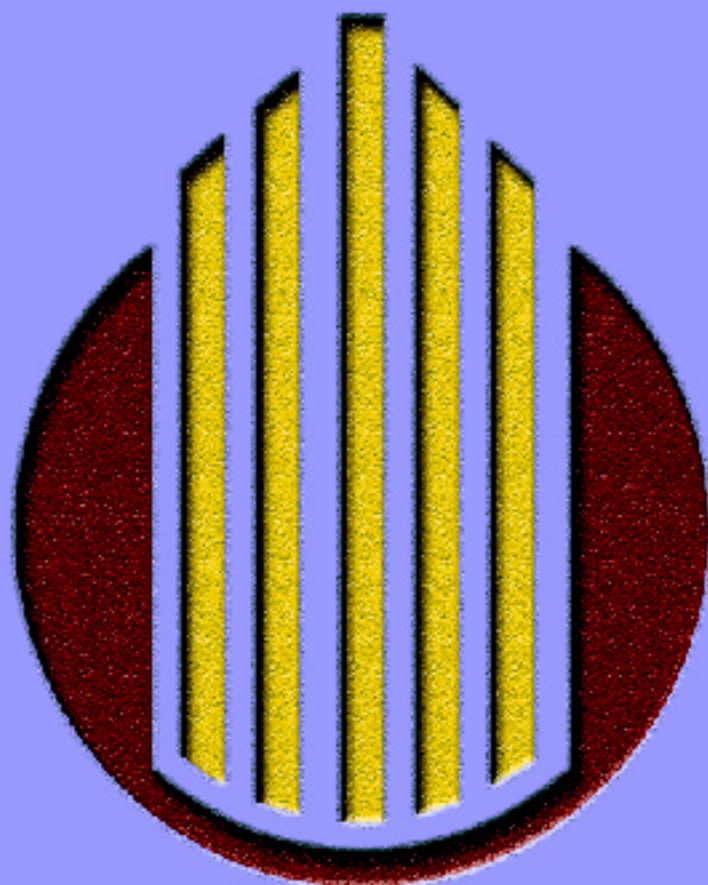


27TH ANNUAL REPORT
2022-2023



Shalimar
Wires Industries Limited

Our beloved founder chairman



Sri S. N. Khaitan
(1922-1999)

*He continues to guide us towards Excellence
through Latest Technology, Customer
Satisfaction and Exports.*

He lives in the hearts of tomorrow.

Corporate Information

BOARD OF DIRECTORS

Chairman & Managing Director

SUNIL KHAITAN

Directors

PARMANAND TIWARI

DR. RAJIVA

MRS. TRISHNA GUHA

ARINDAM BISWAS

(Nominee Director representing ARCIL till 20th May, 2022)

Key Managerial Personnel

S. J. SENGUPTA – President & Chief Financial Officer

S. K. KEJRIWAL – Vice President (Corporate Affairs) & Company Secretary

Advocates

Khaitan & Co.

Chaubey & Co.

Statutory Auditor

Khandelwal Ray & Co.

Bankers

Kotak Mahindra Bank Limited

Registered and Head Office

25, Ganesh Chandra Avenue

Kolkata- 700 013

CIN : L74140WB1996PLC081521

Tel : 91-33-22349308/09/10, Fax: 91-33-2211 6880

Email : swilho@shalimarwires.com

website : www.shalimarwires.com

CIN No. L74140WB1996PLC081521

Registrar & Share Transfer Agent

Maheshwari Datamatics Pvt. Ltd.

23 R.N. Mukherjee Road

Kolkata – 700 001

Tel.Nos: (033) 2243-5029/5809, 22482248

Fax : (033) 2248 4787

E-mail : mdpldc@yahoo.com

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Notice

Notice is hereby given that the 27th Annual General Meeting of the members of **SHALIMAR WIRES INDUSTRIES LIMITED** will be held on Friday, the 30th June, 2023 at 11.00 A.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose Registered office at 25, Ganesh Chandra Avenue, Kolkata- 700 013 shall be deemed for venue of meeting and proceeding of the AGM shall be deemed to be made thereat, to transact the following business :

Ordinary Business :

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Khaitan (DIN: 00385961) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business :

3. To consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Sections 196,197,203 and other applicable provision, if any, of the Companies Act, 2013 (the Act) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) ('the Act'), or any other law for the time being in force and in pursuance of articles of association of the Company and on the recommendation of Nomination and Remuneration Committee of the Board and the Board of Directors, consent of the Company be and is hereby accorded for the reappointment of Mr. Sunil Khaitan as Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2023, whose office shall be liable to determination by retirement of directors by rotation, on the terms and conditions including remuneration set out in the Explanatory Statement and the Board be and is hereby authorized to enter into a formal agreement for this purpose."

"RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the Act, the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and are hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. Sunil Khaitan, within such prescribed limit(s) or ceiling and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting."

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year during the term of Mr. Sunil Khaitan as Managing Director, the remuneration as set out in the explanatory statement annexed to the notice be paid or granted to Mr. Sunil Khaitan as minimum remuneration provided that the total remuneration by way of salary and all other allowances shall not exceed the ceiling laid down in Section II of Part II of Schedule V to the Act or such other amount as may be provided in the said schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals if any, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable

Notice (contd.)

provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Parmanand Tiwari (DIN 00731341) who holds the office of Independent Director up to 12th August, 2023 and being eligible, offers himself for re-appointment and has submitted a declaration that he continues to meet the criteria of Independence under Section 149(6) of the Companies Act, 2013 and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term of five years from 13th August, 2023 to 12th August, 2028 notwithstanding that he will be attaining the age of seventy five years during his tenure as Independent Director with the Company."

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, Dr. Rajiva (DIN 05193258) who holds the office of Independent Director up to 12th August, 2023 and being eligible, offers himself for re-appointment and has submitted a declaration that he continues to meet the criteria of Independence under Section 149(6) of the Companies Act, 2013 and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term of five years from 13th August, 2023 to 12th August, 2028 notwithstanding that he will be attaining the age of seventy five years during his tenure as Independent Director with the Company."

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with applicable rules made there under, (including any statutory amendment(s), modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Regulations" or "Listing Regulations"), as amended from time to time, articles of association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Vedant Khaitan (DIN: 06942868), who was appointed as an Additional Director and is eligible for appointment holds office upto the date of this Annual General Meeting ('AGM') 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 the Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

7. To consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provision, if any, of

Notice (contd.)

the Companies Act, 2013 (the Act) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) ('the Act'), or any other law for the time being in force and in pursuance of articles of association of the Company and on the recommendation of Nomination and Remuneration Committee of the Board and the Board of Directors, consent of the Company be and is hereby accorded for the appointment of Mr. Vedant Khaitan as Joint Managing Director of the Company for a period of 3 (three) years with effect from 1st June, 2023, whose office shall be liable to determination by retirement of directors by rotation, on the terms and conditions including remuneration set out in the Explanatory Statement and the Board be and is hereby authorized to enter into a formal agreement for this purpose."

"RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the Act, the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and are hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. Vedant Khaitan, within such prescribed limit(s) or ceiling and the agreement between the Company and the Joint Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting."

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year during the term of Mr. Vedant Khaitan as Joint Managing Director, the remuneration as set out in the explanatory statement annexed to the notice be paid or granted to Mr. Vedant Khaitan as minimum remuneration provided that the total remuneration by way of salary and all other allowances shall not exceed the ceiling laid down in Section II of Part II of Schedule V to the Act or such other amount as may be provided in the said schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals if any, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Mitra Bose & Associates, Cost Accountants (Registration No. 000037), appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024 be paid remuneration of Rs.50,000/- (Rupees fifty Thousand only) plus Goods and Service Tax (GST) as applicable.

"RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and is/are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.

Place: Kolkata
27th May, 2023

By Order of the Board
Shalimar Wires Industries Limited

Registered Office:
25, Ganesh Chandra Avenue
Kolkata – 700 013

S.K. Kejriwal
Company Secretary
Membership No. ACS 10031

Notice (contd.)

Notes :-

1. The Register of Members and the Share Transfer Register of the Company will remain closed from **Saturday, 24th June, 2023 to Friday, the 30th June, 2023** (both days inclusive).
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members are requested to:-
 - (i) Quote their Folio/ Client ID & DPID Nos. in all correspondence with the Registrar and Share Transfer Agent (RTA)/Company.
 - (ii) Register their e-mail IDs/ PAN/ Bank Account Details with RTA/ Company/respective Depository Participants (DP).
 - (iii) Note that in case of joint holders attending the meeting, only such joint holder whose name is first in the Register of Member will be entitled to vote.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shalimarwires.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the

Notice (contd.)

AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 2/2022 dated May 05, 2022 and MCA Circular No. 10/2022 dated December 28, 2022.
9. Since the AGM will be held through VC/ OAVM, the route map is not annexed with this Notice

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

The remote e-voting period begins on Tuesday, the 27th June, 2023 at 9.00 A.M. and ends on Thursday, the 29th June, 2023 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd June, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd June, 2023.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Notice (contd.)

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Notice (contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	<ol style="list-style-type: none"> 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Notice (contd.)

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN12***300*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Notice (contd.)

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Notice (contd.)

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com < e-mail ID of Scrutinizer > with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company at secretarial@shalimarwires.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company at secretarial@shalomarwires.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Notice (contd.)

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@shalimarwires.com latest by 4:00 P.M. on 19th June, 2023.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at secretarial@shalimarwires.com latest by 4:00 P.M. on 19th June, 2023. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.
11. Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, e-mail, mobile number etc. to the Company's Registrar & Share Transfer Agent (RTA) in prescribed Form **ISR – 1** and other forms pursuant to SEBI Circular dated 16th March, 2023. The said form can be downloaded from the website of the RTA at www.mdpl.in

Maheshwari Datamatics Pvt. Ltd.

(Unit: Shalimar Wires Industries Limited)

23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001

E-mail: mdpldc@yahoo.com • Website: www.mdpl.in

12. Members holding the Company's shares in dematerialized form are requested to intimate all changes relating to their bank account, registered address, PAN, e-mail ID, nomination, Electronic Clearing Service (ECS) mandates etc. to their respective DPs, if they have not done so already.

Notice (contd.)

13. Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer, transmission or transposition of securities, shall be effected only in dematerialized form. Further, investor service requests such as issue of duplicate securities certificate, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios shall be issued in dematerialized form only in compliance with SEBI Circular dated 25th January, 2022. Members are requested to submit service requests in Form ISR-4 duly filled and signed, available for download on the website of the Registrar (<https://www.mdpl.in>). Please note that service requests can be processed only after the folio is KYC compliant. Members holding shares of the Company in physical form are requested to consider dematerializing shares held by them in physical form.
14. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request for nomination may be made to the Company or its RTA in **Form SH – 13**. If a Member desires to opt out or cancel the earlier nomination and record afresh nomination, he / she may submit the same in **Form ISR – 3** or **Form SH – 14** as the case may be. The said form can be downloaded from the website of the RTA at www.mdpl.in
15. All documents referred to in the accompanying notice and the statement annexed thereto shall be made available for inspection through electronic mode, on the basis of request being sent at secretarial@shalimarwires.com.
16. The scanned copies of Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts and Arrangements in which directors are interested and the relevant documents referred to in this notice will be available electronically for inspection by the members during the AGM.
17. Members who are holding 14% Partly convertible Debentures of Rs. 30/- each and have not yet surrendered their debenture certificate(s) are requested to surrender the same to the Company at its Registered Office at 25, Ganesh Chandra Avenue, Kolkata-700 013 for redemption.
18. Mr. Mohan Ram Goenka, a Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
19. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, will download the votes cast at the AGM and unblock the votes cast through remote e-Voting and shall make, a consolidated Scrutinizer's Report. The results of the e-Voting will be declared by the Chairman or a person authorised by him in writing within 48 hours from the conclusion of the AGM.
20. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company (www.shalimarwires.com) and on the website of NSDL immediately. The results shall simultaneously be forwarded to the BSE Limited and CSE Limited, where the shares of the Company are listed.
21. Brief resume of Mr. Sunil Khaitan, Mr. Parmanand Tiwari, Dr Rajiva and Mr Vedant Khaitan proposed for appointment/re-appointment as a Managing Director/Jt. Managing Director/ Director at the ensuing Annual General Meeting in terms of Regulation 26 (4) and 36 (3) of the SEBI (LODR) Regulation, 2015 and Secretarial Standard for General Meetings (SS-2) is annexed hereto and forms part of this Notice. The Company is in receipt of relevant disclosures from the Directors pertaining to their appointment/ re-appointment.
22. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business as set out in this notice, is annexed hereto.

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Sunil Khaitan is presently Chairman & managing Director of the Company, a commerce graduate and having vast experience of more than 42 years in the industry. Mr. Khaitan has in-depth knowledge of the operation in manufacture of Synthetic wire cloth and other products manufactured by the Company and overall responsible for operation of the Company. His existing terms of appointment i.e. from 1st April, 2020 till 31st March, 2023 for a period of 3 years after obtaining shareholders approval by way of Special resolution in the general meeting held on 30th September, 2020, has expired on 31st March, 2023. The re-appointment falls due for renewal w.e.f. 01.04.2023. On the recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company at its meeting held on 27th May, 2023 have, subject to the approval of the members, re-appointed Mr. Sunil Khaitan (holding DIN: 00385961) as Managing Director of the Company for a period of 3 (three) years effective from 1st April, 2023 whose period of office shall be liable to determination by retirement of directors by rotation on the existing terms and conditions, which are as under:-

1. Salary at the rate of Rs.3,70,000/- (Rupees three Lac seventy thousand) per month. i.e. Rs.44,40,000 (Rupees forty four lacs forty thousand) per annum. In addition to the Salary, Mr. Khaitan shall also be entitled to get the following benefit:-
 - (a) To the perquisites/benefits like furnished accommodation/house rent allowances, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance etc. as per rules of the company. Perquisites/benefits will be evaluated at actual cost, and will not exceed Rs.3,30,000/- p.m. i.e. Rs. 39,60,000/- per annum. Total remuneration including perquisite/benefits shall not exceed Rs.7,00,000/- p.m. or Rs. 84,00,000/- per annum.

However, in computation of the aforesaid remuneration, the following perquisites shall not be included:

 - i) contribution to provident fund or superannuation fund to the extent these are whether singly or put together not taxable under the Income Tax Act, 1961;
 - ii) gratuity payable at a rate not exceeding half month's salary for each completed year of services; and
 - iii) encashment of leave at the end of the tenure.
 - (b) Mr. Khaitan shall also be entitled to earn/privilege leave on full pay and allowances as per rules of the Company but not exceeding one month's leave for every eleven months service under the Company provided that leave accumulated but not availed of will be allowed to be encashed in accordance with the rules of the Company.
2. Mr. Sunil Khaitan shall not so long as he functions as the Chairman & Managing Director of the Company be entitled to receive any fee for attending any of the Board or a Committee thereof.
3. The appointment of Chairman & Managing Director may be terminated by either party to the Agreement by giving to the other three months notice in writing in which event Mr. Sunil Khaitan shall be entitled to receive his remuneration hereunder up to the expiration of such notice.
4. In the event that the Company in any financial year during the aforesaid period, has no profits or its profits are inadequate, the remuneration payable to Mr. Sunil Khaitan shall not exceed the limits specified in Section II of Part II of Schedule V to the Act or any modification(s) or re-enactment thereof as minimum remuneration, subject to such approvals as may be required.

Therefore, it is proposed to seek the member's approval for the re-appointment of and remuneration payable to Mr. Sunil Khaitan as Managing Director, in terms of applicable provisions of the Act.

Annexure to the Notice (contd.)

This details of Mr. Sunil Khaitan seeking re-appointment at the ensuing AGM under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard for General Meeting (SS- 2) is annexed to the Notice.

A copy of the draft letter of appointment and agreement referred to in the proposed Special Resolution is available for inspection through electronic mode basis on the request being sent at secretarial@shalimarwires.com.

Mr. Sunil Khaitan, being appointee, and his relatives may be deemed to be concerned or interested in the resolution to the extent of the remuneration payable to him. No other Directors / Key Managerial Personnel of the Company / their relatives other than Mr. Vedant Khaitan, being appointed as a Director in this Annual General Meeting, in any way are concerned or interested "financially or otherwise" in the proposed resolution.

The Board of directors recommend passing of the proposed Special Resolution as set out at Item No. 3 of the notice. The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice in regard of Mr. Sunil Khaitan.

