firm registration No. – 301051E

R. P. Baradiya

Partner

Membership No. 44101

UDIN: 3044101BGTQZM4776

Place: Mumbai

Date: 16th May, 2023

Annexure "B"

ANNEXURE REFERRED TO IN "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" SECTION OF OUR REPORT TO THE MEMBERS OF NARMADA GELATINES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023:

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

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

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential component 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 Act.

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 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the 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 entity are being made only in accordance with authorisations of management; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements (4) also provide reasonable assurance by the internal auditors through their internal audit reports given to the entity from time to time.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, broadly, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential component 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.

Place: Mumbai
Date: 16th May, 2023

For LODHA & COMPANY
Chartered Accountants
Firm registration No. – 301051E

R. P. Baradiya
Partner
Membership No. 44101
UDIN: 3044101BGTQZM4776

BALANCE SHEET

as at 31st March, 2023

(All amounts in Indian rupee lakh, unless otherwise stated)

PARTICULARS	Notes	As at 31st March 2023	As at 31st March 2022
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	3	2,765.73	2,733.32
Capital work-in-progress	4	-	2.26
Intangible assets	5	-	-
Financial assets:			
- Investments	6	-	4,601.28
- Loans	7	9.73	14.15
- Other financial assets	8	640.26	414.99
Other non-current assets	9	5.69	-
Income tax assets (net)		43.95	31.46
Total Non-Current Assets		<u>3,465.36</u>	<u>7,797.46</u>
CURRENT ASSETS			
Inventories	10	4,683.16	4,977.87
Financial assets:			
- Investments	11	403.83	227.94
- Trade receivables	12	1,828.72	1,558.29
- Cash and cash equivalents	13a	475.54	1,368.95
- Bank balances other than above	13b	442.77	635.00
- Loans	14	43.98	33.36
- Other financial assets	15	58.14	137.30
Other current assets	16	140.32	256.76
Total Current Assets		<u>8,076.46</u>	<u>9,195.47</u>
TOTAL ASSETS		<u>11,541.82</u>	<u>16,992.93</u>
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	17a	605.03	605.03
Other equity	17b	8,783.80	13,916.45
Total Equity		<u>9,388.83</u>	<u>14,521.48</u>
LIABILITIES			
NON-CURRENT LIABILITIES			
Provisions	18a	32.08	37.66
Deferred tax liabilities (net)	18b	432.05	587.45
Total Non-Current Liabilities		<u>464.13</u>	<u>625.11</u>
CURRENT LIABILITIES			
Financial liabilities:			
- Trade payables	19		
(i) Total outstanding dues of micro, small and medium enterprises		23.84	43.64
(ii) Total outstanding dues of creditors other than micro, small and medium enterprises		1,224.24	1,481.82
- Other financial liabilities	20	23.48	78.47
Other current liabilities	21	359.79	223.19
Provisions	22	57.52	19.22
Total Current Liabilities		<u>1,688.87</u>	<u>1,846.34</u>
TOTAL EQUITY AND LIABILITIES		<u>11,541.82</u>	<u>16,992.93</u>
Significant Accounting Policies	2		
Notes forming part of accounts	3-49		

The accompanying notes are an integral part of the financial statements

As per our report of even date

 For **LODHA & CO.**
 Firm Regn. No. – 301051E
 Chartered Accountants

 R. P. Baradiya
 Partner
 Membership No. 44101
 Place : Mumbai
 Date : 16th May, 2023

For and on behalf of the Board

Prakash M Nene
 Chairman
 DIN:00164133

Ashok K Kapur
 Whole-time Director
 DIN:00126807

Mahesh Verma
 Chief Financial Officer

Meenu Sharma
 Company Secretary

STATEMENT OF PROFIT & LOSS

for the year ended 31st March, 2023

(All amounts in Indian rupee lakh, unless otherwise stated)

Particulars	Notes	Year ended 31st March 2023	Year ended 31st March 2022
INCOME			
I Revenue from operations	23	19,114.14	15,736.34
II Other income	24	229.21	320.21
III Total Income (I + II)		19,343.35	16,056.56
IV EXPENDITURE			
Cost of materials consumed	25	10,575.35	11,135.08
Changes in inventory of finished goods, work-in-progress & stock-in-trade	26	670.85	(1,309.83)
Employee benefits expense	27	1,371.33	1,226.96
Finance costs	28	30.51	8.43
Depreciation and amortisation expense	29	191.86	208.33
Power & Fuel		3,331.35	2,413.30
Other expenses	30	1,190.41	831.66
Total expenses (IV)		17,361.66	14,513.94
V Profit before exceptional items and tax (III - IV)		1,981.68	1,542.62
VI Exceptional Items		-	-
VII Profit before tax (V - VI)		1,981.68	1,542.62
VIII Tax Expense			
(a) Current tax	18b	603.12	393.82
(b) Deferred tax		(155.40)	(90.59)
(c) Tax adjustment for earlier years		5.68	5.48
IX Profit after taxation (VII - VIII)		1,528.28	1,233.92
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements gains (losses) of net defined benefit plans		(6.38)	12.89
Total Comprehensive Income (IX - X)		1,521.90	1,246.81
Earning per Equity Share of Face Value of ₹10 each			
Basic and diluted Earnings per share (₹)	35	25.26	20.40
Significant Accounting Policies	2		
Notes forming part of accounts	3-49		

The accompanying notes are an integral part of the financial statements
As per our report of even date

For LODHA & CO.
Firm Regn. No. – 301051E
Chartered Accountants

R. P. Baradiya
Partner
Membership No. 44101
Place : Mumbai
Date : 16th May, 2023

For and on behalf of the Board

Prakash M Nene
Chairman
DIN:00164133

Ashok K Kapur
Whole-time Director
DIN:00126807

Mahesh Verma
Chief Financial Officer

Meenu Sharma
Company Secretary

STATEMENT OF CASH FLOWS

for the year ended 31st March, 2023

(All amounts in Indian rupee lakh, unless otherwise stated)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
A. Cash Flow from Operating Activities :		
Net profit before tax	1,981.68	1,542.62
Adjustments for :		
Depreciation and amortisation expense	191.86	208.33
Interest income	(88.37)	(104.84)
Profit on redemption / fair value of investments	(140.84)	(215.37)
Finance costs	30.51	8.43
Loss / (Profit) on disposal / discard of property, plant and equipment	(4.43)	13.87
Sundry balances written back	(0.74)	-
	<u>(12.01)</u>	<u>(89.58)</u>
Operating profit before working capital changes	<u>1,969.67</u>	<u>1,453.04</u>
Adjustments for :		
Decrease / (Increase) in trade and other receivables	(270.43)	228.36
Decrease / (Increase) in inventories	294.71	(908.59)
Decrease/(Increase) in loans & other financial assets	68.54	(35.01)
Decrease / (Increase) in other current assets	116.44	(102.71)
Decrease/(Increase) in other non- current assets	(16.34)	2.02
Increase/(Decrease) in trade payables	(276.64)	(2.55)
Increase/(Decrease) in short term provisions	26.34	(15.63)
Increase/(Decrease) in other current liabilities	82.00	(13.00)
	<u>24.62</u>	<u>(847.11)</u>
Cash generated from operating activities	<u>1,994.29</u>	<u>605.93</u>
Taxes paid	(613.91)	(417.42)
Net cash from operating activities (A)	<u>1,380.38</u>	<u>188.51</u>
B. Cash Flow from Investing Activities :		
Purchase of property, plant and equipment (including CWIP)	(225.38)	(18.67)
Purchase of Current/Non - Current investments	(2,594.93)	(1,090.33)
Redemption of Non - Current investments	7,161.16	1,516.65
Proceeds from the fixed deposits having maturity more than 3 months	(7.73)	512.09
Interest received	88.37	104.84
	<u>4,421.49</u>	<u>1,024.58</u>
Net cash from investing activities (B)	<u>4,421.49</u>	<u>1,024.58</u>
C. Cash Flow from Financing Activities:		
Dividend paid including tax thereon	(6,654.55)	(604.96)
Amount transferred to Investor Education and Protection Fund:		
Unpaid dividend amount	(10.23)	(0.53)
Finance cost paid	(30.51)	(8.43)
	<u>(6,695.29)</u>	<u>(613.92)</u>
Net cash used in financing activities (C)	<u>(6,695.29)</u>	<u>(613.92)</u>
Net Increase / (Decrease) in Cash and Cash Equivalents (A) + (B) + (C)	<u>(893.41)</u>	<u>599.17</u>
Cash and Cash Equivalent at the beginning of the year	<u>1,368.95</u>	<u>769.78</u>
Cash and Cash Equivalent at the end of the year	<u>475.54</u>	<u>1,368.95</u>
	As at	As at
	31st March 2023	31st March 2022
Cash on hand	7.29	6.97
Balance with Banks	468.25	391.32
Deposits (with maturity of less than 3 months)	-	970.66
TOTAL	<u>475.54</u>	<u>1,368.95</u>
Significant Accounting Policies	2	
Notes forming part of accounts	3-49	

 The accompanying notes are an integral part of the financial statements
 As per our report of even date

 For LODHA & CO.
 Firm Regn. No. – 301051E
 Chartered Accountants

 R. P. Baradiya
 Partner
 Membership No. 44101
 Place : Mumbai
 Date : 16th May, 2023

For and on behalf of the Board

 Prakash M Nene
 Chairman
 DIN:00164133

 Ashok K Kapur
 Whole-time Director
 DIN:00126807

 Mahesh Verma
 Chief Financial Officer

 Meenu Sharma
 Company Secretary

STATEMENT OF CHANGES IN EQUITY

(All amounts in Indian rupee lakh, unless otherwise stated)

EQUITY SHARE CAPITAL

Particulars	As at 31st March 2023	As at 31st March 2022
Issued, Subscribed and Paid up	604.96	604.96
Forfeited Shares	0.07	0.07
TOTAL	605.03	605.03

OTHER EQUITY

Particulars	Reserves and Surplus				Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
As at 1st April, 2021	7.51	425.37	2,329.60	10,497.15	15.70	13,274.65
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Profit for the year	-	-	-	1,233.92	-	1,233.92
Other Comprehensive Income for the year	-	-	-	-	12.89	12.89
Dividend paid	-	-	-	(604.96)	-	(604.96)
As at 31st March, 2022	7.51	425.37	2,329.60	11,126.11	28.59	13,916.45
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Profit for the year	-	-	-	1,528.28	-	1,528.28
Other Comprehensive Income for the year	-	-	-	-	(6.38)	(6.38)
Dividend and Interim dividend paid	-	-	-	(6,654.55)	-	(6,654.55)
As at 31st March, 2023	7.51	425.37	2,329.60	5,999.84	22.21	8,783.80

Significant Accounting Policies	2
Notes forming part of accounts	3-49

The accompanying notes are an integral part of the financial statements
As per our report of even date

For LODHA & CO.
Firm Regn. No. – 301051E
Chartered Accountants

R. P. Baradiya
Partner
Membership No. 44101
Place : Mumbai
Date : 16th May, 2023

For and on behalf of the Board

Prakash M Nene
Chairman
DIN:00164133

Ashok K Kapur
Whole-time Director
DIN:00126807

Mahesh Verma
Chief Financial Officer

Meenu Sharma
Company Secretary

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

Depreciation on certain Buildings acquired prior to 1st July 1986 is charged under Written Down Value method and on others under Straight Line method.

Being a continuous plant, Depreciation on Plant and Machinery is charged based on the useful lives of the assets, as estimated by management, which is in line with the useful life prescribed in Schedule II of the Companies Act, under Straight Line method on single shift basis excepting certain items acquired before 1st July, 1986 on which depreciation is charged under Written Down Value method. Depreciation on Diesel Generator sets is charged under Straight Line method.

Depreciation on Electrical Installations and Furniture & Fixtures being charged under Straight Line method.

Depreciation on Motor Vehicles is charged under Straight Line method. Assets costing up to ₹ 5,000 each are depreciated fully in the year of purchase.

Intangible assets are amortised over their estimated useful economic life under Straight Line method. Computer software cost is amortised over a period of five years.

(v) Inventories

Inventories (includes Raw Material, Work-in-Progress, Finished goods, Stores & spares, Consumables, Packing Materials) are valued at cost or net realisable value, whichever is lower. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale. Cost of Raw Material, Semi-finished and Finished Goods and Work-in-Progress is determined on weighted average basis and comprises of expenditure incurred in the normal course of business in bringing inventories to their present location including appropriate overheads apportioned on a reasonable and consistent basis. Obsolete, slow moving and defective stocks are identified at the time of physical verification of stocks and where necessary, provision is made for those inventories. Adequate allowance is made for obsolete and slow moving items.

(vi) Revenue Recognition

The Company recognizes revenue, whenever control over distinct goods or services is transferred to the customer; i.e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account customer's creditworthiness.

Revenue is the transaction price the Company expects to be entitled to. In determining the transaction price, the Company considers effects of variable consideration, the existence of significant financing contracts, noncash consideration and consideration payable to the customer, if any.