Item No. 4

The Members of the Company, in its meeting held on 29th September, 2018 had approved appointment of Mr. Parmanand Tiwari (DIN 00731341) as an Independent Director of the Company to hold office for a term from 13th August, 2018 to 12th August, 2023. He holds office as Independent Director of the Company up to 12th August, 2023 ("first term" in terms of the explanation to Sections 149(10) and 149(11) of the Act). Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report. Mr. Parmanand Tiwari, being eligible, offers himself to be re-appointed for a second term. The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Director and his consent for reappointment, has recommended reappointment of Mr. Parmanand Tiwari for a second term of five years from 13th August, 2023 to 12th August, 2028 as Independent Director on the Board of the Company. The Board, based on the performance evaluation of Independent Director and as recommended by the Nomination and Remuneration Committee, also considers that, given his background, experience and substantial contributions made by him during his tenure, the continued association of Mr. Parmanand Tiwari would be beneficial to the Company and it is desirable to continue availing his services as Independent Director. The Board therefore, proposed to reappoint Mr. Parmanand Tiwari as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years from 13th August, 2023 to 12th August, 2028. Mr. Parmanand Tiwari who has already completed the age of seventy three years, has been actively participating in all Board and Committee proceedings. Pursuant to Secretarial Standards on General Meetings, the performance evaluation of Mr. Parmanand Tiwari is summarized herein and the same serves as adequate justification for recommending his reappointment. The performance evaluation of Independent Director was based on various criteria, inter alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc. Mr. Parmanand Tiwari extensively helps in bringing judgment on the Board of Directors' deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct. He participates constructively and actively in the meetings of the Board which he is a member. He applies independent judgement and effectively deploys expertise and knowledge in Board proceedings, while keeping the interest of all the Stakeholders at the fore-front. He has upheld ethical standards of integrity and rectitude, maintained confidentiality and have also abstained from performing any action that would lead to loss of their independence.

In terms of Regulation 17(1A) of the Listing Regulations effective from 1st April, 2019, no Listed Company shall appoint a person or continue the directorship of any person as a Nonexecutive Director who has attained the

Annexure to the Notice (contd.)

age of seventy five years, unless a Special Resolution is passed to that effect. Further, as per Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an Independent Director of a Listed Company, shall be subject to the approval of shareholders by way of a special resolution. Mr. Parmanand Tiwari has already completed seventy three years and will be attaining the age of seventy five years during his tenure and therefore, in compliance with the said regulation and based on justification indicated hereinabove, consent of the Members for his reappointment is being sought by way of a Special Resolution. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Parmanand Tiwari for the office of Independent Director of the Company. The notice is available for inspection by the members in electronic mode.

The Company has also received from Mr. Parmanand Tiwari (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 (iii) declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations The directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations. The Board of Directors is of the opinion that Mr. Parmanand Tiwari fulfills the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations for his reappointment as an Independent Director and he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as Independent Directors. Brief resume, the nature of expertise in specific functional areas, names of companies in which he holds directorships, committee memberships/ chairmanships, his shareholding, and other details as required under the Listing Regulations and Secretarial Standard on General Meetings, are separately annexed hereto

Save and except Mr. Parmanand Tiwari, no Director and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution no. 4.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

The Members of the Company, in its meeting held on 29th September, 2018 had approved appointment of Dr. Rajiva (DIN 05193258) as an Independent Director of the Company to hold office for a term from 13th August, 2018 to 12th August, 2023. He holds office as Independent Director of the Company up to 12th August, 2023 ("first term" in terms of the explanation to Sections 149(10) and 149(11) of the Act). Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report. Dr. Rajiva, being eligible, offers himself to be re-appointed for a second term. The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Director and his consent for reappointment, has recommended reappointment of Dr. Rajiva for a second term of five years from 13th August, 2023 to 12th August, 2028 as Independent Director on the Board of the Company. The Board, based on the performance evaluation of Independent Director and as recommended by the Nomination and Remuneration Committee, also considers that, given his background, experience and substantial contributions made by him during his tenure, the continued association of Dr. Rajiva would be beneficial to the Company and it is desirable to continue availing his services as Independent Director. The Board therefore, proposed to reappoint Dr. Rajiva as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years from 13th August, 2023 to 12th August, 2028. Dr. Rajiva who has already completed the age of seventy three years, has been actively participating in all Board and Committee proceedings. Pursuant to Secretarial Standards on General Meetings, the performance evaluation of Dr. Rajiva is summarized herein and the same serves as adequate justification for recommending his reappointment. The performance evaluation

Annexure to the Notice (contd.)

of Independent Director was based on various criteria, inter alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc. Dr. Rajiva extensively helps in bringing judgment on the Board of Directors' deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct. He participates constructively and actively in the meetings of the Board which he is a member. He applies independent judgment and effectively deploys expertise and knowledge in Board proceedings, while keeping the interest of all the Stakeholders at the fore-front. He has upheld ethical standards of integrity and rectitude, maintained confidentiality and have also abstained from performing any action that would lead to loss of their independence.

In terms of Regulation 17(1A) of the Listing Regulations effective from 1st April, 2019, no Listed Company shall appoint a person or continue the directorship of any person as a Nonexecutive Director who has attained the age of seventy five years, unless a Special Resolution is passed to that effect. Further, as per Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an Independent Director of a Listed Company, shall be subject to the approval of shareholders by way of a special resolution. Dr. Rajiva has already completed seventy three years and will be attaining the age of seventy five years during his tenure and therefore, in compliance with the said regulation and based on justification indicated hereinabove, consent of the Members for his reappointment is being sought by way of a Special Resolution. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Parmanand Tiwari for the office of Independent Director of the Company. The notice is available for inspection by the members in electronic mode.

The Company has also received from Dr. Rajiva (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 (iii) declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations The directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations. The Board of Directors is of the opinion that Dr. Rajiva fulfills the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations for his reappointment as an Independent Director and he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as Independent Directors. Brief resume, the nature of expertise in specific functional areas, names of companies in which he holds directorships, committee memberships/ chairmanships, his shareholding, and other details as required under the Listing Regulations and Secretarial Standard on General Meetings, are separately annexed hereto

Save and except Dr. Rajiva, no Director and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution no. 5.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

In pursuance to the provisions of Section 152, 161, and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 27th May, 2023 appointed Mr. Vedant Khaitan, as an Additional Director of the Company to hold office up to the date of the ensuing Annual General Meeting. In terms of Section 161 of the Act, Mr. Vedant Khaitan, holds office up to the date of the Annual General Meeting and is eligible for appointment as a Director whose office shall be liable to retire by rotation. A notice under Section 160 of the Act has been received from a member proposing the candidature of Mr. Vedant Khaitan for the office of a Director of the Company.

Annexure to the Notice (contd.)

The Company has also received:- (i) the consent in writing to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that he is not disqualified to act as a Director 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). After taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that Mr. Vedant Khaitan's knowledge and varied experience will be of great value to the Company and would be beneficial to the overall functioning of the Company.

Pursuant to provisions of Section 102(1) of the Act the extent of shareholding of Mr. Vedant Khaitan and his relatives are provided below:

Name of Director/Relatives Extent of shareholding in the Company (%) : Mr. Sunil Khaitan 274662 (0.64%), Mrs. Sunita Khaitan 10118900 (23.67%), Mr. Anil Kumar Khaitan 233450 (0.55%), Mrs. Sarita Khaitan 159915 (0.37%), Mr. Sudhir Khaitan 274461 (0.64%), Mrs. Reshami Khaitan 118640 (0.28%), Mr. Umaesh Khaitan 306074 (0.72%), Mrs Kavita Khaitan 53954 (0.13%), Smt Sita Devi Khaitan 88512 (0.21%) and Mr. Vedant Khaitan 1240753 (2.34%).

Except Mr. Vedant Khaitan, being appointee and Mr. Sunil Khaitan being relative of Mr. Vedant Khaitan, none of the Directors and Key managerial Personnel of the Company and their relative's are concerned or interested, financially or otherwise, in the aforesaid resolutions except to the extent of their shareholding in the Company. A brief profile of Mr. Vedant Khaitan including the nature of his expertise and other details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, is annexed in Annexure to the Notice convening the AGM. The Board of Directors recommend the passing of the Ordinary Resolution as set out in Item No. 6 of the accompanying notice relating to the appointment of Mr. Vedant Khaitan as Director of the Company for the approval of the members.

Item No. 7

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, in its meeting held on 27th May, 2023, have appointed Mr. Vedant Khaitan as Joint Managing Director of the Company for a period of 3 years, subject to approval of Shareholders in ensuing annual general meeting of the Company, on the terms and conditions including remuneration as recommended by Nomination and Remuneration Committee of the Board.