Sale of goods

Revenue from the sale of goods is recognised when the control of the goods passes to the buyer either at the time of dispatch or delivery or when the risk of loss transfers. Export sales are recognized based on the terms of the sale which is when substantial risks and rewards of ownership are passed to the customers.

Revenue from sale of goods is net of taxes and recovery of charges collected from customers like transport, packing etc. Provision is made for returns when appropriate. Revenue is measured at the fair value of consideration received or receivable and is net of price discounts, allowance for volume rebates and similar items.

Claims / Refunds not ascertainable with reasonable certainty are accounted for, on final settlement and are recognized as revenue on certainty of receipt on prudent basis.

Revenue recognition from sale of "Duty Entitlement Passbook License or Merchandise Exports from India Scheme (MEIS)" is made on sale of the license after receipt of the same from the office of the Director General of Foreign Trade.

Income from Duty Drawback is recognised on receipt basis.

Dividend

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income

Interest income from a financial asset is recognised 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 estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(vii) Income from Investment

Income from Investments (other than investments in shares of companies and Mutual Funds) is accounted on accrual basis.

Dividend income on investments is recognised when the right to receive dividend is established. Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest. For all financial instruments measured at amortised cost, interest income is recorded using the Effective interest rate method to the net carrying amount of the financial assets.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

1. CORPORATE INFORMATION

Narmada Gelatines Ltd. was set up in 1961 as Leiner Knit Gelatin Company Pvt. Ltd. The Company was converted into a Public Company and registered as Shaw Leiner Limited in 1969. In the year 1979, the name of the Company was changed to Shaw Wallace Gelatines Limited, and in the year 2002, the Company was renamed as Narmada Gelatines Limited. The Company is registered in Jabalpur (Madhya Pradesh) under Registration number L24111MP1961PLC016023. The Registered office of the Company is at 28, CARAVS, 15 Civil Lines, Jabalpur (M.P.). The Company is engaged in the manufacture and sale of Ossein and Gelatine and has its manufacturing facility located at Jabalpur (M.P.)

2. SIGNIFICANT ACCOUNTING POLICIES**Statement of Compliance**

The 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 and Companies (Indian Accounting Standards) Amendments Rules 2016 prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

The Board of Directors approved the Financial Statements for the year ended 31st March, 2023 and authorised for issue on 16th May, 2023.

(i) Basis of Accounting

The financial statements have been prepared on accrual basis under the historical cost convention, except for certain financial assets and liabilities measured at fair value. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Current and Non-current classification:

- (i) The assets and liabilities in the Balance Sheet are based on current/ non - current classification. An asset as current when it is:
 - a. Expected to be realized or intended to be sold or consumed in normal operating cycle of twelve months
 - b. Held primarily for the purpose of trading
 - c. Expected to be realized within twelve months after the reporting period, or
 - d. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.
- (ii) A liability is current when:
 - a. Expected to be settled in normal operating cycle
 - b. Held primarily for the purpose of trading
 - c. Due to be settled within twelve months after the reporting period, or
 - d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are treated as non-current.

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

(ii) Use of Estimates

The preparation of the financial statements is in conformity with the Ind AS, requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future actual results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

(iii) Property, Plant and Equipment (Fixed Assets) & Intangible Assets

Property, Plant and Equipment: The gross block of fixed assets is stated at cost of acquisition or construction (except revalued assets) including any cost attributable to bringing the assets to their working condition for their intended use. Borrowing costs that are directly attributable to acquisition or construction of an asset that necessarily takes a substantial period of time till such assets are ready for the intended use are capitalized.

Freehold land, Buildings, Plant and Machinery and Electrical Installations were revalued as at 31st March 1993 by an approved valuer and accordingly the net replacement cost is stated.

Intangible assets: Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment, if any Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost or revalued amount are recognized in the Statement of Profit and Loss.

At the date of transition the company has elected to continue with the revised carrying value of its Property, Plant and Equipment under previous GAAP and used that as its deemed cost under Ind-AS 101.

(iv) Depreciation / Amortisation

Depreciation is provided on the basis of the useful lives of the Property, Plant and Equipments as estimated by management and which are in line with the useful lives prescribed under Section 123 read with Schedule II of the Companies Act, 2013.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

(viii) Foreign Currency Transactions

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions. Gains and losses, if any, on settlement or reinstatement of year end closing balances by applying the closing rates in respect of monetary assets and monetary liabilities not covered by the forward contracts are recognized in the statement of profit and loss.

Non-monetary items denominated in foreign currency are stated at the rate prevailing on the date of the transaction.

The premium or discount arising at the inception of the forward contract entered into to hedge the existing asset / liability, is amortized as expense or income over the life of the contract. Exchange differences on such contract are recognized in the statement of profit and loss in the reporting period in which the exchange rates change. Any profit or loss arising out of cancellation or renewal of such contract are recognized as income or expense in the reporting period. Forward exchange contracts outstanding as at the year end on account of firm commitment / highly probable forecast transaction are marked to market and the losses, if any, are recognized in the statement of profit and loss and gains are ignored.

(ix) Employee Benefits

The Company has the following post-employment benefit plans:

- i. Defined benefit plans such as gratuity;
- ii. Defined contribution plans such as Provident fund & Superannuation fund; and
- iii. Other employee benefits.

(i) Defined benefit plan:

Voluntary Retirement Scheme Expenses, if any, are fully charged off in the year of payment.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligation is calculated annually by actuaries through actuarial valuation using the Projected Unit Credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- a. Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- b. Net interest expense or income

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

Re-measurement comprising:

- a. Re-measurement of Actuarial (gains)/losses
- b. Return on plan assets, excluding amount recognized in effect of asset ceiling
- c. Re-measurement arising because of change in effect of asset ceiling

are recognised in the period in which they occur directly in Other Comprehensive Income. Re-measurements are not reclassified to profit or loss in subsequent periods.

Ind AS 19, Employees benefits requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also inter-dependency between some of the assumptions.

(ii) Defined contribution plan:

Under defined contribution plans, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined contribution plans comprise of contributions to provident fund, Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

(iii) Other employee benefits

- a. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the balance sheet date determined based on an actuarial valuation.
- b. Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.
- c. Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss as and when incurred.
- d. Other benefits comprising of discretionary long service awards are recognized as and when determined.

(x) Current and Deferred tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income. Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis. Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax items are recognised in correlation to the underlying transaction either in Other comprehensive income or directly in equity.

(xi) Impairment of Assets

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non- financial assets are impaired. If any such indication exists, the Company estimates the amount of impairment loss. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit, if any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

(xii) Financial Instruments**Financial assets - Initial recognition**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the statement of profit and loss.

Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of:

- a. the entity's business model for managing the financial assets; and
- b. the contractual cash flow characteristics of the financial asset.

(i) Measured at amortised cost:

A financial asset is measured at amortised cost, if it is held under the hold to collect business model i.e. held with an objective of holding the assets to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest on the principal outstanding. Amortised cost is calculated using the effective interest rate (EIR) method by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. On derecognition, gain or loss, if any, is recognised to statement of profit and loss.

(ii) Measured at fair value through other comprehensive income (FVOCI):

A financial asset is measured at FVOCI, if it is held under the hold to collect and sell business model i.e. held with an objective to collect contractual cash flows and selling such financial asset and the contractual cash flows are solely payments of principal and interest on the principal outstanding. It is subsequently measured at fair value with fair value movements recognised in the OCI, except for interest income which recognised using effective interest rate method. The losses arising from impairment are recognised in the statement of profit and loss. On derecognition, cumulative gain or loss previously recognised in the OCI is reclassified from the equity to statement of profit and loss.

(iii) Measured at fair value through profit or loss (FVTPL):

Investment in financial asset other than equity instrument, not measured at either amortised cost or FVOCI is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the statement of profit and loss.

Equity Instruments:

All investments in equity instruments, if any classified under financial assets are subsequently measured at fair value.

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward-looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime Expected Credit Losses at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables.

The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward- looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months Expected Credit Losses.

The impairment losses and reversals are recognised in statement of profit and loss. For equity instruments and financial assets measured at FVTPL, there is no requirement for impairment testing.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities**Initial Recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts and derivative instruments.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

Loans & Borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative adjustments.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Derivative financial instruments & hedge accounting

The Company uses derivative financial instruments, such as forward foreign exchange contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in statement of profit and loss.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. The Company designates their derivatives as hedges of foreign currency risk associated with the cash flows of highly probable forecast transactions and variable interest rate risks associated with the borrowings.

(xiii) Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

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

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

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

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(xiv) Provision and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

(xv) Leases**As a Lessee:**

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 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") 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

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.

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

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

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 in the country of domicile of these leases. Lease liabilities are remeasured 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 have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a Lessor:

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Based on Company's assessment, the contracts entered into by the Company do not contain a lease as specified above or they are either short term or low value leases. Therefore, those have been accounted as per other applicable accounting standards.

(xvi) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

The Company has identified its Managing Director as CODM who is responsible for allocating resources and assessing performance of the operating segments and makes strategic decisions.

(xvii) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity share holders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

(xviii) Cash and cash equivalents

Cash and cash equivalents include cash and cheques in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value where original maturity is three months or less.

Cash flows are reported using the indirect method whereby the profit before tax is adjusted for the effect of the transactions of a non- cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

(xix) Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of cost of that asset, during the period till all the activities necessary to prepare the qualifying assets for its intended use or sale are complete. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

(xx) Exceptional Items

When an item of income or expense within profit or loss from ordinary activity is of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the year, the nature and amount of such items is disclosed as exceptional items.

(xxi) Recent accounting pronouncements

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the Initial recognition exemption of Ind AS 12 so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision.

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

The definition of a “change in accounting estimates” has been replaced with a definition of “accounting estimates”. Accounting estimates are defined as “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

The Company is in the process of evaluating the impact of these amendments.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

3 PROPERTY, PLANT & EQUIPMENT

Particulars	Freehold Land	Buildings	Plant & equipment	Furniture & Fixtures	Vehicle	Office equipment	Electrical Installations	Total
Gross Block								
Balance as at 1st April 2021	116.92	359.28	2,731.92	2.17	8.92	13.75	36.05	3,269.01
Additions	-	-	15.04	-	-	1.37	-	16.41
Deductions/ Adjustment	-	-	60.55	-	-	0.03	-	60.58
Balance as at 31st March 2022	116.92	359.28	2,686.41	2.17	8.92	15.09	36.05	3,224.84
Additions	-	-	228.17	1.33	-	2.57	-	232.07
Deductions/ Adjustment	-	-	68.54	-	-	5.82	-	74.36
Balance as at 31st March 2023	116.92	359.28	2,846.04	3.50	8.92	11.84	36.05	3,382.55
Accumulated Depreciation								
Balance as at 1st April 2021	-	41.91	263.27	1.23	1.99	8.46	12.87	329.74
Additions	-	20.76	180.77	0.20	1.06	2.11	3.47	208.33
Deductions/ Adjustment	-	-	46.62	-	-	-	-	46.62
Balance as at 31st March 2022	-	62.67	397.42	1.43	3.05	10.57	16.34	491.45
Additions	-	21.14	165.31	0.27	1.06	1.94	2.14	191.86
Deductions/ Adjustment	-	-	60.97	-	-	5.51	-	66.48
Balance as at 31st March 2023	-	83.81	501.76	1.70	4.11	7.00	18.48	616.82
Net carrying amount as at 31st March, 2022	116.92	296.61	2,288.99	0.74	5.87	4.52	19.71	2,733.32
Net carrying amount as at 31st March, 2023	116.92	275.47	2,344.28	1.80	4.81	4.84	17.57	2,765.73

Particulars	As at 31st March 2023	As at 31st March 2022
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4 CAPITAL WORK-IN-PROGRESS

Plant and equipment under installation	-	2.26
TOTAL	-	2.26

CAPITAL WORK-IN-PROGRESS AGEING SCHEDULE

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March'2022					
Projects in progress	2.26	-	-	-	2.26
Projects temporarily suspended	-	-	-	-	-
Total	2.26	-	-	-	2.26
As at 31st March'2023					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

5 INTANGIBLE ASSETS

	Software	TOTAL
Gross Block		
Balance as at 1st April 2021	2.92	2.92
Additions	-	-
Deductions / Adjustments	-	-
Balance as at 31st March 2022	2.92	2.92
Additions	-	-
Deductions / Adjustments	-	-
Balance as at 31st March 2023	2.92	2.92
Accumulated amortisation		
Balance as at 1st April 2021	2.79	2.79
Additions	0.13	0.13
Deductions / Adjustments	-	-
Accumulated amortisation as at 31st March, 2022	2.92	2.92
Amortisation charge for the year	-	-
Deductions / Adjustments	-	-
Accumulated amortisation as at 31st March, 2023	2.92	2.92
Net carrying amount as at 31st March, 2022	-	-
Net carrying amount as at 31st March, 2023	-	-

Note : There is no intangible assets under development

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023
 (All amounts in Indian rupee lakhs, unless otherwise stated)