Mr. Vedant Khaitan has rich and varied interest in the industry and has been involved in the operation of the Company for last 10 years. It is in the interest of the Company to avail his considerable expertise in Company's operation and appoint him as Joint managing Director of the Company for a period of 3 (three) years effective from 1st June, 2023 whose period of office shall be liable to determination by retirement of directors by rotation on the terms and conditions, which are as under:-

1. Salary at the rate of Rs.2,50,000/- (Rupees two lac fifty thousand) per month. i.e. Rs. 30,00,000/- (Rupees thirty lacs) per annum. In addition to the Salary, Mr. Khaitan shall also be entitled to get the following benefit:-
 - (a) To the perquisites/benefits like furnished accommodation/house rent allowances, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance etc. as per rules of the company. Perquisites/benefits will be evaluated at actual cost, and will not exceed Rs.2,50,000- p.m. i.e. Rs. 30,00,000/- per annum. Total remuneration including perquisite/benefits shall not exceed Rs. 5,00,000/- p.m. or Rs. 60,00,000/- (Rupees Sixty Lacs) per annum.

However, in computation of the aforesaid remuneration, the following perquisites shall not be included:

- i. contribution to provident fund or superannuation fund to the extent these are whether singly or put together not taxable under the Income Tax Act, 1961;

Annexure to the Notice (contd.)

- ii. gratuity payable at a rate not exceeding half month's salary for each completed year of services; and
 - iii. encashment of leave at the end of the tenure.
 - iv. Mr. Khaitan shall also be entitled to earn/privilege leave on full pay and allowances as per rules of the Company but not exceeding one month's leave for every eleven months service under the Company provided that leave accumulated but not availed of will be allowed to be encashed in accordance with the rules of the Company.
2. Mr. Vedant Khaitan shall not so long as he functions as the Joint Managing Director of the Company be entitled to receive any fee for attending any of the Board or a Committee thereof.
 3. The appointment of Joint Managing Director may be terminated by either party to the Agreement by giving to the other three months notice in writing in which event Mr. Vedant Khaitan shall be entitled to receive his remuneration hereunder up to the expiration of such notice.
 4. In the event that the Company in any financial year during the aforesaid period, has no profits or its profits are inadequate, the remuneration payable to Mr. Vedant Khaitan shall not exceed the limits specified in Section II of Part II of Schedule V to the Act or any modification(s) or re-enactment thereof as minimum remuneration, subject to such approvals as may be required.

Therefore, it is proposed to seek the member's approval for the re-appointment and remuneration payable to Mr. Vedant Khaitan as Joint Managing Director, in terms of applicable provisions of the Act.

This details of Mr. Vedant Khaitan seeking appointment at the ensuing AGM under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard for General Meeting (SS- 2) is annexed to the Notice.

A copy of the draft letter of appointment and agreement referred to in the proposed Special Resolution is available for inspection through electronic mode basis on the request being sent at secretarial@shalimarwires.com.

Except Mr. Vedant Khaitan, being appointee and Mr. Sunil Khaitan being relative of Mr. Vedant Khaitan, none of the Directors and Key managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the aforesaid resolutions except to the extent of their shareholding in the Company.

The Board of directors recommend passing of the proposed Special Resolution as set out at Item No. 7 of the notice. The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice in regard of Mr. Vedant Khaitan.

Item No. 8

The Board, on recommendation of Audit Committee, has approved appointment of M/s. Mitra Bose & Associates, Cost Accountants (Registration No.000037) as Cost Auditor of the Company, for a remuneration of Rs. 50,000/- plus Goods and Service Tax (GST) as applicable, to conduct the audit of the cost accounting records of the Company for the financial year ending on 31st March, 2024.

In accordance with the provisions of section 148 of the Companies Act read with Companies (Audit and Auditors) Rules 2014 (as amended), consent of the members is sought for ratification of the remuneration payable to the Cost Auditors of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Annexure to the Notice (contd.)

Particulars of the Directors being proposed for appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings:

Name of Directors	Mr. Sunil Khaitan	Mr. P. Tiwari	Dr. Rajiva	Mr. Vedant Khaitan
Date of Birth	22.05.1959	05.01.1950	06.08.1950	16.08.1987
Date of first appointment by the Board/Reappointment	12.09.2000	13.08.2018	13.08.2018	27.05.2023
Qualification	B. Com	Chartered Accountant	LL.D,LL.M.,M.A., BSc. And LLB.	B.Sc in Business Administration from Indiana University, USA and M.A in International Business and Management from University of Westminster, UK
Expertise in specific functional area	More than 42 years experience in the Industry having expertise in manufacture of Synthetic Wire Cloth and other products which are manufactured by the Company and overall responsible for the operation of Company.	Practicing Chartered Accountant and having vast knowledge and experience in Finance and taxation matter.	Joined Allahabad Bank as a Law Officer in MMG in the year 1982 and retired as Chief Law Officer & General Manager in the year 2010. He has more than 40 years of experience in banking and financial sector.	Mr. Vedant Khaitan has rich and varied interest in the industry and has been involved in the operation of the Company for last 10 years.
Terms & conditions of appointment / re-appointment	As given in the explanatory statement	NA	NA	As given in the explanatory statement
Details of remuneration sought to be paid	As approved by the shareholders of the Company in forthcoming AGM	Sitting Fees as approved by the Board	Sitting Fees as approved by the Board	As approved by the shareholders of the Company in forthcoming AGM
The remuneration last drawn (including PF contribution)	83.22 lakhs	NIL	NIL	NIL*
Directorships held in other Public/ Listed companies (excluding foreign and private companies)	NIL	NIL	NIL	NIL

Annexure to the Notice (contd.)

Name of Directors	Mr. Sunil Khaitan	Mr. P. Tiwari	Dr. Rajiva	Mr. Vedant Khaitan
Chairman/member of the Committees across Public Companies	NIL	NIL	NIL	NIL
Shareholdings in the Company	274662	NIL	NIL	1240753
Relationship with other Directors, inter-se and Key Managerial Personnel of the company,	Mr. Sunil Khaitan is father of Mr. Vedant Khaitan, who is being appointed in this AGM	NIL	NIL	Mr. Vedant Khaitan is son of Mr. Sunil Khaitan, who is being appointed as Director and JMD in this AGM
Number of Meetings of the Board attended during the year	3	4	4	N.A.

*Last remuneration drawn by Mr. Vedant Khaitan as executive of the Company was Rs. 24.20 Lacs per annum.

Place: Kolkata
27th May, 2023

Registered Office:
25, Ganesh Chandra Avenue
Kolkata – 700 013

By Order of the Board
Shalimar Wires Industries Limited

S.K. Kejriwal
Company Secretary
Membership No. ACS 10031

Annexure to the Notice (contd.)

Statement pursuant to the requirement Paragraph IV of Second Proviso of Clause (B), Section II, Part-II, of Schedule V of the Companies Act, 2013 for Remuneration proposed to be paid to Mr. Sunil Khaitan, Chairman and Managing Director and to Mr. Vedant Khaitan, Joint Managing Director

GENERAL INFORMATION :

- 1) **Nature of Industry**
Manufacturer of Metal Wire Cloths, Synthetic Woven Fabrics, Dandy Roll and Accessories etc.
- 2) **Date or expected date of commencement of commercial production**
Not applicable
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**
Not Applicable
- 4) **Financial performance based on given indicators**

Particulars	2022-23	2021-22
	(Rs. In lacs)	(Rs. In lacs)
Revenue from Operations (Net)	12079.95	9712.21
Other Income	279.50	385.53
Total Revenue	12359.45	10102.74
Less : Total Expenses	9829.94	9044.67
Profit before Finance Cost and Depreciation	2529.51	1058.07
Less : Finance Cost	1498.74	1258.73
Depreciation and Amortization Expense	979.13	852.57
Profit before exceptional/extra-ordinary items	51.64	(1053.23)
Add : Exceptional Items	601.28	1044.79
Profit before Tax	652.92	(8.44)
Add : Deferred Tax	-	-
Profit for the year from continuing operation	652.92	(8.44)
Profit/(Loss) from discontinuing operation	-	-
Other comprehensive income	(15.80)	(0.76)
Profit/(Loss) for the year	637.12	(9.20)

- 5) **Foreign investments or collaboration, if any.**
The Company does not have any foreign collaborations

INFORMATION ABOUT THE MANAGING DIRECTOR

- 1) **Background details**
As given in explanatory statement.
- 2) **Past remuneration**
Remuneration of Mr Sunil Khaitan for the last 3 years i.e. 2020-21, 2021-22 and 2022-23 was Rs. 63.73 lacs 45.23 lacs and 83.22 lacs per annum respectively.

Annexure to the Notice (contd.)

3) Recognition of awards

NIL

4) Job profile and his suitability

Responsible for the overall affairs of the Company.

5) Remuneration proposed

As given in the Explanatory Statement.

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

Looking into the market scenario, industry standard, size of the company and Mr. Sunil Khaitan being responsible for the overall affairs of the Company and also efforts put in by him for the revival of the Company, the remuneration recommended by the Board of Directors are within the industry norms.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

In addition to the remuneration and perquisites detailed above, Mr. Sunil Khaitan holds 274662 equity shares in the Company and Mr Vedant Khaitan hold 1240753 equity shares in the Company . Apart from that, there is no pecuniary relationship directly or indirectly with the company of the person to be appointed. No ESOP has been issued to him.

Mr. Vedant Khaitan is the son of Mr. Sunil Khaitan, Chairman & Managing Director of the Company.

Other Information:

1) Reason of loss or inadequate profits

The main reason for inadequate profit in the company is mainly due to high borrowing cost, increased cost of production, lower sales realization etc.

2) Steps taken or proposed to be taken for improvement

- The Company has already sold/in the process of selling its idle assets so that sale proceeds are utilised for settling the dues of secured creditors.
- The Company is concentrating on Uttarpara Unit and already undertaken modernization and diversification project.
- The Company has already settled most of high cost debts and has availed low interest cost loan from corporate bodies.

3) Expected increase in productivity and profits in measurable terms :

Although the market conditions and general business sentiments have improved in recent past, the productivity and profitability cannot be quantified in measurable terms due to uncertainties involved.

Disclosures:

The following disclosures have been mentioned in the Board of Director's report under the heading "Corporate Governance", attached to the annual report:-

- i) All elements of remuneration package such as salary, benefits, bonuses, stock option, pension etc. of all the directors.

Annexure to the Notice (contd.)

All the directors other than person to be appointed are non-executive directors and are not paid any remuneration other than sitting fees for attending Board/Committee meetings.

- ii) Details of fixed components and performance linked incentives along with the performance criteria.

Not Applicable

- iii) Service contracts, notice period, severance fees.

As given in the Explanatory Statement

- iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

NIL

Place: Kolkata
27th May, 2023

Registered Office:
25, Ganesh Chandra Avenue
Kolkata – 700 013

By Order of the Board
Shalimar Wires Industries Limited

S.K. Kejriwal
Company Secretary
Membership No. ACS 10031

Director's Report

To the Members

Your Directors have pleasure in presenting 27th Annual Report on the working of the Company together with the audited accounts for the financial year ended 31st March, 2023.

FINANCIAL RESULTS

The financial results of the Company as prescribed in the said Accounts are summarized below :

Particulars	2022-23	2021-22
	(Rs. In lacs)	(Rs. In lacs)
Revenue from Operations (Net)	12079.95	9712.21
Other Income	279.50	385.53
Total Revenue	12359.45	10102.74
Less : Total Expenses	9829.94	9044.67
Profit before Finance Cost and Depreciation	2529.51	1058.07
Less : Finance Cost	1498.74	1258.73
Depreciation and Amortization Expense	979.13	852.57
Profit before exceptional/extra-ordinary items	51.64	(1053.23)
Add : Exceptional Items	601.28	1044.79
Profit before Tax	652.92	(8.44)
Add : Deferred Tax	-	-
Profit for the year from continuing operation	652.92	(8.44)
Profit/(Loss) from discontinuing operation	-	-
Other comprehensive income	(15.80)	(0.76)
Profit/(Loss) for the year	637.12	(9.20)

OPERATIONAL REVIEW

During the year under review, the total revenue of the company has improved by 22.34% i.e. Rs.12359.45 lacs as compared to Rs.10102.74 lacs in the previous year. During the year, the operating surplus (profit before finance cost and depreciation) of the Company has increased by 239% i.e. Rs. 2529.51 lacs as compared to Rs.1058.07 lacs in the previous year. Total profit during the year is Rs. 51.64 lacs as against total loss of Rs. 1053.23 lacs in the previous year. During the year, the Company has shown profit of Rs. 601.28 lacs as exceptional items on account of write back of liabilities and partial realisation of sale of immovable properties of the company and the total profit of the company, after comprehensive loss of Rs.15.80 lacs was Rs. 637.12 lacs as against total loss of Rs. 9.20 lacs in the previous year.

There has been no change in the nature of business of the Company during the year. There are no significant changes in key financial ratios as compared to immediately previous financial year.

MSME REGISTRATION

As per new guidelines issued by Govt. of India, the Company has been granted registration under MSME vide registration no. UDYAM-WB-10-0000193 dated 6th July,2020.

CREDIT RATING

The Company has received credit rating from CRISIL Ratings Limited and has been granted CRISIL B+ /Stable (Reaffirmed) for Long Term Rating and CRISIL A4 (Reaffirmed) for Short Term Rating.

Director's Report (contd.)

DIVIDEND

Due to inadequate profit, your Directors do not recommend any dividend on Equity Shares for the year under review.

RESERVES

During the financial year under review, the Company has transferred total profit of Rs. 637.12 lacs to General Reserve.

EXPORT

The Company's export turnover has increased by 31% i.e. Rs. 2658.38 lacs during the year under review, as compared to Rs. 2025.89 lacs in the previous year.

DEPOSITS

The Company has not accepted any public deposit since its inception.

MODERNIZATION CUM EXPANSION PLAN

The Company has already started commercial production in its two imported Looms and has also added two imported seaming machines, one Stretching Machine and other equipments in its manufacturing facility at Uttarpara unit in West Bengal. To strengthen its modernisation and expansion plan, the Company has also placed an order for purchase of one more imported loom for production of SSB and is expected that company's profitability will increase substantially in coming years once new facility is added.

OUTSTANDING DEBENTURE HOLDERS DUES

Board for Industrial and Financial Reconstruction (BIFR) vide its order dated 10th June, 2010, has granted exemption to the company from applicability of Section 205C of erstwhile Companies Act, 1956 in respect of outstanding dues of Public Debenture Holders and allowed Company to make payment to debenture holders as and when redemption request is received by the Company. Accordingly the Company has taken opinion from retired Supreme Court Judge and on that basis, the Company has written back the liability of public debenture holders during the year. The Company will continue to make payment to debenture holders as and when redemption request is received by the Company from any of the public debenture holders.

DIRECTORS

The nomination of Mr. Arindam Biswas (DIN :09062921) as Nominee Director of the Company was withdrawn by Asset Reconstruction Company (India) Ltd. (ARCIL) w.e.f. 20th May, 2022.

As per provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Sunil Khaitan (DIN 00385961) Director of the Company, retires by rotation and being eligible offer himself for re-appointment. The resolution has been included in the Agenda of the ensuing Annual General Meeting. Approval of the members is sought for the said appointment.

On the recommendation of Nomination and Remuneration Committee in its meeting held on 27th May, 2023, Mr. Sunil Khaitan has been re-appointed as Chairman and Managing Director of the Company by the Board for a period of 3 years w.e.f 1st April, 2023 in terms of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013, whose period of office shall be liable to retirement of directors by rotation.

Pursuant to the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder, the shareholders in its meeting held on 29th September, 2018 inter-alia, confirmed appointment of Mr. Parmanand Tiwari (DIN: 00731341) and Dr. Rajiva (DIN : 05193258) as Independent Directors with effect from 13th August, 2018 till 12th August, 2023. As per the provisions of Section 149(10) of the Companies Act, 2013,

Director's Report (contd.)