Particulars	As at 31st March 2023	As at 31st March 2022
6 INVESTMENTS - NON - CURRENT		
Investments in Mutual Funds (at NAV) - Unquoted, non-trade, fully paid-up (Refer Note 36)	-	4,601.28
TOTAL	<u>-</u>	<u>4,601.28</u>
Market Value of quoted investments (based on Net Asset Value declared by Mutual Fund as on 31st March 2023 / March 2022)	-	4,601.28
7 LOANS		
Unsecured, considered good		
Advance to employees	9.73	14.15
TOTAL	<u>9.73</u>	<u>14.15</u>
8 OTHER FINANCIAL ASSETS		
Unsecured, considered good		
Security Deposits	146.07	130.99
Bank deposits with more than 12 months maturity*	494.19	284.00
TOTAL	<u>640.26</u>	<u>414.99</u>
*includes amount of ₹ 244.18 lacs (previous year Nil) under lien of bank towards overdraft facility		
9 OTHER NON-CURRENT ASSETS		
Unsecured, considered good		
Prepayments	5.69	-
TOTAL	<u>5.69</u>	<u>-</u>
10 INVENTORIES		
Raw materials	1,533.55	1,380.99
Work-in-progress	1,402.09	1,556.92
Finished goods [including goods in transit ₹ 107.20 lacs (As at 31st March' 2022 - ₹ 226.04 lacs)]	1,213.05	1,729.07
Stores & Spares	534.47	310.89
TOTAL	<u>4,683.16</u>	<u>4,977.87</u>
Refer Note 2(v) Note: No inventories were written down during the year and previous year		
11 INVESTMENTS - CURRENT		
Investments in Mutual Funds (at NAV) -Unquoted, non-trade, fully paid-up (Refer Note 37)	403.83	227.94
	<u>403.83</u>	<u>227.94</u>
Market Value of quoted investments (based on Net Asset Value declared by Mutual Fund as on 31st March 2023/2022)	403.83	227.94
12 TRADE RECEIVABLES		
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	1,828.72	1,558.29
Trade Receivables which have significant increase in Credit Risk, and	-	-
Trade Receivables - credit impaired	2.81	2.81
Less: Allowances for expected credit loss	(2.81)	(2.81)
TOTAL	<u>1,828.72</u>	<u>1,558.29</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023
 (All amounts in Indian rupee lakhs, unless otherwise stated)

TRADE RECEIVABLES AGEING SCHEDULE:

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
As at 31st March 2023							
i) Undisputed Trade receivables – considered good	1,370.86	456.49	1.37	-	-	2.81	1,831.53
ii) Undisputed Trade Receivables – which have significant increase in credit Risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	(2.81)	(2.81)
iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
v) Disputed Trade Receivables – which have significant increase in credit Risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	1,370.86	456.49	1.37	-	-	-	1,828.72

As at 31st March 2022							
i) Undisputed Trade receivables – considered good	1,337.34	220.94	0.01	-	-	2.81	1,561.10
ii) Undisputed Trade Receivables – which have significant increase in credit Risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	(2.81)	(2.81)
iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
v) Disputed Trade Receivables – which have significant increase in credit Risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	1,337.34	220.94	0.01	-	-	-	1,558.29

Particulars	As at 31st March 2023	As at 31st March 2022
13a CASH AND CASH EQUIVALENTS		
Bank balance in current accounts	468.25	391.32
Cash on hand	7.29	6.97
Bank Deposits (maturing within 3 months)	-	970.66
TOTAL	475.54	1,368.95
13b BANK BALANCE OTHER THAN ABOVE		
In Dividend accounts	23.48	13.25
In Deposits accounts*	419.29	621.75
TOTAL	442.77	635.00
*includes amount of ₹196.04 lacs (previous year ₹223.37 lacs) under lien of bank towards overdraft facility		
14 LOANS		
Unsecured, considered good		
Loan to Employees	43.98	33.36
TOTAL	43.98	33.36
15 OTHER FINANCIAL ASSETS		
Unsecured, considered good		
Security Deposits	21.35	14.42
Interest accrued on fixed deposits	36.79	122.88
TOTAL	58.14	137.30

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023
 (All amounts in Indian rupee lakhs, unless otherwise stated)

Particulars	As at 31st March 2023	As at 31st March 2022
16 OTHER CURRENT ASSETS		
Unsecured, considered good		
Advances to suppliers	97.40	208.68
Prepayments	17.58	21.74
Balances with government authorities	22.23	25.52
Other receivables	3.11	1.00
TOTAL	140.32	256.76
17a EQUITY SHARE CAPITAL		
Authorised Share Capital:		
1,00,00,000 equity shares of ₹ 10 each	1,000.00	1,000.00
1,00,00,000 9% cumulative redeemable preference shares of ₹10 each.	1,000.00	1,000.00
TOTAL	2,000.00	2,000.00
Issued, Subscribed and Paid up		
60,49,587 equity shares of ₹10 each, fully paid	604.96	604.96
Forfeited shares	0.07	0.07
TOTAL	605.03	605.03

(i) Reconciliation of the number of shares outstanding & the amount of share capital at the beginning and at the end of the reporting period:

Particulars	2022-23		2021-22	
	Number	Amount	Number	Amount
Equity shares at the beginning of the year	6,049,587	604.96	6,049,587	604.96
Add : Shares issued during the year	-	-	-	-
Less : Shares bought back during the year	-	-	-	-
Equity shares outstanding at the end of year	6,049,587	604.96	6,049,587	604.96

(ii) Terms/rights attached to equity shares.

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of the liquidation of the Company the holders of equity shares will be entitled to receive the remaining assets of the Company in proportion to the number of the shares held.

(iii) Details of shares held by the holding company:

Particulars	Number	Amount	Number	Amount
Alfamont (Mauritius) Limited, the Holding Company	4,537,189	453.72	4,537,189	453.72

(iv) Equity shareholders holding more than 5% of equity shares along with the number of equity shares held is as given below:

Particulars	Number	%	Number	%
Alfamont (Mauritius) Limited, the Holding Company	4,537,189	75.00	4,537,189	75.00

(v) Details shareholding of promoter and % changes in the holdings during the year:

Particulars	Number	%	Number	%	% of change
Alfamont (Mauritius) Limited	4,537,189	75.00	4,537,189	75.00	-

(vi) Aggregate number of shares allotted as fully paid up by way of bonus shares during the last five years

During the last five financial years, the Company has not allotted any bonus shares.

(vii) Issue of shares for consideration other than cash

During the preceding five financial years, the Company has not issued any share for consideration other than cash

(viii) Dividend paid and proposed

Refer Note 42(c)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

17b OTHER EQUITY

Particulars	Reserves and Surplus				Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
As at 1st April, 2021	7.51	425.37	2,329.60	10,497.15	15.70	13,274.65
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Profit for the year	-	-	-	1,233.92	-	1,233.92
Other Comprehensive Income for the year	-	-	-	-	12.89	12.89
Dividend paid	-	-	-	(604.96)	-	(604.96)
As at 31st March, 2022	7.51	425.37	2,329.60	11,126.11	28.59	13,916.45
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Profit for the year	-	-	-	1,528.28	-	1,528.28
Other Comprehensive Income for the year	-	-	-	-	(6.38)	(6.38)
Dividend paid	-	-	-	(6,654.55)	-	(6,654.55)
As at 31st March, 2023	7.51	425.37	2,329.60	5,999.84	22.21	8,783.80

Purpose of the Reserves:

Securities Premium: The amount received in excess of face value of the equity shares is recognised in securities premium.

General Reserve: The reserve is a distributable reserve maintained by the company out of transfers made from annual profits.

Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. 13,916.45

Particulars	As at 31st March 2023	As at 31st March 2022
18a PROVISIONS (NON-CURRENT)		
Pension	32.08	37.66
TOTAL	32.08	37.66
NON-CURRENT LIABILITIES		
18b DEFERRED TAX LIABILITY		
Deferred Tax Liability (Net)	432.05	587.45
TOTAL	432.05	587.45

(i) The major components of income tax expense are as follows:

Statement of profit or loss	Year ended 31st March 2023	Year ended 31st March 2022
Current income tax charge	603.12	393.82
Deferred tax		
Relating to origination and reversal of temporary differences	(155.40)	(90.59)
Income tax expense reported in statement of profit or loss	447.73	303.23
Reconciliation		
Accounting profit/ (loss) before income tax	1,981.68	1,529.73
Enacted tax rate in India	25.17%	25.17%
Computed tax expense	498.75	391.49
Differences due to:		
Expenses not deductible for tax purposes	4.08	11.04
Income exempt from Income taxes	-	-
Changes in tax rate	-	(72.00)
Others	(55.10)	(27.30)
	(51.02)	(88.26)
Current Income Tax expenses recognised in Profit or Loss	447.73	303.23

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

(ii) Deferred tax relates to following:

Particulars	Recognised in Balance Sheet		Recognised in Profit or Loss	
	As at	As at	Year ended	Year ended
	31st March 2023	31st March 2022	31st March 2023	31st March 2022
Accelerated depreciation for tax purpose	(440.83)	(452.51)	(11.68)	(90.35)
Expenses allowable on payment basis	8.78	12.75	3.97	1.56
Other items giving rise to temporary differences	-	-	-	-
Fair valuation of financial instruments	-	(147.69)	(147.69)	(1.80)
Deferred tax asset / (liability)	(432.05)	(678.04)		
Net (income)/ expense			(155.40)	(90.59)

(iii) The Company elected to exercise the option of lower tax rate permitted under Section 115BAA of the Income-tax Act, 1961 in the FY 21-22. The Company, accordingly had recognised Provision for Income Tax and remeasured its Deferred Tax assets basis the rate prescribed in the said section. The impact of this change have been recognised in the Statement of Profit and Loss for the year including reversal of deferred tax assets relating to earlier years of ₹72 lakhs.

Particulars	As at	As at
	31st March 2023	31st March 2022
19 TRADE PAYABLES		
Total outstanding dues of micro, small and medium enterprises	23.84	43.64
Total outstanding dues of creditors other than micro, small and medium enterprises	1,224.24	1,481.82
TOTAL	1,248.08	1,525.46

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro, small and medium enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises has been made in the financial statements based on information received and available with the Company, which is relied upon by the auditors. Further in the view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

Particulars	As at	As at
	31st March 2023	31st March 2022
i) The principal amount outstanding as at the year end	23.84	43.64
ii) Principal amount due and remaining unpaid	-	-
iii) Interest due on (ii) above and the unpaid interest	-	-
iv) Interest paid on all delayed payments under the MSMED Act.	-	-
v) Payment made beyond the appointed day during the year	-	-
vi) Interest due and payable for the period of delay other than (iv) above	-	-
vii) Interest accrued and remaining unpaid	-	-
viii) Amount of further interest remaining due and payable in succeeding years	-	-

Trade payables ageing schedule:

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March 2023						
i) Unbilled	151.59	-	-	-	-	151.59
ii) Micro and small enterprises	-	23.84	-	-	-	23.84
iii) Creditors other than micro and small enterprises	-	1,041.53	2.62	0.58	12.17	1,056.90
iv) Disputed dues – Micro and small enterprises	-	-	-	-	-	-
v) Disputed dues other than micro and small enterprises	-	-	-	5.00	10.75	15.75
Total	151.59	1,065.37	2.62	5.58	22.92	1,248.08
As at 31st March 2022						
i) Unbilled	169.84	-	-	-	-	169.84
ii) Micro and small enterprises	-	43.64	-	-	-	43.64
iii) Creditors other than micro and small enterprises	-	1,286.11	0.27	0.19	9.67	1,296.24
iv) Disputed dues – Micro and small enterprises	-	-	-	-	-	-
v) Disputed dues other than micro and small enterprises	-	-	5.00	10.75	-	15.75
Total	169.84	1,329.75	5.27	10.94	9.67	1,525.46

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023
 (All amounts in Indian rupee lakhs, unless otherwise stated)

Particulars	As at 31st March 2023	As at 31st March 2022
20 OTHER FINANCIAL LIABILITIES		
Security deposits	-	9.20
Unpaid dividend*	23.48	13.25
Advances from customers	-	56.02
TOTAL	23.48	78.47
*There are no amounts due for payments to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at year end.		
21 OTHER CURRENT LIABILITIES		
Statutory dues payable	307.15	175.90
Other Payables	52.64	47.29
TOTAL	359.79	223.19
22 PROVISIONS		
Gratuity	32.60	6.50
Compensated absences	24.92	4.72
Pension	-	8.00
TOTAL	57.52	19.22
Particulars	Year ended 31st March 2023	Year ended 31st March 2022
23 REVENUE FROM OPERATIONS		
Sale of Manufactured products (net of rebates and discounts)		
Gelatine	14,070.93	11,956.03
DCP - animal feed grade	4,991.44	3,708.97
Bone meal products	35.52	54.51
Other Operating Income		
Sale of scrap/Coal ash	10.58	10.31
Export incentives and duty drawback	0.50	0.27
Insurance claim	-	6.26
Provision no longer required written back	0.74	-
Profit on disposal / discard of property, plant and equipment (Net)	4.43	-
TOTAL	19,114.14	15,736.34
24 OTHER INCOME		
Interest income		
From banks	76.24	93.68
From others	12.13	11.16
Change in fair valuation of current / non-current investments in mutual funds	140.84	215.37
TOTAL	229.21	320.21