Independent Directors can be re-appointed for a second term of up to five consecutive years on passing of special resolution by shareholders of the Company and disclosure of such appointment in its Board's report. Accordingly, in terms of Sections 149(10) and 149(11) of the Companies Act, 2013, the first term of Mr. Parmanand Tiwari and Dr. Rajiva is due to expire on 12th August, 2023. The Board of Directors at its meeting held on 27th May, 2023, after considering the recommendation of the Nomination and Remuneration Committee, on the basis of vast knowledge and experience of Mr. Tiwari in finance and taxation matters and vast knowledge and experience of Dr. Rajiva in banking sector and subject to approval of the shareholders, recommended re-appointment of Mr. Parmanand Tiwari and Dr. Rajiva for a second term of five years from 13th August, 2023 to 12th August, 2028 as Independent Directors on the Board of the Company. Since Mr. Tiwari and Dr. Rajiva both have completed 73 years of age and in terms of Regulation 17(1A) of SEBI (LODR) Regulation, 2015, approval from the members has been sought by way of Special Resolution as they will be attaining the age of 75 years during their tenure as Independent Director with the Company.

On the recommendation of Nomination and Remuneration Committee, the Board appointed Mr. Vedant Khaitan (DIN:06942868) as Additional Director in the executive category on 27th May, 2023 who shall hold office up to the date of the ensuing Annual General Meeting. The company has received a notice as per the provisions of section 160(1) of the Companies Act, 2013 from a member proposing his appointment as a director. The Company has also received from Mr. Vedant Khaitan consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, and disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013. Based on his vast experience in managing overall affairs of the Company, the Board recommends the appointment of Mr. Vedant Khaitan as Director of the Company under executive category. Mr. Vedant Khaitan is son of Mr. Sunil Khaitan, Chairman & Managing Director of the Company.

On the recommendation of Nomination and Remuneration Committee, the Board in its meeting held on 27th May, 2023 appointed Mr. Vedant Khaitan as Joint Managing Director of the Company for a period of 3 years w.e.f 1st June, 2023, subject to his appointment as Director and subject to approval of shareholders in the ensuing Annual General Meeting of the Company, in terms of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013, whose period of office shall be liable to retirement of directors by rotation.

The resolutions have been included in the Agenda of the ensuing Annual General Meeting. Brief particulars of Mr. Sunil Khaitan, Mr. Parmanand Tiwari, Dr. Rajiva and Mr. Vedant Khaitan as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been given in the Notice convening the ensuing Annual General Meeting and your Board recommends their appointment/re-appointment as set out in the Notice.

KEY MANAGERIAL PERSONNEL (KMPs)

There was no change in key managerial personnel during the year under review.

INTER-SE RELATIONSHIPS BETWEEN THE DIRECTORS

None of the directors of the Company are related inter-se, except for Mr. Vedant Khaitan, who is being appointed as Director in this Annual General meeting, is the son of Mr. Sunil Khaitan, Chairman & Managing Director of the Company.

DECLARATION FROM INDEPENDENT DIRECTORS

Your Company has received declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI Listing Regulations, 2015 that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations, 2015 and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge their duties with an objective independent judgment and without any external influence. All the declarations were placed before the Board.

Director's Report (contd.)

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee has formulated a Remuneration Policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy has been placed on the website of the Company at www.shalimarwires.com under the weblink <http://www.shalimarwires.com/uploaded/5b71775bcd5ef-Nomination%20&%20Remuneration%20Policy.pdf>

STATUTORY AUDITORS

In terms of Section 139(2) of Companies Act, 2013, M/s. Khandelwal Ray & Co. Chartered Accountants, Kolkata (Regn. No. 302035E) were re-appointed as the Statutory Auditors of the Company to hold office for five consecutive years starting from the conclusion of the 26th Annual General Meeting held on 24th September, 2022 until the conclusion of the 31st Annual General Meeting of the Company at a remuneration as fixed by Board of Directors from time to time.

AUDITORS' REPORT

The Auditors Report for the Financial Year 2022-23 does not contain any qualification, reservation and adverse remark. Further in terms of section 143 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended by notification/circulars issued by the Ministry of Corporate Affairs from time to time, no fraud has been reported by the Auditor of the Company where they have reason to believe that an offence involving fraud is being or has been committed against the Company by officers or employees of the Company.

COST AUDITORS

The Audit Committee in its meeting held on 27th May, 2023 has recommended the reappointment of M/s. Mitra Bose & Associates, the Cost Auditor to conduct the cost audit of the company for the financial year 2023-24 in terms of section 148(3) of the Companies Act, 2013. Accordingly the Board appointed the said firm of Cost Accountants to carry out the cost audit for the year 2023-24 on the remuneration as recommended by the Board and approved by the members in ensuing Annual General Meeting of the Company. The Auditors' Report are self-explanatory and therefore do not call for any further explanations/comments.

INTERNAL AUDIT

The Company has engaged M/s. Chaturvedi & Co., Chartered Accountants as its Internal Auditor and their scope of work and the plan for audit has been approved by the Audit Committee. The report submitted by them to the Audit Committee is regularly reviewed and their findings are discussed with the senior management and suitable corrective action taken on an ongoing basis to improve efficiency in operations.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. MR & Associates, Practising Company Secretaries to undertake the Secretarial Audit of the company for the financial year 2023-24. The report of the Secretarial Audit is annexed herewith as Annexure - III. All the necessary measures has already been initiated by the Company as suggested by Secretarial Auditor in their report.

COMPLIANCE OF SECRETARIAL STANDARDS

The Company complies with all applicable Secretarial Standards.

OTHER DISCLOSURES

CORPORATE GOVERNANCE REPORT

The Corporate Governance Report and a certificate from the Statutory Auditors M/s. Khandelwal Ray & Co.,

Director's Report (contd.)

Chartered Accountants regarding compliance of the conditions of corporate governance as stipulated in Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) 2015 is given in Annexure I, forming part of this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Sec. 135 of the Companies Act, 2013 stipulates expenditure of 2% of the average net profit of preceding 3 financial years on CSR activities. The Act requires the Board to constitute a Corporate Social Responsibility Committee of the Board which has already been constituted. The company has formulated CSR Policy for promotion of education, healthcare and other activities which is uploaded on website of the company. The net profit of the Company during the preceding 3 financial years is below the stipulated limit of Rs. 5 crores and hence the relevant provisions of the Act is not applicable on the Company.

DISCLOSURE OF PARTICULARS WITH REGARD TO CONSERVATION OF ENERGY ETC.

Necessary information pursuant to sub-section (3) of section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is presented in Annexure -II to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report have been made a part of the Annual Report and is annexed to this report.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has an Internal Control System based on values of integrity and operational excellence. Pursuant to the provisions of section 134(5)(e) of the Act, Your Company has in consultation with a reputed consultancy firm strengthened the existing financial controls of the Company. Such internal financial controls were found to be adequate for a size of the company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH OCCURRED BETWEEN THE END OF FINANCIAL YEAR AND DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company that have occurred between the close of financial year ended 31st March,2023 and date of this Directors Report.

SIGNIFICANT AND MATERIAL ORDERS & PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There are no material/significant orders passed by Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations. No application or proceeding was made or pending against the Company under the Insolvency and Bankruptcy Code,2016 during the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loan, Guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 is given in the Financial Statement forming part of the Annual Report. During the year, the Company has availed inter corporate loan facility of Rs. 65 crores from a body corporate repayable in 96 equal instalments, which has been utilised for repaying the existing high cost debts of the Company.

ENVIRONMENT, SAFETY AND DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is conscious of clean environment and safe operations. It ensures safety of all concerned, compliance

Director's Report (contd.)

with environmental regulations and preservation of natural resources. As required under section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013, the Company has an internal policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. During the year under review, no complaints were reported to the Board.

INSURANCE

Adequate insurance cover has been taken for properties of the Company including buildings, plant and machineries and stocks against fire, earthquake and other risks as considered necessary. The Company has also taken Directors & Officers Liability Insurance to protect and safeguard the directors and officers of the Company from the risk of getting sued or being held legally responsible for any sort of malpractices, negligence or injury.

REGISTERED OFFICE

There was no change in registered office of the Company during the financial year under review. The present address of registered office is at 25, Ganesh Chandra Avenue, Kolkata- 700 013.

ANNUAL RETURN

The Annual Return can be assessed at Company's website at www.shalimarwires.com and the weblink is http://www.shalimarwires.com/others/641ebda4c21dc_Annual%20Return%20MGT-7.pdf

SHARE CAPITAL

The issued and subscribed capital of the company as on 31st March, 2023 is Rs. 855.10 lacs comprising of 4,27,55,123 equity shares of Rs. 2/- each and there is no change in share capital since last year.

NUMBER OF BOARD MEETINGS

The Board of Directors meeting were held four times during the year ended 31st March, 2023 through audio-visual means (i.e. on 30.05.2022, 10.08.2022, 11.11.2022 and 14.02.2023) The details of the Board meetings and the attendance of Directors are provided in the Corporate Governance Report.