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023
 (All amounts in Indian rupee lakhs, unless otherwise stated)

Particulars	Year ended 31st March 2023		Year ended 31st March 2022	
25 COST OF MATERIAL CONSUMED				
Raw Materials:				
Opening Stock		1,380.99		1,724.49
Add : Purchases		10,727.99		10,791.59
Less : Closing Stock		<u>1,533.63</u>		<u>1,380.99</u>
Raw materials consumed		<u>10,575.35</u>		<u>11,135.08</u>
Particulars of Raw materials consumed				
Material description				
Crushed bones		7,738.56		8,132.92
Hydrochloric acid		207.25		486.68
Others		2,629.54		2,515.48
TOTAL		<u>10,575.35</u>		<u>11,135.08</u>
26 CHANGE IN INVENTORY OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE				
Opening Stocks				
Finished Goods	1,729.07		615.37	
Work-in-progress	<u>1,556.92</u>	3,285.99	<u>1,360.79</u>	1,976.16
Closing Stocks				
Finished Goods	1,213.05		1,729.07	
Work-in-progress	<u>1,402.09</u>	<u>2,615.14</u>	<u>1,556.92</u>	<u>3,285.99</u>
Net (Increase) / Decrease		<u>670.85</u>		<u>(1,309.83)</u>
27 EMPLOYEE BENEFITS EXPENSE				
Salaries and wages		1,160.17		1,049.60
Contribution to provident and other funds		177.61		142.00
Staff welfare expenses		33.55		35.36
TOTAL		<u>1,371.33</u>		<u>1,226.96</u>
28 FINANCE COSTS				
Interest expense on borrowings		0.63		6.38
Other borrowing costs		29.88		2.05
TOTAL		<u>30.51</u>		<u>8.43</u>
29 DEPRECIATION AND AMORTISATION EXPENSE				
Depreciation & Amortisation expense		191.86		208.33
TOTAL		<u>191.86</u>		<u>208.33</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
30 OTHER EXPENSE		
Consumption of stores and spare parts	138.36	117.69
Rates and taxes (other than taxes on income)	3.54	11.43
Effluent expenses	39.51	25.80
Ground water abstraction charges	66.82	-
Insurance	22.63	21.17
Repairs and maintenance:		
- Building	13.16	31.99
- Plant and equipment	469.80	278.38
- Other Repairs	7.55	6.60
Legal and professional charges	79.95	32.07
Auditors' remuneration (*Refer note below)	6.49	6.50
Freight and delivery charges	110.77	98.90
Commission to selling agents	10.61	10.10
Rent	15.43	15.09
Travelling	8.27	2.58
Directors' sitting fees	5.65	4.89
Advertisement	4.51	2.92
Research and Development expenses (Refer Note 39)	12.81	7.71
Sundry balances written off	-	7.22
Foreign exchange loss	0.38	0.59
Corporate social responsibility expenditure (Refer Note 38)	15.98	13.34
Loss on disposal / discard of property, plant and equipment	-	13.87
Miscellaneous expenses	158.19	122.82
TOTAL	1,190.41	831.66
Auditors' Remuneration*		
Statutory audit fees (including limited review)	4.00	4.00
Tax Audit	1.00	1.00
Other certification fees	0.60	1.00
Reimbursement of out of pocket expenses	0.89	0.50
TOTAL	6.49	6.50

31 DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"

i) **Gratuity:** In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by Life Insurance Corporation of India under Group Gratuity Scheme.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023
 (All amounts in Indian rupee lakhs, unless otherwise stated)

The disclosure in respect of the defined Gratuity Plan are given below:

A. Balance Sheet

	Defined benefit plans	
	As at 31st March 2023	As at 31st March 2022
Present value of plan liabilities	340.56	317.08
Fair value of plan assets	307.96	310.58
Asset/(Liability) recognised	(32.60)	(6.50)

B. Movements in plan assets and plan liabilities

	Present value of obligations	Fair Value of Plan assets
As at 1st April 2022	317.07	310.56
Current service cost	19.26	-
Adjustment in opening balance	-	-
Past service cost	-	-
Interest Cost/(Income)	22.06	21.62
Return on plan assets excluding interest income	-	(0.10)
Actuarial (gain)/loss arising from changes in financial assumptions	3.19	-
Actuarial (gain)/loss arising due to change in demographic assumptions	-	-
Actuarial (gain)/loss arising from experience adjustments	3.09	-
Employer contributions	-	-
Benefit payments	(24.13)	(24.13)
As at 31st March 2023	340.54	307.96
As at 1st April 2021	305.36	286.06
Current service cost	19.60	-
Adjustment in opening balance	-	-
Past service cost	-	-
Interest Cost/(Income)	19.33	18.10
Return on plan assets excluding interest income	-	(0.38)
Actuarial (gain)/loss arising from changes in financial assumptions	(10.46)	-
Actuarial (gain)/loss arising due to change in demographic assumptions	(0.03)	-
Actuarial (gain)/loss arising from experience adjustments	(2.77)	-
Employer contributions	-	20.74
Benefit payments	(13.96)	(13.96)
As at 31st March 2022	317.07	310.56

C. Statement of Profit and Loss

	Year ended 31st March 2023	Year ended 31st March 2022
Employee Benefit Expenses:		
Current Service Cost	19.26	19.60
Interest Cost	0.45	1.22
Past Service cost (vested benefits)	-	-
Net Actuarial (Gain) / Loss	-	-
Interest cost/(income)	-	-
Total amount recognised in Statement of profit & loss	19.71	20.82

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023
 (All amounts in Indian rupee lakhs, unless otherwise stated)

	Year ended 31st March 2023	Year ended 31st March 2022
Remeasurement of the net defined benefit liability:		
Actuarial (Gain) / Loss recognised for the period	6.29	(13.27)
Asset limit effect	-	-
Return on plan assets excluding net interest	0.10	0.38
Unrecognised Actuarial (Gain)/ Loss from previous period	-	-
Total amount recognised in Other Comprehensive Income	6.39	(12.89)

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Particulars	As at 31st March 2023	As at 31st March 2022
Financial Assumptions		
Discount rate	7.41%	6.96%
Salary Escalation Rate		
Management Employees	6.00%	4.00%
Non-management Employees	7.00%	7.00%
Demographic Assumptions		
Expected Average remaining working lives of employees in no. of years		
Management Employees	14	14
Non-management Employees	9	9
Mortality Rate	IALM (2012-14) Urban	IALM (2012-14) Urban
Attrition Rate		
Management Employees	1%	1%
Non-management Employees	4%	4%
Retirement Age	60	60
Adjusted Average Future Services		

E. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	+-1%	(15.72)	17.49
Salary Escalation Rate	+-1%	17.44	(15.96)

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

ii) **Compensated Absences:** The Company permits encashment of compensated absence accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Company, for outstanding balance of leave at the balance sheet date is determined and provided on the basis of actuarial valuation performed by an independent actuary.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

The disclosure in respect of the defined Compensated Absences are given below:

Particulars	As at 31st March 2023	As at 31st March 2022
Expenses recognised in statement of profit and loss	17.45	19.73
Balance sheet liability	-	4.72

iii) Pension

The retirement benefits pension will be fixed amount of INR 565/- per month for an employee only after retiring from the organization and if service rendered by the employee is 25 years and above at the time of retirement. A pensioner may opt on option to commute INR 34,000/- as a lump sum once in lifetime. After commutation of pension member won't get any monthly pension. If any employee expire his/her spouse will get lumpsum benefit of INR 34,000/-, thereafter no monthly pension will be payable. Liability determined and provided on the basis of actuarial valuation performed by a independent actuary. The disclosure in respect of pension liability are given below :

Expenses recognised in statement of profit and loss	-	8.00
Balance sheet liability	32.08	45.66

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
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32 CAPITAL COMMITMENTS

Estimated amount of contract remaining to be executed on capital account not provided for	6.00	147.74
Less : Advances paid	-	-
Net Capital Commitments	6.00	147.74

33 CONTINGENT LIABILITIES
Claims not acknowledged as debts (excluding further interest, if any):

Income tax matters*	-	-
Excise duty	240.88	240.88
Sales tax	3.76	3.76
Land revenue cess	14.14	25.97
TOTAL	258.78	270.61

Notes:

- (i) The Company's pending litigations comprise mainly claims against the Company, proceedings pending with tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.
- (ii) *Various income tax matters related to assessment years 2013-14, 2018-19, 2020-21 and 2021-22, resulted in disputed tax demands arisen on account of mistakes or errors which are apparent from records against which Company's rectification applications or appeals are pending. Details of additions/disallowances made in assessed total income are: ₹ 234.18 Lakhs (PY- Nil) notional gain on fair valuation of mutual funds included in the assessed taxable income; ₹ 154.20 lakhs (PY-Nil) credit not given for the TDS deposited (on dividend); ₹ 51.48 Lakhs (PY ₹48.04 Lakhs) others such as disallowance of additional depreciation claimed, deduction of certain statutory dues not allowed though paid in time, deferred tax reversal wrongly considered as book profits. The Management is confident that these disputed demands aggregating to ₹ 439.86 Lakhs (PY - ₹ 48.04 lakhs) will finally get reversed or rectified in due course and hence, not considered as contingent liabilities.

34 RELATED PARTY TRANSACTIONS
Enterprise where the control exists

Enterprise where the control exists	Relationship
Jumbo World Holdings Limited	Ultimate Holding Company
Alfamont (Mauritius) Limited	Holding Company

Other related parties

Aasman Management Services Pvt. Ltd., Dandvati Investments & Trading Co. Pvt. Ltd., Firestorm Electronics Corporation Pvt. Ltd., GWL Properties Ltd., Harshit Finlease & Investments Pvt. Ltd., Jumbo Electronics Corporation Pvt. Ltd., Jumbo Investments Ltd., Jumbo World Holdings (India) Pvt. Ltd., Primo Enterprises Pvt. Ltd., SMN Engineers Ltd., Starfire Investments Ltd., Pious Investments Pvt. Ltd.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

Key managerial personnel

Mr. Ashok Kapur	Wholetime Director
Mr. Mahesh Verma (w.e.f. 27.05.2022)	Chief Financial Officer
Ms. Meenu Sharma (w.e.f. 27.05.2022)	Company Secretary
Ms. Garvita Asati (upto 31.03.2022)	Chief Financial Officer

Non-Executive Directors

Late Justice Gulab Gupta (upto 7.04.2021)
Mr. Mohan C. Pant (upto 21.09.2021)
Late Deepak Chaudhuri (upto 21.09.2021)
Mr. Prakash M Nene (w.e.f. 21.09.2021)
Mr. K Krishnamoorthy (w.e.f. 21.09.2021)
Mr. Ravindra K. Raje
Mrs. Drushti R. Desai
Mr. Gaurang Shah (w.e.f. 19.11.2021)

Particulars of transaction and outstanding balances with related parties

Particulars	Nature of Transaction	Year ended 31st March 2023	Year ended 31st March 2022
Transactions with related parties			
Mr. Ravindra K. Raje	Professional Consultant	17.04	1.50
Firestorm Electronics Corporation Pvt. Ltd.	Payment of administrative charges	6.38	Nil
Transactions with Key Managerial Personnel			
(i) Remuneration Paid to Mr. Ashok K Kapur		40.95	41.30
(ii) Remuneration Paid to Mr. Mahesh Verma		14.06	13.93
(iii) Remuneration Paid to Ms. Garvita Asati (upto 31.03.2022)		-	5.79
(iv) Remuneration Paid to Ms. Meenu Sharma (w.e.f. 27.05.2022)		1.84	Nil
As the Gratuity and Compensated absences are computed for all the employees in aggregate, the amount relating to Key Managerial Personnel cannot be individually be identified.			
Transactions with Non-Executive Directors (Sitting fee paid)			
Mr. Prakash M Nene		0.99	0.53
Mr. K Krishnamoorthy		1.21	0.55
Mr. Mohan C. Pant (upto 21.09.2021)		-	0.68
Late Deepak Chaudhuri (upto 21.09.2021)		-	0.71
Mr. Ravindra K. Raje		1.05	1.10
Mrs. Drushti R. Desai		1.16	0.92
Mr. Gaurang Shah		1.00	0.20

Notes:

- Related party relationship is as identified by the management and relied upon by the auditors.
- No amounts in respect of related parties have been written off / written back during the year, nor has any provision been made for doubtful debts / receivables during the year, except as discussed above.
- All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.
- Key Managerial Persons who are under the employment of the Company are entitled to post-employment benefits (defined benefit gratuity plan) recognised as per Ind AS 19 "Employee Benefits" in the financial statements and short-term employee benefits in the form of premium paid by company for group health insurance plan. As these employee benefits are lumpsum amounts provided on the basis of actuarial valuation/ premium payment for the Company as a whole, the same is not included above.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023
 (All amounts in Indian rupee lakhs, unless otherwise stated)

	Year ended 31st March 2023	Year ended 31st March 2022
35 EARNINGS PER SHARE		
Profit available for equity shareholders	1,528.28	1,233.92
Weighted average number of equity shares	6,049,587	6,049,587
Nominal value of equity share	10.00	10.00
Earnings per share - Basic / Diluted	25.26	20.40