COMPOSITION OF COMMITTEE OF DIRECTORS

The Board has constituted the following Committees of Directors: (a) Audit Committee, (b) Nomination & Remuneration Committee. (c) Stakeholder Relationship Committee. The detailed composition of above Committees is given in Corporate Governance Report.

RELATED PARTY TRANSACTIONS

All the related party transactions are entered on arm's length basis and are in compliance with the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc, which may have potential conflict with the interest of the Company at large. All related party transactions are presented to the Audit Committee and the Board for its approval. The related party transactions policy as approved by the Board is uploaded on Company's website: www.shalimarwires.com and weblink is: [646c943a61519_Related Party transaction.pdf](http://www.shalimarwires.com/others/646c943a61519_Related%20Party%20transaction.pdf) ([shalimarwires.com](http://www.shalimarwires.com))

Disclosure as required under Accounting Standard- 18 and in terms of point A(2) and Schedule V of the SEBI Listing Regulations, 2015 have been made in note no. 36 to the financial statements for the year ended 31st March, 2023.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Regulation 25(7) of the SEBI Listing Regulations, 2015, your Company is required to conduct Familiarisation Programme for Independent Directors (IDs) to familiarise them about the Company including nature of industry in which your Company operates, roles, rights and responsibilities of IDs and any other

Director's Report (contd.)

relevant information. Further, pursuant to Regulation 46 of the SEBI Listing Regulations, 2015, your Company is required to disseminate on its website, details of familiarisation programme imparted to Independent Directors during the year. During the year under review, five familiarisation programmes were conducted during the Board meetings of the Company. Further, the Board has open channels of communication with the executives which allows free flow of communication among Directors in terms of raising query, seeking clarifications and other related information. The Programme is available for inspection at www.shalimarwires.com and weblink is [646c94a09b0e6_familiarisation_of_independent_directors_2023.pdf \(shalimarwires.com\)](#)

ANNUAL EVALUATION OF BOARD AND IT'S COMMITTEES PERFORMANCE

During the financial year, the Board evaluated its own performance as well as that of its Committees and individual Directors. The exercise was carried out covering various aspects of the Boards functioning such as composition of the Board & committees, qualification, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of Non-Independent Directors. The performance of Independent Directors has been evaluated based on the guidelines as provided under Schedule IV of the Act. The evaluation of the Independent Directors was carried out by the entire Board except by the Director being evaluated. The directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION

The prescribed particulars of employees and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure - IV to this report. There was no employee who is in receipt of annual / monthly remuneration as prescribed under relevant provisions of the Act and the details of remuneration of top 10 employees' are available for 21 days before the Annual General Meeting and shall be made available to any shareholder through electronic mode on the request being sent at secretarial@shalimarwires.com, as required under provision of section 197 of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY

As required under section 177(9) & (10) of the Companies Act, 2013, the Company has established a vigil mechanism/whistle blower policy. The policy allows intimation by affected persons in good faith of concern or misconduct through a written communication. The Audit Committee oversees the vigil mechanism for disposal of the complaint. Direct access to the Chairman of the Audit Committee is also allowed in exceptional cases. The vigil mechanism/whistle blower policy is available on the Company's website at www.shalimarwires.com under the weblink : [Shalimar Wires Industries Limited "Whistle Blower Policy"](#)

RISK MANAGEMENT

The Company has laid down the procedures to inform to the Board about the risk assessment and minimization procedures, which shall be responsible for framing, implementing and monitoring the risk management plan of the company.

DIRECTORS' RESPONSIBILITY STATEMENT

The Audited Accounts for the year under review are in conformity with the requirements of the Act and the Accounting Standards. The financial statements reflect fairly the form and substance of transactions carried out during the year under review and reasonably presents your Company's financial condition and results of operations.

Director's Report (contd.)

In terms of provisions of Section 134(5) of the Companies Act, 2013, your Board of Directors to the best of their knowledge and ability confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any, save and except as mentioned in the Auditors' Report.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts on a going concern basis;
- v) The Directors have laid down adequate internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DISCLOSURES

Following disclosures are made under the Companies (Accounts) Rules, 2014:

- i) The financial summary or highlights are discussed at the beginning of this report;
- ii) There is no change in the nature of business;
- iii) There is no company which has become or ceased to be the Company's subsidiary, joint venture or associate company during the year;
- iv) There were no significant or material order was passed by the regulators or courts or tribunals which impact the going concern status and its future operations;
- v) There have been no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

INDUSTRIAL RELATIONS

The Company continued to have cordial relations with the employees at its plant located at Uttarpara, Registered Office and Branch Offices and the Board records its appreciation for the useful contribution made by them.

ACKNOWLEDGEMENT

Your Directors place on record their deep appreciation for the support and cooperation extended by the lenders i.e. Financial Institutions and Banks, customers, suppliers, employees, investors and Government Authorities during the year.

For and on behalf of the Board of Directors

Place: Kolkata
27th May, 2023

Sunil Khaitan
Chairman & Managing Director

Registered Office:
25, Ganesh Chandra Avenue
Kolkata – 700 013

Management Discussion and Analysis

INDUSTRY STRUCTURE AND DEVELOPMENTS

Paper Machine Clothings (PMC)

Since the year 2014, India's Paper and Paper Board Packaging Industries has been growing at the rate 8 to 10% on Year to Year basis and currently the same stands at 5th Position. The Total Production is more than 20 million Tons and it is one of the fastest growing Industries as per NATION MASTER Database. Now, India's Position in Writing & Printing segment is again growing and the growth rate is about 3% on Year to Year basis and India achieved the highest in CAGR Position in 5 years with more than 600 Paper Mills all over India.

The present demand is estimated at 20 ml tons which is projected to boost to 29-30 ml tons by 2028-29. India is the greatest growing market for paper in the world with a growth rate of about 8% yearly. Though India's per-capita paper utilization is quite low compared to global peers, things are looking up and requirement is set to rise for present 20 ml tons to an estimated 28-30 ml tons by 2029-30 indicating great potentiality for growth at home. Besides, the real growth in Paper making activity is taking place in Asian region due to availability of Raw Material & Cheaper Workforce while the other part of the world has already come to a saturating stage. Therefore, being stationed in the developing region and with sufficient knowledge about paper making condition of Asian sub-continent, we see a great future in export potentiality for PMC products. We are also in the process of developing new PMC products to fetch more business from export market.

OPPORTUNITIES AND THREATS

Paper Machine Clothings (PMC)

Paper Industry in the country has undergone a transformation of sorts in the last few years. The industry has gone up the sustainability curve and has become far more technologically advanced. In the last five to seven years, an amount of over Rs 25,000 crore has been invested in new efficient capacities and induction of clean and green technologies. The paper industry is witnessing a paradigm shift from the demand perspective from demand for newsprint papers and printing writing papers to the packaging paper segment which is witnessing a rise, with growing demand for packaging from e-Commerce, food and food products, FMCG and the pharmaceutical sector. The installed capacity levels in packaging paper is seen picking up progressively, aided by the capex incurred in the recent past over FY2017 to FY2022, along with the capex planned over the next fiscals. With the continued demand from FMCG, pharma and e-Commerce sectors, particularly for packaging paper, the growth is expected to be in the range of 8-10% in the next fiscals supported by demand from the packaging segment.

The growth of Paper Industries has eventually resulted in growth of paper machine fabrics. Your company has envisaged required expansion to cope up the increase in demand and in the process of further development in terms of production capacity and quality of existing product line. Moreover, export opportunities are growing due to geo-political conditions.

Currently, while the demand for many paper products is almost at pre-Covid level, the competition among paper clothing manufacturers is fierce. This means that prices always under struggle, although a marginal improvement is expected at near future due to increase in demand.

Technology upgradation is a constant need and unless we upgrade our Plant & Machinery and continually develop our product it will be extremely difficult to sustain our market share and further enhance it that depends lot on availability of softer fund for your Company. Your Company is also expected to create new business horizon in Metal Weaving segment creating new domestic & export market.

OUTLOOK

The outlook of Company appears bright. The Company anticipates modest growth in its operations in coming years and have taken steps to improve further in following areas :-

- Maintain high Quality Standards consistently.
- Create wide based product range to cater to export market.
- Modernize after-sales service.

Management Discussion and Analysis (contd.)