36 NON-CURRENT INVESTMENTS
Investments in Mutual Funds (at NAV) - Unquoted, non-trade, fully paid-up

Particulars	As at 31st March 2023			As at 31st March 2022		
	Fair Value Per unit	No. of Units	Total Value	Fair Value Per unit	No. of Units	Total Value
IDFC Bond Fund - Short Term Plan - Growth (Regular Plan) formerly known as IDFC Super Saver Income Fund - Short Term Plan			-	49.00	252,755	123.84
HDFC Corporate Bond Fund- Growth			-	26.13	1,238,727	323.72
Nippon India Short Term Fund- Growth Plan			-	42.80	960,791	411.18
ICICI Prudential Short Term Fund Regular Plan Growth Option			-	47.79	1,097,932	524.67
ABSL Corporate Bond Fund - Regular Plan - Growth formerly known as ABSL Short Term Fund			-	90.19	835,853	753.85
Nippon India Low Duration -Direct - Growth			-	3,168.79	7,402	234.56
Kotak Banking & PSU Debt Fund - Growth			-	52.79	980,137	517.41
Kotak Dynamic Bond Fund - Regular plan - Growth			-	30.34	706,137	214.24
IDFC Banking & PSU Debt Fund -Direct plan - Growth			-	20.40	616,880	125.84
IDFC Corporate Bond Fund -Direct plan - Growth			-	16.04	776,229	124.51
IDFC Bond Fund - Short Term plan - Direct - Growth			-	46.47	247,085	114.83
ICICI Prudential Corporate Bond Fund - DP - Growth			-	24.59	1,015,309	249.63
ICICI Prudential Banking & PSU Debt Fund -Direct - Growth			-	26.92	463,615	124.81
ICICI Prudential Medium Term Fund - DP - Growth			-	38.45	332,819	127.97
ABSL Banking & PSU Debt fund-Direct - Growth			-	304.33	77,180	234.88
ABSL Dynamic Bond Fund-Retail-Growth (Segregated units)			-	0.57	823,118	4.71
ABSL Credit Risk Fund-Growth Direct (Segregated units)			-	0.17	3,294,855	5.60
Nippon India Banking & PSU Debt Fund -Direct - Growth			-	17.25	2,231,519	385.04
Total			-			<u>4,601.28</u>

37 CURRENT INVESTMENTS
Investments in Mutual Funds (at NAV) - Unquoted, non-trade, fully paid-up

Particulars	As at 31st March 2023			As at 31st March 2022		
	Fair Value Per unit	No. of Units	Total Value	Fair Value Per unit	No. of Units	Total Value
ABSL Liquid fund- Direct - Growth	-	-	-	343.13	44,284	151.95
Nippon India Short Term Fund- Growth Plan	47.58	106,096	50.49	-	-	-
Nippon India Money Market Fund- Direct - Growth	3,547.52	2,851	101.13	3,350.56	2,268	75.99
SBI Savings Fund - Direct - Growth	37.57	133,386	50.11	-	-	-
ABSL Savings Fund - Direct - Growth	470.26	42,977	202.10	-	-	-
Total			<u>403.83</u>			<u>227.94</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

38 CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a CSR Committee has been formed by the Company. As part of initiatives under Corporate Social Responsibility (CSR), the Company has undertaken projects in the areas of environment / river protection, education, livelihood, healthcare, sanitation, rural development, promotion of sports and cultural activities, which are specified in Schedule VII of the Companies Act, 2013. The amount spent on the same is given below:

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
(i) Amount required to be spent as per Section 135 of the Companies Act, 2013	22.90	20.30
(ii) Amount spent during the year on:		
Construction / acquisition of any asset	-	-
On purposes other than above	15.98	13.36
Balance utilised from the excess spent in FY 2020-21	6.92	6.94
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities	Literacy promotion, Environment protection, health care activities, Disaster management - Covid-19	
(vii) Details of related party transactions in relation to CSR expenditure	-	-

39 RESEARCH & DEVELOPMENT EXPENDITURE
Revenue expenditure

Salaries and wages	11.26	10.04
Other expenses	1.94	1.46

Capital Expenditure

Plant & Machinery	-	10.87
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40 FINANCIAL INSTRUMENTS

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- (i) Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
- (ii) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter-party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

The carrying amounts and fair values of financial instruments by category are as follows:

	FVOCI Note 2(xiii)	FVTPL Note2 (xiii)	Amortised cost	Total fair value	Carrying amount
31st March, 2022					
Financial assets					
Investments	-	4,829.22	-	4,829.22	4,829.22
Trade receivables	-	-	1,558.29	1,558.29	1,558.29
Cash and cash equivalents	-	-	2,003.95	2,003.95	2,003.95
Loan	-	-	47.51	47.51	47.51
Other financial assets	-	-	552.29	552.29	552.29
Total	-	4,829.22	4,162.04	8,991.26	8,991.26
Financial liabilities					
Borrowings	-	-	-	-	-
Trade payables	-	-	1,525.46	1,525.46	1,525.46
Others	-	-	78.47	78.47	78.47
Total financial liabilities	-	-	1,603.93	1,603.93	1,603.93
31st March, 2023					
Financial assets					
Investments	-	403.83	-	403.83	403.83
Trade receivables	-	-	1,828.72	1,828.72	1,828.72
Cash and cash equivalents	-	-	918.31	918.31	918.31
Loan	-	-	53.71	53.71	53.71
Others financial assets	-	-	698.40	698.40	698.40
Total	-	403.83	3,499.14	3,902.97	3,902.97
Financial liabilities					
Borrowings	-	-	-	-	-
Trade payables	-	-	1,248.08	1,248.08	1,248.08
Others	-	-	23.48	23.48	23.48
Total financial liabilities	-	-	1,271.56	1,271.56	1,271.56

Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

	Level 1	Level 2	Level 3
31st March, 2022			
Assets at fair value	4,829.22	-	-
31st March, 2023			
Assets at fair value	403.83	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the years.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

41 RISK MANAGEMENT

Financial risk management objectives and policies :

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's activity expose it to market risk, liquidity risk, commodity risk and credit risk. The Company's financial risk management policy is set by the Risk Management Committee and governed by overall direction of Board of Directors of the Company.

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

Risk	Exposure arising from	Measurement	Risk Management
(i) Credit risk	Cash and cash equivalents, trade receivables, financial instruments, financial assets measured at amortised cost.	Ageing analysis Credit ratings	Credit limits and letters of credit and Performance guarantees.
(ii) Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
(iii) Market risk–interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Interest rate swaps
(iv) Market risk–foreign analysis	Future commercial transactions recognised financial assets and liabilities not denominated in Indian rupees	Cash flow forecasting Sensitivity exchange	Forward foreign exchange contracts
(v) Commodity risk	Purchase of Raw Material	As per production planning and budgeting	Procurement and inventory strategy

I CREDIT RISK

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables. Individual credit limits are set accordingly. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The company considers reasonable and supportive forward-looking information. Financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in a repayment plan with the company. The company provides for overdue outstanding as per the policy approved by the Board of Directors, which are evaluated on a case to case basis.

The Company's concentration of risk with respect to trade receivables is low, as its customer's base is widely spread across the length and breadth of the country and majority of the customers are with sound financial health.

The average credit period extended to customers ranges within 30 - 120 days

Expected credit loss for trade receivables under simplified approach

(a) Ageing of trade receivables

Particulars	As at 31st March 2023	As at 31st March 2022
(a) Ageing of trade receivables		
From the date of invoice		
0-6 months	1,827.35	1,558.29
6 -9 months	1.37	-
9 - 12 months	-	-
beyond 12 months	-	-
TOTAL	<u>1,828.72</u>	<u>1,558.29</u>
(b) Reconciliation of loss allowance provision - Trade receivables		
Opening provision	2.81	2.81
Additional provision made	-	-
Less Bad debts written off / recovered	-	-
Closing provisions	<u>2.81</u>	<u>2.81</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

II LIQUIDITY RISK

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price.

The Company's treasury department is responsible for maintenance of liquidity (including quasi liquidity), continuity of funding as well as timely settlement of debts. In addition, policies related to mitigation of risks are overseen by senior management.

Management monitors the Company's net liquidity position on the basis of expected cash flows vis a vis debt service fulfilment obligation.

Maturity profile of financial liabilities

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

Contractual maturity patterns of Financial Liabilities :

Particulars	As at 31st March 2023			As at 31st March 2022		
	0-1 year/ on Demand	1 to 5 years	Total	0-1 year/ on Demand	1 to 5 years	Total
Borrowings	-	-	-	-	-	-
Trade payables	1,248.08	-	1,248.08	1,525.46	-	1,525.46
Other financial liabilities	23.48	-	23.48	78.47	-	78.47
Total	1,271.56	-	1,271.56	1,603.93	-	1,603.93

III MARKET RISK- INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to balance the Company's position with regards to interest income and interest expense and to manage the interest rate risk, finance department performs a comprehensive interest rate risk management. The Company is not exposed to significant interest rate risk as at the respective reporting dates.

IV MARKET RISK- FOREIGN CURRENCY RISK

The Company is exposed to foreign exchange risk towards honouring of export/ import commitments. Management evaluates exchange rate exposure in this connection in terms of its established risk management policies which includes the use of derivatives like foreign exchange forward contracts to hedge risk of exposure in foreign currency. The company is not exposed to foreign currency risk at the respective reporting dates.

V COMMODITY RISK

Principal Raw Material for Company's products is Crushed bone, HCL, Lime and Coal as a fuel. The Company sources its major raw material requirement from domestic suppliers located in various part of India.

The Company effectively manages with availability of material as well as price volatility based on the following:

- Raw materials are procured from different sources at competitive prices.
- Alternative sources are developed for uninterrupted supply of raw materials.
- Demand and supply are external factors on which company has no control; however the Company plans its production and sales from the experience gained in the past and on-going study and appraisal of the market dynamics, competition, economic policies and growth patterns of different segments of users of company's products.
- Specific steps to reduce the gap between demand and supply by expanding its customer base, delivery mechanisms, etc.
- Proper inventory control systems have been put in place.

The Risk committee of the Company comprising members from Board of Directors and the operations has developed and enacted a risk management strategy regarding commodity Price risk and its mitigation.

42 FINANCIAL RISK FACTORS
(a) Capital risk management

The Company's objectives when managing capital are to :

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
 - maintain an optimal capital structure to reduce the cost of capital
- (b) No asset has been pledged as security, except fixed deposits referred in Note 8 and 13b

(c) Dividends

The Company follows the policy of Dividend for any financial year as may be decided by the Board considering financial performance of the Company, profits available for distribution, other internal and external factors. Dividends paid during the year ended 31st March, 2023 includes an amount of ₹100.00 per equity share towards special interim dividend declared by the Board of Directors in its meeting held on 7th December, 2022 and an amount of ₹10.00 per equity share towards final dividend for the year ended 31st March, 2022. Dividends paid during the year ended 31st March, 2022 include an amount of ₹10.00 per equity share towards final dividend for the year ended 31st March, 2021.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

43 The novel corona virus (COVID-19) pandemic continues to spread rapidly across the globe including India. In March, 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization. COVID-19 has taken its toll on not just human life, but business and financial markets too. Various governments have introduced a variety of measures to contain the spread of the virus. The Central and State Governments and local bodies had announced various lock down measures which has significant impact on all the industries across the nation. The operations of the Company have also been scaled down as a consequence of the nationwide lockdown.

The management has, at the time of approving the financial statements, assessed the potential impact of the COVID-19 on the Company. Based on the current assessment, the management has evaluated the impact on its assets and liabilities particularly, inventory, investments, trade receivables, advances, etc. based on internal and external source of information and concluded that the carrying value of these assets are recoverable and no uncertainty exists on meeting the financial liabilities in the foreseeable future.

44 The Company is engaged in the manufacture and sale of Ossein and Gelatine. Since all these segments meet the aggregation criteria as per the requirements of Ind AS 108 on 'Operating segments', the management considers these as a single reportable segment. Accordingly, no further disclosure is required to be furnished.

45 Certain financial assets and financial liabilities are subject to formal confirmation and reconciliations. The Management, however, is confident that the impact whereof, if any, for the year on the financial statements will not be material.

46 The President has given his assent to the Code on Social Security, 2020 ("Code") in September 2020. On 13th November 2020 the Ministry of Labour and Employment released draft rules for the Code. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact once the subject rules are notified and will give appropriate impact to its financial statements in the period in which the Code becomes effective.

47 Financial Ratios

Sr. No.	Particulars	2022-23			2021-22	Variance (%)	Reason for variance over 25%
		Numerator	Denominator	Ratios			
1	Current Ratio (in times)	Current Assets	Current Liabilities	4.78	4.98	-4%	current ratio is reduced as there is reduction in liquid assets (FDRs)
2	Debt-Equity Ratio (in times)	Total Borrowings	Net Worth	0.00	0.00	0%	No debt as at 31st March, 2023
3	Debt Service Coverage Ratio (in times)	Profit before Tax, Exceptional Items, Depreciation, Finance Charges	Finance Charges + Long Term Borrowings scheduled Principal repayments (excluding prepayments + refinancing) during the year	0.00	0.00	0%	No debt as at 31st March, 2023
4	Return on Equity Ratio (%)	Net profit after tax	Average Networth	12.78%	8.69%	47%	Revenue growth has resulted in an improvement in the ratio.
5	Inventory Turnover (no. of days)	Material & Stores & Spares consumed	Average Inventory	66	74	-11%	-
6	Debtors Turnover (no. of days)	Average Trade Receivables including unbilled revenue	Revenue from operations	32	39	-18%	Due to better collection from debtors and more sales on cash basis
7	Payables Turnover (no. of days)	Average Trade payables	Cost of goods sold	47	50	-5%	-
8	Net Capital Turnover (in times)	Annual turnover	Working Capital (excluding current maturities of long term debt)	2.99	2.14	40%	Improvement in turnover has resulted in an improvement in the ratio.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts in Indian rupee lakhs, unless otherwise stated)

Sr. No.	Particulars	2022-23			2021-22	Variance (%)	Reason for variance over 25%
		Numerator	Denominator	Ratios			
9	Net Profit Margin (%)	Net profit for the year	Total Income	7.90%	7.68%	3%	Margin increased due to better sales realisation which has resulted in an improvement in the ratio.
10	Return on Capital Employed (%)	Profit after tax plus Interest on long term loans and debentures	Average capital employed	12.78%	8.69%	47%	
11	Return on Investment (%)	Income generated from investments	Time weighted average investment	4.06%	5.38%	-25%	Short term investment has given lower returns during the period

Notes: Network = Equity + other Equity

48 Other statutory information:

- i) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- ii) The Company does not have any transactions with companies struck off.
- iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall (a) 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 (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall: a) 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 b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- ix) The Company is not declared wilful defaulter by any bank or financial institution or lender during the year.

49 The previous year's figures have been re-grouped / re-classified wherever required to conform to current years' classification.

Signatures to note 1 to 49

For and on behalf of the Board

Prakash M Nene
 Chairman
 DIN:00164133

Ashok K Kapur
 Wholetime Director
 DIN:00126807

 Place : Jabalpur
 Date : 16th May, 2023

Mahesh Verma **Meenu Sharma**
 Chief Financial Officer Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty-second Annual General Meeting of the Members of Narmada Gelatines Limited will be held on Monday, 25th September, 2023 at 12:00 noon, at Hotel Narmada Jacksons, South Civil Lines, Jabalpur - 482001, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2023 including the Reports of the Board of Directors and Auditors thereon and in this respect to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Financial Statements of the Company for the year ended 31st March, 2023, including the Balance Sheet as at that date and the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon as laid before this Meeting be and are hereby approved and adopted."

2. To confirm the interim dividend of ₹100 per equity share of ₹10 each of the Company and consider the same as final dividend for the financial year ended 31st March, 2023, and in this respect to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the interim dividend @ 1000% i.e. ₹100/- per share on 60,49,587 Equity Shares paid to the shareholders for the financial year ended March 31, 2023, as per the resolution passed by the Board of Directors at their meeting held on December 07, 2022 be and is hereby noted, confirmed and be treated as the final dividend for the financial year ended March 31, 2023."

SPECIAL BUSINESS

3. Re-Appointment of Mr. Ashok K. Kapur (DIN - 00126807) as the Managing Director of the Company and in this respect to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashok K. Kapur (DIN - 00126807), as the Managing Director of the Company for a period of three years with effect from June 1, 2023 to May 31, 2026 and to the payment of remuneration to him as per the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ashok K Kapur.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ashok K. Kapur, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

4. Appointment of Mr. S. Annamalai (DIN -00001381) as director of the Company and in this respect to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. S. Annamalai (DIN -00001381), who was appointed by the Board of Directors as a Non-Executive Non Independent Additional Director of the Company, with effect from 14th July, 2023 under section 161 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (since he is aged about 76 years), other relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Act, pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director, being so eligible, be and hereby appointed as a Non-Executive Non-Independent Director, liable to retire by rotation, with effect from the date of this meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. S. Maheswaran (DIN: 00143046) as director of the Company and in this respect to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. S. Maheswaran (DIN: 00143046), who was appointed by the Board of Directors as a Non-Executive Non Independent Additional Director of the Company, with effect from 14th July, 2023 under section 161 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (since he is

aged about 75 years), other relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Act, pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director, being so eligible, be and hereby appointed as a Non-Executive Non-Independent Director, liable to retire by rotation, with effect from the date of this meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Appointment of Mr. B. Vijayadurai (DIN - 07403509) as an independent director, in this respect to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** Mr. B. Vijayadurai (DIN - 07403509), who was appointed as a Non-executive Independent Director of the Company with effect from 14th July, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, Regulation 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. B.Vijayadurai (DIN - 07403509), who had submitted a declaration that he met the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from July 14, 2023 to July 13, 2028 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Appointment of Mrs. Manimegalai Thangamani (DIN: 10234123) as an independent director and in this respect to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** Mrs. Manimegalai Thangamani (DIN: 10234123), who was appointed as a Non-executive Independent Director of the Company with effect from 14th July, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, Regulation 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mrs. Manimegalai Thangamani, who had submitted a declaration that she met the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from July 14, 2023 to July 13, 2028 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For Narmada Gelatines Limited

Meenu Sharma
Company Secretary

Place : Jabalpur
Date : 14th August, 2023

Registered Office:
CARAVS, Room No. 28,
15, Civil Lines, Jabalpur - 482001

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement set out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

Mr. Ashok K. Kapur's previous term as the Whole-time director of the Company expired on May 31, 2023.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution passed on May 16, 2023 approved re-appointment of Mr. Ashok K. Kapur as the Whole-time Director of the Company with effect from June 1, 2023 in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013, subject to approval of members.

Further, the Board of directors in its meeting held on 14th August, 2023 on the recommendation of the Nomination and Remuneration Committee, revised the terms of re-appointment and remuneration of Mr. Ashok K Kapur, and re-designated him as the Managing Director.

Since, Mr. Ashok K. Kapur has attained the age of 76 years and as per Schedule V of the Companies Act, 2013, the approval of shareholders by Special Resolution at the general meeting of the Company or approval of the Central Government would be required for his re-appointment as Managing Director. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Mr Ashok K. Kapur is a Mechanical Engineer having 52 years of experience in Gelatine industry. He has contributed immensely to the growth of the Company and his vast and rich experience in Gelatine Industry will be beneficial to the company. He has been the Chairman of Ossein & Gelatine Manufacturers' Association of India and a Director of Gelatine Manufacturers Association of Asia Pacific and the Chairman of Ossein and Gelatine Panel of CAPEXIL. He is overall in-charge of the Company embracing the whole gamut of operations.

The details of remuneration payable to Mr. Ashok K. Kapur and the terms and conditions of the appointment are given below:

1. Period of appointment - Three year from June 1, 2023 to May 31, 2026.
2. Nature of Duties: Mr. Kapur shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

Remuneration, perquisites, allowances and benefits:

	Amount (₹)
(i) Remuneration:	
Basic Pay	₹ 2,50,000 p.m.
(ii) Perquisites & Allowances:	
HRA/Company Accommodation	
- 50% of the Basic Pay	₹ 125,000 p.m.
Conveyance Allowance	₹ 15,000 p.m.
Special Allowance	₹ 30,000 p.m.
Co.'s contribution to Provident Fund (12% on the basic as per the Company's rules)	₹ 30,000 p.m.
Total	₹ 4,50,000 p.m.
Leave Travel Allowance	One month basic pay
Medical reimbursement of actual expenses / allowance for self and family	One month basic pay
Personal Allowance	₹ 1,00,000 p.a.
Annual increment: 10% on the Basic pay.	
Performance based bonus / incentive: On achieving an EBITDA (Before other income and interest income) of ₹ 20 Crores – ₹ 5 Lakhs	
On the EBITDA above ₹ 20 crores, an additional 1% of the EBITDA above ₹ 20 crores	
Special One time Bonus – ₹ 5,00,000/- (Rupees Five Lacs only)	
(iii) Other benefits:	
(a) Earned / privilege leave – As per the rules of the Company	
(b) Gratuity – As per the rules of the Company	
(c) Encashment of leave – As per the rules of the Company	
(d) Company telephone – Use of the Company's telephone at the residence for official purposes, as per the rules of the Company	
(e) Chauffeur driven car.	

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year closing on and after March 31, 2023, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Ashok K. Kapur the above mentioned remuneration by way of salary, performance bonus and other allowances not exceeding the limits specified under Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the government from time to time as minimum remuneration.

4. The agreement, executed between the Company and Mr. Ashok K. Kapur, may be terminated by either party by giving three months' notice in writing of such termination.
5. The terms and conditions of the appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit, subject to such approvals as may be required.
6. The terms and conditions of the appointment of Mr. Kapur also include clauses pertaining to adherence with the Code of Conduct, no conflict of interest with the Company and maintenance of confidentiality.
7. Mr. Kapur shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

None of the director, except Mr. Ashok K Kapur, is deemed to be interested or concerned in his re-appointment and remuneration payable to him as a managing director. The terms of re-appointment of Mr. Ashok K. Kapur, as stated in this notice, may be treated as the abstract of terms and conditions of re-appointment and memorandum of interest under Section 190 of the Companies Act, 2013. The copies of relevant resolutions of the Board and agreement with respect to the re-appointment is available for inspection by members at the registered office of the Company during working hours on any working day till the date of this AGM.

The Directors are of the view that the re-appointment of Mr. Ashok K. Kapur as the Managing Director will be beneficial to the operations of the company. The Board accordingly recommends the resolution as set out in Item No. 3 of the Notice for approval of the members.

Except Mr. Ashok K Kapur, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at item No. 3 of the Notice

Item No. 4

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. S. Annamalai (DIN -00001381) for the office of Non-Executive Non-Independent Director of the Company.

Mr. S. Annamalai aged about 76 years, is a Bachelor of Technology (Chem Engg.). He has a vast experience in successfully managing Chemical Industries over a period of 5 decades.

In 1973 he was appointed as the Managing Director of Pandian Chemicals Ltd (PCL), which is the largest producer of Potassium Chlorate in India.

He was also involved in setting up an exclusive factory for the supply of perchlorate to DRDO for use in Missiles.

He has also setup the first Private Sector Wind Farm in India in Muppandal, Kanyakumari District in 1990 for the purpose of harnessing renewable energy.

Since 2006, he is the Managing Director of Pioneer Jellice India Private Limited (PJI), a Company with Japanese collaboration for manufacture of Ossein, Dicalcium Phosphate and Gelatine. PJI has Joint Venture Gelatine plants in Netherlands and Taiwan.

He also holds Directorship in many companies including Metal Powder Company Ltd., Sree Ayyanar Spinning & Weaving Mills Private Limited etc.

Mr. Annamalai is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company.

The other details of Mr. S. Annamalai in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. S. Annamalai vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 4 of this Notice as a Special Resolution (since Mr. S. Annamalai has attained the age of 75 years) relating to the appointment of Mr. S. Annamalai as a Non-Executive Non-Independent Director liable to retire by rotation, for your approval.

The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

Except Mr. S Annamalai and Mr. S Maheshwaran, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at item No. 4 of the Notice.

Item No. 5

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. S. Maheswaran (DIN: 00143046) for the office of Non-Executive Non-Independent Director of the Company.

Mr. S. Maheswaran (DIN: 00143046), aged about 75 years, is a Bachelor of Commerce and having a vast experience of managing the manufacturing industries for last five decades. He is a Managing Director of Asia Match Company Private Limited, Sivakasi.

He is also on the Board of Standard Fireworks Pvt. Ltd., Sivakasi, Pioneer Asia Group of Companies, Sivakasi. The Group has interest in various business enterprises like Safety Matches, Printing, Textiles, Wind Energy and Chemicals in India, Sri Lanka, Taiwan & Netherlands

Mr. S. Maheswaran is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company.

The other details of Mr. S. Maheswaran in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. S. Maheswaran vast knowledge and varied industry experience will be of great value to the Company and has recommended the Resolution at Item No. 5 of this Notice as a Special Resolution (since Mr. S. Maheswaran has attained the age of 75 years) relating to the appointment of Mr. S. Maheswaran as a Non-Executive Non-Independent Director liable to retire by rotation, for your approval.

The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

Except Mr. S. Maheswaran and Mr. S. Annamalai, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at item No. 5 of the Notice.

Item No. 6

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. B. Vijayadurai (Mr. Vijayadurai) - (DIN: 07403509) for the office of Independent Director of the Company.

Mr. B. Vijayadurai (DIN: 07403509) holds Master's degree in Commerce, and is a practicing Chartered Accountant by profession.

He has a vast experience in Financial Accounting Auditing, Taxation, GST, Financial Analysis, ERP Implementation, Fund Raising & Mobilisation, Compliance, etc. He has a vast experience in the field of audits such as statutory, internal and tax audit, or various banks, companies, NGO's Educational institutions

He is an Independent Director on the Board of Tamilnad Mercantile Bank Ltd. He does not hold any shares in the company.

The other details of Mr. B. Vijayadurai in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Mr. B. Vijayadurai is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. B. Vijayadurai fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. B. Vijayadurai vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 6 of this Notice as a Special Resolution relating to the appointment of Mr. B. Vijayadurai as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 14th July, 2023 upto 13th July, 2028, for your approval.

Mr. B. Vijayadurai has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Mr. B. Vijayadurai as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.narmadagelatines.com.

Except, Mr. B. Vijayadurai, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 6 of the Notice.

Item No. 7

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mrs. Manimegalai Thangamani (Mrs. T. Manimegalai) - (DIN: 10234123) for the office of Independent Director of the Company.

Mrs. Manimegalai Thangamani (Mrs. T. Manimegalai) (DIN: 10234123) holds bachelor degree in Commerce and a Rank holder of Bharathiar University in the year 1989.

She is a Fellow Member of the Institute of Chartered Accountants of India (ICAI), holding Certificate of Practice since 2014.

A Versatile accounting management professional with vast experience in preparing, examining, and analyzing accounting records, financial statements and other financial reports. As a Practising Chartered Accountant have done Audit of Various Companies and Charitable Institutions, besides doing tax and statutory filings.

As Office bearer of Madurai Branch of the Institute of Chartered Accountants of India since 2019, served in various positions and was the Chairperson of Madurai Branch of ICAI during the year 2022-23.

She does not hold any shares in the company.

The other details of Mrs. T. Manimegalai in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Mrs. T. Manimegalai is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mrs. T. Manimegalai fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mrs. T. Manimegalai vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 7 of this Notice as a Special Resolution relating to the appointment of Mrs. T. Manimegalai as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 14th July, 2023 upto 13th July, 2028, for your approval.

Mrs. T. Manimegalai has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received:-

- i. the consent in writing to act as Director and
- ii. intimation that she is not disqualified under section 164(2) of the Companies Act, 2013.
- iii. a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Mrs. T. Manimegalai, as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.narmadagelatines.com

Except, Mrs. T. Manimegalai, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 7 of the Notice.

By Order of the Board of Directors

For Narmada Gelatines Limited

Meenu Sharma
Company Secretary

Place: Jabalpur
Date: 14th August, 2023

Registered Office:
CARAVS,
Room No. 28
15, Civil Lines, Jabalpur - 482 001

Notes:

In accordance with the Act, read with the Rules made thereunder and General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), Companies are allowed to hold the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ("SEBI"), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The company may hold such meeting with physical presence of some members. In accordance with the above mentioned MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and with the permission of authorities, the AGM of the Company is being held with physical presence of the members as provided under Section 96 of the Act.

- (a) The Register of Members and the Share Transfer Register will remain closed from Tuesday, 19th September to 25th September, 2023 (both days inclusive) for the purpose of this AGM.
- (b) The Company is providing facility for voting on the business set out in the Notice by electronic means. Instructions and other information relating to e-voting are given in this Notice. The Company will also send a separate communication relating to remote e- voting which, inter alia, would contain details about User ID and password along with a copy of this Notice.
- (c) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable. A Proxy form is attached to this Notice.
- (d) Corporate / institutional members intending to send their authorized representatives to attend and vote at the AGM pursuant to Section 113 of the Act, are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at asimsecy@gmail.com.
- (e) Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per provisions mentioned in clause 1(1.2.5) of the Secretarial Standard - 2 on 'General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, for person seeking re- appointment/appointment as director, are annexed to this Notice and in the Corporate Governance Report forming part of the Annual Report.
- (f) Members and proxy holders are requested to bring their attendance slip to the Meeting.
- (g) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
- (h) SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Request for transfer / transmission / transposition / consolidation of securities/ issue of duplicate share certificate shall not be processed unless the securities are held in the dematerialised 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. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at <https://www.narmadagelatines.com> in the download section of investor information.

Members can contact the Company's Registrar and Transfer Agent, M/s.CB Management Services Pvt. Ltd. at rta@cbmsl.com for assistance in this regard..
- (i) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (j) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m., up to the date of the Meeting and 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 Directors are interested maintained under Section 189 of the Act will be available for inspection by the members during the AGM.

- (k) Members are requested to notify immediately:
- to their Depository Participants (DP) in respect to their Electronic Share Account; and
 - to the Company at its Registered Office or to the Registrars and Share Transfer Agents (RTA) of the Company in respect of their physical share holdings in prescribed Form No. ISR-1 (format is available on the website of the company at <https://www.narmadagelatines.com>) quoting their folio number and enclosing the self attested supporting document (i) self- attested copy of the PAN card and (ii) cancelled cheque leaf.

any change of address and also particulars of their Bank Accounts viz. Name of Bank, Branch, complete address of the Bank and Account Number for printing the same on the Dividend Warrants to avoid fraudulent encashment.

- (l) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company in Form No. ISR-1.

Further, to receive the dividend, if any on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to the RTA – M/s. CB Management Services Pvt. Ltd., before 15th September, 2023:

- Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, mobile number and following details relating to the bank account in which the dividend is to be received:
 - Name of Bank and Bank Branch;
 - Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
 - 11-digit IFSC Code
 - 9 digit MICR Code.
- Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- Self-attested copy of the PAN Card; and
- Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

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.

- (m) 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 maresh.verma@narmadagelatines.com before 5:00 p.m. (IST) on Friday, September, 15, 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.
- (n) Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), the Company has transferred the unpaid or unclaimed dividends upto the financial years ended 31st March, 2015, from time to time, to the Investor Education and Protection Fund (IEPF) established under Section 205C of the Act. In accordance with the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 22nd September 2022 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs (MCA). Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.
- (o) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended from time to time, the Company has, during financial year 2022-23, transferred to the IEPF Authority all equity shares of the Company in respect of which dividends for seven consecutive years or more remaining unpaid or unclaimed as on the due date of transfer. Members may note that shares as well as unclaimed dividend transferred to IEPF Authority can be claimed back from them. Concerned members / Investors are advised to visit the weblink: : <http://iepf.gov.in/IEPFA/refund.html> for lodging claim for refund of shares and / or dividends from the IEPF authority, in Form No. IEPF-5 as available on www.iepf.gov.in.
- (p) In terms of the provisions of Section 72 of the of the Companies Act, 2013, read with Rule 19 of the Companies (Share Capital & Debentures) Rules, 2014, 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.SH13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH- 14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the website of the company <https://www.narmadagelatines.com>. 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.
- (q) Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar & Share Transfer Agents, M/s. CB Management Services Pvt. Ltd.

- (r) 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 not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- (s) Non-Resident Indian members are requested to inform the Company's Registrar and Share Transfer Agents immediately of:
- change in the residential status on return to India for permanent settlement; and
 - particulars of their Bank account maintained in India with complete name, branch, account type, account no. and address of the bank, if not furnished earlier.
- (t) Electronic copy of the Annual Report and Notice of the 62nd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same.

Dispatch of Annual Report through electronic mode: In compliance with the General Circulars No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021 and Circular No. 10/2022 dated December 28, 2022 issued by the MCA and the SEBI Circulars Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

- (u) Members may also note that the Notice of the 62nd Annual General Meeting and the Annual Report for the financial year ended March 31, 2023 will be available on the Company's website <https://www.narmadagelatines.com>, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com.

Members are also requested to inform their correct e-mail address, if any, to the Depositories (if shares held in demat form) and to the Registrars and share transfer agents by visiting their website namely "www.cbsl.com/green.php" (if shares held in physical form) in compliance of Green Initiative as per circular No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the company to send notice/documents through e-mail.

Members who do not have access to e-voting facility may write to the Company of their intention to exercise their assent or dissent on shareholders' resolution by way of postal ballot. The company shall provide postal ballot facility to such members.

- (v) Voting through electronic and other means:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the AGM ('remote e-voting').

- The facility for voting through ballot or polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot or polling paper.
- The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.
- The voting rights of shareholders shall be reckoned on the paid-up value of equity shares registered in the name of the member beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 18th September, 2023.
- 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. 18th September, 2023 only shall be entitled to avail the facility of remote e-voting /ballot poll.
- The Board of Directors of the Company has appointed Dr Asim Kumar Chattopadhyay, Practicing Company Secretary (ICSI Membership No. FCS 2303), "AMATRI ASHIS" 10, Kumar Para Lane, Ganges Side, Alambazar, Kolkata-700035, as the Scrutinizer to scrutinize the remote e-voting and Mr. Tapan Badkul, Cost and Management Accountant, Jabalpur as the Scrutinizer to scrutinize the voting process at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's report and submit the same to the Chairman. The results declared alongwith the consolidated Scrutinizer's report shall be placed on the website of the Company www.narmadagelatines.com and on the website of CDSL, and the results shall simultaneously be communicated to the BSE Limited.
- The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 25th September, 2023

Members are requested to read the instructions below carefully before exercising their vote through remote e-voting.

These details and instructions form an integral part of Notice for the Annual General Meeting to be held on 25th September, 2023.

Steps for E-voting

The instructions of Shareholders for remote E-voting are as under:

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

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

- (i) The remote e-voting period begins on 22nd September, 2023 at 9:00 am and ends on 24th September, 2023 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

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

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

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details

- (vi) After entering these details appropriately, click on "SUBMIT" tab
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; asimsecy@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

By Order of the Board of Directors
For Narmada Gelatines Limited

Meenu Sharma
Company Secretary

Place : Jabalpur
Date : 14th August, 2023

Registered Office:
CARAVS, Room No. 28
15, Civil Lines, Jabalpur – 482 001

Details of Directors seeking appointment and re-appointment at the 62nd Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name	:	Mr. Ashok K. Kapur
DIN	:	00126807
Date of Birth	:	04.11.1947
Date of Appointment / Re-appointment in AGM	:	21.09.2021
Qualification	:	Mechanical Engineer
Expertise in specific functional areas and past experience	:	52 years of experience in Gelatin industry and he is ex-Chairman of Ossein & Gelatine Manufacturers' Association of India and Director of Gelatine Manufacturers Association of Asia Pacific and ex-Chairman Ossein and Gelatine Panel CAPEXIL.
Directorship in other companies	:	M/s GWL Properties Limited, SMN Engineers Limited, Jumbo Electronics Corporation Pvt. Ltd., Firestorm Electronics Corporation Pvt. Ltd., Primo Enterprises Pvt. Ltd., Aasman Management Services Pvt. Ltd. and Dandvati Investments and Trading Company Pvt. Ltd.
Memberships/ Chairmanships of committees across public companies	:	Narmada Gelatines Ltd. - Stakeholder's Relationship Committee - Member
Shareholding	:	1050 equity shares.

Name	:	Mr. S. Annamalai
DIN	:	00001381
Date of Birth	:	26.01.1947
Date of Appointment / Re-appointment in AGM	:	14.07.2023
Qualification	:	Chemical Engineer
Expertise in specific functional areas and past experience	:	52 years of experience. In managing Chemical Industries over a period of 5 decades. In 1973 he was appointed as the Managing Director of Pandian Chemicals Ltd (PCL), which is the largest producer of Potassium Chlorate in India. He was also involved in setting up an exclusive factory for the supply of perchlorate to DRDO for use in Missiles. He has also setup the first Private Sector Wind Farm in India in Muppandal, Kanyakumari District in 1990 for the purpose of harnessing renewable energy. Since 2006, he is the Managing Director of Pioneer Jellice India Private Limited (PJI), a Company with Japanese collaboration for manufacture of Ossein, Dicalcium Phosphate and Gelatine. PJI has Joint Venture Gelatine plants in Netherlands and Taiwan. Ex- Chairman of Tamilnad Mercantile Bank Ltd.
Directorship in other companies	:	Pandian Chemicals Limited, The Metal Powder Company Limited, Mepco Industries Limited, Pioneer Jellice India Private Limited, Ashok Matches And Timber Industries Private Limited, Asia Match Company Private Limited, Sree Ayyanar Spinning And Weaving Mills Private Limited, Pioneer Nf Forgings India Private Limited, Niranjan Sankar Enterprises Private Limited, Amman Match Private Limited
Memberships/ Chairmanships of committees across public companies	:	Narmada Gelatines Ltd. - Nomination & Remuneration Committee – Member
Shareholding	:	Nil

Details of Directors seeking appointment and re-appointment at the 62nd Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name	:	Mr. S Maheswaran
DIN	:	00143046
Date of Birth	:	07.09.1948
Date of Appointment / Re-appointment in AGM	:	14.07.2023
Qualification	:	B.Com
Expertise in specific functional areas and past experience	:	55 years of experience In Matches and Fireworks Industries, President of All India Chamber of Match Industries, Sivakasi, Former President of Tamilnadu Fireworks & Amorges Manufacturers Association, Sivakasi
Directorship in other companies	:	Sankar & Parvathi Estates Private Limited, Pioneer Nf Forgings India Private Limited, Sree Ayyanar Spinning And Weaving Mills Private Limited, Asia Timber Products Private Limited, Standard Paper Containers Private Limited, Para Enterprises Private Limited, Modern Matches Private Limited, Asia Match Company Pvt. Ltd., Ashok Matches And Timber Industries Private Limited, Bell Pyrotechnics Pvt Ltd, Standard Fire Works Private Limited; Rajaratnam Fireworks Private Limited, Standard Pyrotechnics Ltd, Pioneer Jellice India Private Limited, Pioneer Wincon Energy Systems Private Limited, Pradeep Sankar Enterprises Private Limited, Pioneer Xenergy Private Limited, All India Chamber Of Match Industries
Memberships / Chairmanships of committees across public companies	:	Nil
Shareholding	:	Nil

Name	:	Mr. B Vijayadurai
DIN	:	07403509
Date of Birth	:	06.04.1974
Date of Appointment / Re-appointment in AGM	:	14.07.2023
Qualification	:	Chartered Accountant
Expertise in specific functional areas and past experience	:	20 years of experience In Accounting, Taxation and Audit. He has vast experience in Financial Accounting Auditing, Taxation, GST, Financial Analysis, ERP Implementation, Fund Raising & Mobilisation, Compliance, etc. He has a vast experience in the field of audits such as statutory, internal and tax audit, or various banks, companies, NGO's Educational institutions
Directorship in other companies	:	Sankar & Parvathi Estates Private Limited, Pioneer Nf Forgings India Private Limited, Sree Ayyanar Spinning And Weaving Mills Private Limited, Asia Timber Products Private Limited, Standard Paper Containers Private Limited, Para Enterprises Private Limited, Modern Matches Private Limited, Asia Match Company Pvt. Ltd., Ashok Matches And Timber Industries Private Limited, Bell Pyrotechnics Pvt Ltd, Standard Fire Works Private Limited; Rajaratnam Fireworks Private Limited, Standard Pyrotechnics Ltd., Pioneer Jellice India Private Limited, Pioneer Wincon Energy Systems Private Limited, Pradeep Sankar Enterprises Private Limited, Pioneer Xenergy Private Limited, All India Chamber of Match Industries
Memberships / Chairmanships of committees across public companies	:	Tamilnad Merchantile Bank Ltd. - Audit Committee-Member - Stakeholders Committee-Member Narmada Gelatines Ltd. - Nomination & Remuneration Committee-Chairman - Audit Committee – Chairman - Stakeholder's Relationship Committee - Member
Shareholding	:	Nil

Details of Directors seeking appointment and re-appointment at the 62nd Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name	:	Mrs. Manimegalai Thangamani
DIN	:	10234123
Date of Birth	:	20.02.1969
Date of Appointment / Re-appointment in AGM	:	14.07.2023
Qualification	:	Chartered Accountant
Expertise in specific functional areas and past experience	:	7 years of experience In Accounting, Taxation and Audit. Rank holder of Bharathiar University in the year 1989. She is Done Audit of Various Companies and Charitable Institutions , besides doing tax and statutory filings. As Office bearer of Madurai Branch of the Institute of Chartered Accountants of India since 2019, served in various positions and was the Chairperson of Madurai Branch of ICAI during the year 2022-23.
Directorship in other companies	:	Nil
Memberships/ Chairmanships of committees across public companies	:	Narmada Gelatines Ltd - Audit Committee – Member
Shareholding	:	Nil



NARMADA GELATINES LIMITED

CIN: L24111MP1961PLC016023

Registered office : 28, CARAVS, 15 Civil Lines, Jabalpur - 482001, M.P.

Website : www.narmadagelatines.com, Email : ngljbp@rediffmail.com

Tel : Phone : (0761) 9893276521

ATTENDANCE SLIP

62nd ANNUAL GENERAL MEETING – 25th September, 2023

DP ID	Folio No.
Client ID	No. of Shares

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder* of the Company.

*Strike out whichever is not applicable.

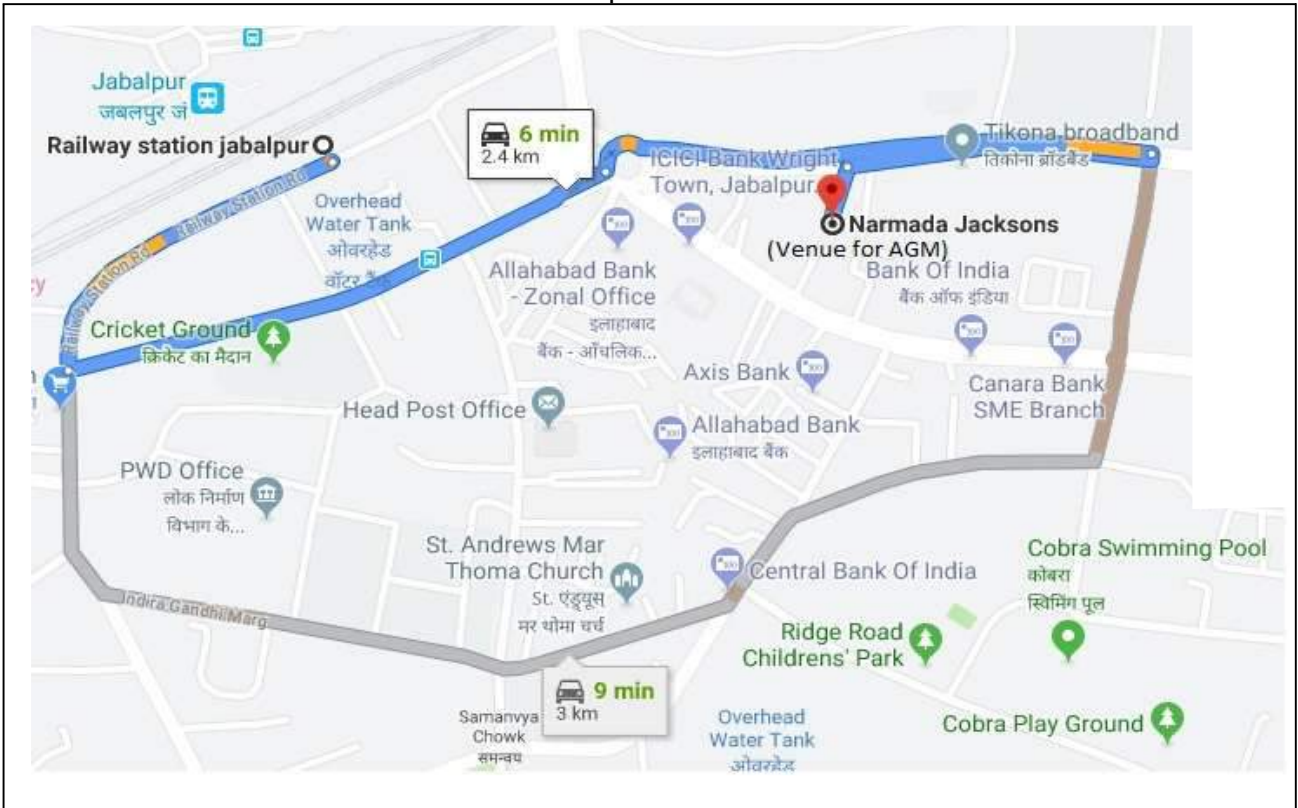
I hereby record my presence at the 62nd ANNUAL GENERAL MEETING of the Company held on Monday, 25th September, 2023 at 12:00 noon at Hotel Narmada Jacksons, South Civil Lines, Jabalpur-M.P.

Member's/Proxy's Name in BLOCK Letters

Member's / Proxy's Signature

Note : Please fill in this Attendance Slip and hand it over at the Entrance of the Hall.

Route Map of AGM Venue





NARMADA GELATINES LIMITED

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FORM No. MGT 11 - PROXY FORM

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

62nd ANNUAL GENERAL MEETING – 25th September, 2023

Name of Member(s) _____ DP ID* : _____
Registered Address _____ Client ID* : _____
E-mail ID _____ Folio No. : _____

*Applicable for investors holding shares in electronic form

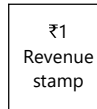
I / We, being the member(s) of _____ shares of Narmada Gelatines Limited, hereby appoint:

1. _____ of _____ E-mail Id : _____ or failing him
2. _____ of _____ E-mail Id : _____ or failing him
3. _____ of _____ E-mail Id : _____

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 62nd Annual General Meeting of the Company, to be held on Monday the 25th day of September, 2023 at 12:00 noon at Hotel Narmada Jacksons, South Civil Lines, Jabalpur, M.P. and at any adjournment thereof in respect of such resolutions as are indicated below (see note iv below):

S. No.	Resolutions	Vote		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To consider and adopt the audited Financial Statements, Reports of the Board of Directors and Auditors			
2	To confirm the interim dividend of ₹100 per equity share of ₹10 each of the Company and consider the same as final dividend for the financial year ended 31 st March, 2023			
SPECIAL BUSINESS				
3	Re-Appointment of Mr. Ashok K. Kapur as the Managing Director			
4	Appointment of Mr. S. Annamalai as director of the Company			
5	Appointment of Mr. S. Maheswaran as director of the Company			
6	Appointment of Mr. B.Vijayadurai as an independent director			
7	Appointment of Mrs. Manimegalai Thangamani as an independent director			

Signed this _____ day of _____ 2023



Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- ii. A Proxy need not be a member of the Company.
- iii. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iv. This is optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- v. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
- vi. In case of joint holders, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.

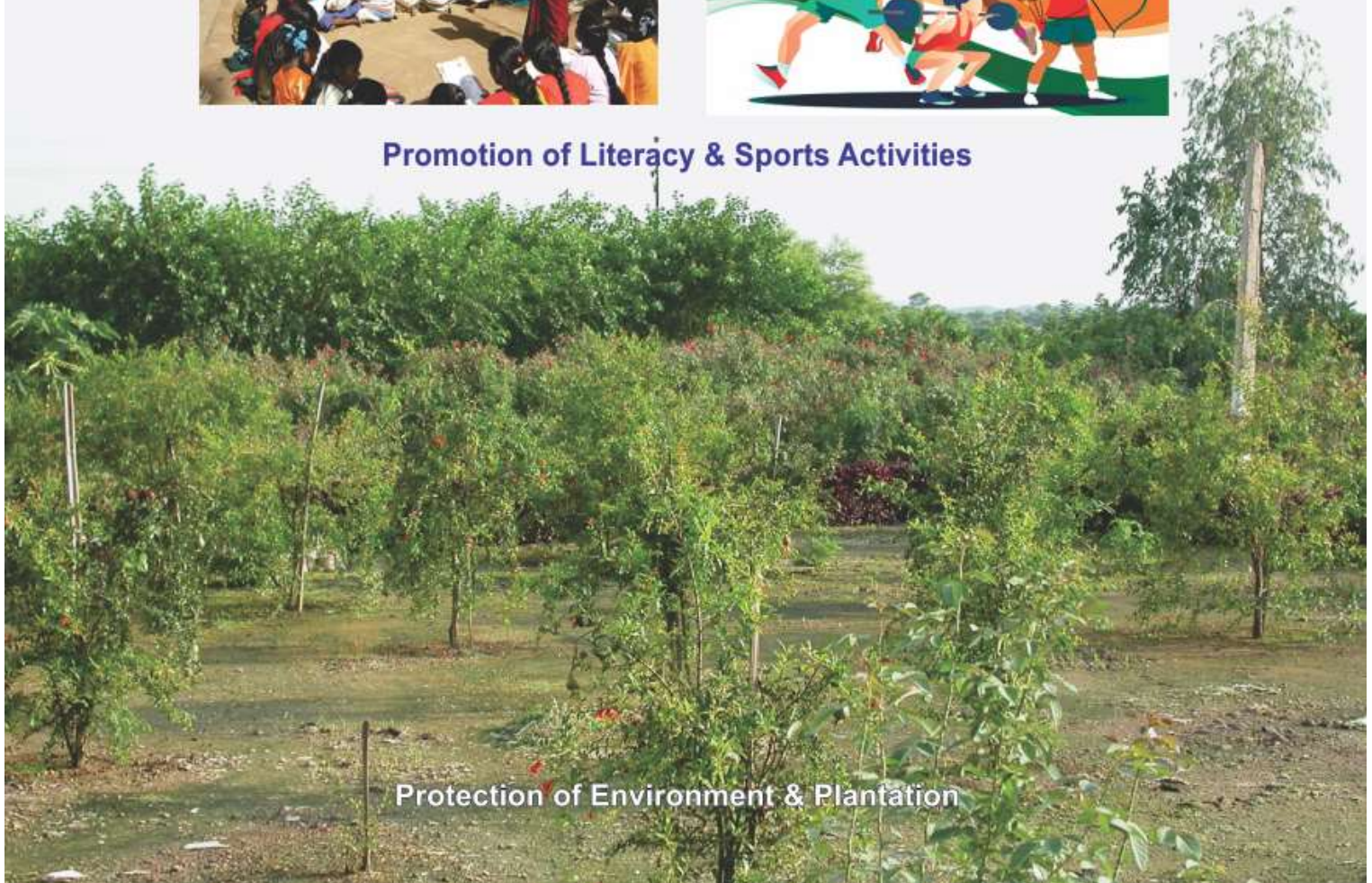
RESPONSIBILITY TOWARDS SOCIETY



**Helping the Orphans & Elderly People
Eradication of Hunger**



Promotion of Literacy & Sports Activities



Protection of Environment & Plantation



Narmada Gelatines Limited
Caravs, Room No. 28, 15, Civil Lines, Jabalpur - 482001