- Improve efficiency at all stages from procurement to disposal.
- Upgrading the Old machinery.
- Develop new design of fabric.
- Implementation of ISO : 9001 : 2015, QMS
14001 : 2015, EMS
18001 : 2007, OHSAS

RISKS AND CONCERNS

Volatile technological environment and tough competition from domestic as well as foreign markets are area of concern for which Company's focus is to make cost of production more competitive and reduce interest cost by financial restructuring with a view to withstand during downturn. Main area of concern are as under :

- Growth of Indian Paper Industry is yet to be satisfactory.
- Improved technology is expensive.
- Very high interest cost.
- Non availability of fund for expansion & Working Capital, delaying the implementation of project on time.

INTERNAL CONTROL SYSTEM

The Company has adopted internal control system commensurate with its size. The Company has appointed external firm of Chartered Accountants as Internal Auditors and Company ensures its strict implementation so that assets and business interest of Company are adequately safeguarded. However, SAP implementation is also in progress.

HUMAN RESOURCES

The Company's human resources strategy revolves around development of the individual. The Company undertook various Human Resources Initiative, namely –

- A Performance Management System.
- Training Programmes in the area of behavioural, management and technical skill up-gradation.
- Development of leadership capability
- Maintaining high level of employment relationship

The total Number of Employees employed in the Company as on 31st March, 2023 is 356.

INFORMATION TECHNOLOGY

The Company is making full use of Information Technology, all the branches and the regional offices of the Company are connected with the units by means of internet and ERP is implemented in most of the departments. The Company's website namely www.shalimarwires.com provide all the details about the Company, its management and its products. SAP has also been implemented in its Uttarpara Factory and being upgraded from time to time.

HEALTH, SAFETY, SECURITY AND ENVIRONMENT

Health, safety, security and environment (HSSE) is a key priority for your Company. Simply stated, our goals are: no accidents, no harm to people and no damage to environment. The health, safety and security of everyone who works for your Company, is critical to the success of business.

CAUTIONARY STATEMENT

Statement in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either.

Corporate Governance Report

Annexure I

1. Brief Statement on Company's Philosophy on Code of Governance

- ◆ The Company's philosophy of Corporate Governance is to ensure transparency in all dealings and maintain highest standards of professionalism, integrity, accountability, social responsibility, fairness and business ethics. We consider ourselves as Trustees of our shareholders and relentlessly attempt to maximize long term shareholder value.
- ◆ The Company confirm the practice of good Corporate Governance codes by the Company in true spirit and are pleased to present below the Report on Corporate Governance.
- ◆ Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Company has executed the fresh Listing Agreements with the Stock Exchanges. The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule-V and Clause (b) to (i) and (t) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

2. Board of Directors

During the year, the Company had four (four) Directors. Out of these four Directors, one is Promoter and Executive Director (Chairman and Managing Director), and three are Non-Executive Independent Directors. Mrs. Trishna Guha is Non-Executive Independent Woman Director. The composition of the Board is in conformity with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The nomination of Mr. Arindam Biswas was withdrawn by ARCIL w.e.f. 20th May, 2022.

During the financial year ended 31st March, 2023, 4 (four) Board Meetings were held on 30.05.2022, 10.08.2022, 11.11.2022 and 14.02.2023.

The composition of Directors and their attendance at the Board Meetings held during the year and at the last Annual General Meeting, the number of Directorships in other public limited companies and chairmanships / memberships in committees held by them as on 31st March, 2023 are given below:

Name of Director	Category	No. of Board Meetings Attended during the year	Whether last AGM attended	No. of other Directorship *1	No. of other Committee membership/ Chairmanship *2
Mr. Sunil Khaitan, (DIN-00385961) Chairman & Managing Director	Promoter and Executive Director	3	Yes	NIL	NIL
Mr. Parmanand Tiwari (DIN – 00731341)	Non-executive Independent Director	4	Yes	NIL	NIL
Dr. Rajiva (DIN – 05193258)	Non-executive Independent Director	4	Yes	NIL	NIL
Mrs. Trishna Guha (DIN -08200779)	Non-executive Independent Director	4	Yes	2	2

*1 Excludes Directorship held in Private Limited Companies/ Section 8 Companies/ Foreign Companies as on 31st March, 2023

Corporate Governance Report (contd.)

*2 Only covers Membership/ Chairmanship of Audit Committee and Stakeholders Relationship Committee of other Public Limited Listed Companies.

Directorship in other listed Companies as on 31.03.2023

Name of the Director	Name of the other listed entity (including category of Directorship)
Mrs. Trishna Guha (DIN No. 08200779)	1. East India Pharmaceutical Works Limited, Non-Executive Director 2. Metropolitan Stock Exchange of India Limited, Non-Executive Director

In Compliance with Regulation 17A of SEBI Listing Regulations, 2015, none of the Directors on the Board serve as an Independent Director of more than 7 (Seven) listed companies across all companies under which he/she is Director. None of the Directors on the Board serve as a Director in more than 8 (Eight) listed entities. The Director on the Board serving as a Whole time Director/Managing Director in a listed company is not serving as an Independent Director of more than 3 (Three) listed companies across all companies in which he is a Director. The Company does not have any alternate Director on its Board for any Independent Director in accordance with Regulation 25(1) of SEBI Listing Regulations, 2015.

All the Directors have made necessary disclosures regarding directorship/committee positions occupied by them in other listed entities / public limited companies (Whether listed or not) in accordance with Regulation 25 and 26 of SEBI Listing Regulations, 2015.

Disclosure of relationship between Directors inter-se:

None of the Directors of the Company is related inter-se to any other Directors on the Board, within the meaning of Section 2(77) of the Companies Act, 2013.

Number of shares and convertible instruments held by Non-Executive Directors:

As on 31st March, 2023, none of the Non-Executive Directors are holding any shares or convertible instruments in the Company.

Directors' Profile

A brief resume of Directors proposed to be appointed/reappointed and nature of their expertise in specific functional areas and number of companies in which they hold Directorships, Memberships/ Chairmanships of Board Committees, and shareholding in the Company are provided in the notice.

Independent Director (IDs)

All the Independent Directors of the Company furnish declaration annually as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective of independent judgment and without any external influence in terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All requisite declarations were placed before the Board. In the opinion of the Board, all the existing Independent directors fulfill the condition specified in SEBI Listing regulations and are independent of the management.

None of the Independent Director of the Company have resigned before the expiry of his/her tenure during the period under review.

Meeting of Independent Directors (IDs)

The meeting of the Independent Directors was held on 14th February, 2023.

Corporate Governance Report (contd.)

Familiarization Programme for Independent Directors

In terms of Regulation 25(7) of the SEBI Listing Regulations, 2015, the Company is required to conduct Familiarization Programme for Independent Directors (IDs) to familiarise them about their roles, rights, responsibility in the Company, nature of industry in which the Company operates, business model of the Company etc. through various programme and any other relevant information. The details of such familiarization programme has also been uploaded on the Company's website at http://shalimarwires.com/uploaded/646c94a09b0e6_familiarisation%20of%20independent%20directors%202023.pdf

LIST OF CORE SKILLS/ EXPERTISE/ COMPETENCIES OF BOARD OF DIRECTORS

The list of core skills/expertise/competence identified by the Board of Directors as required in the context of its manufacturing operation for it to function smoothly and those actually available with the Board are as under:

Sl. No.	Area/Field	Name of the Director
1	Manufacturing/marketing	Mr. Sunil Khaitan
2	Finance and accounting principles	All Directors
3	Governance and Legal Compliances	All Directors
4	Business Strategy and Risk management	All Directors

Other provisions

The company has proper systems to enable the Board to periodically review compliance reports prepared by the Company in respect of laws applicable to the Company, as well as steps taken by the Company to rectify any instances of non-compliance.

Code of Conduct for Directors & Senior Management

The Board had framed code of conduct for all the Board members and Senior Management Personnel of the Company focusing transparency, accountability & ethical expression in all acts and deeds. The Code of Conduct has been displayed on the Company's website at [www.shalimarwires.com](http://shalimarwires.com/www.shalimarwires.com) under the weblink http://shalimarwires.com/uploaded/646c9383864d2_code%20of%20conduct.pdf of the Company.

A certificate of affirmation in this regard is attached and forms a part of the Annual Report of the Company.

3. COMMITTEES OF THE BOARD

The Board has currently the following Committees:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders Relationship Committee

A. Audit Committee

The role, terms of reference & composition of the Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 and Schedule II Part C of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee acts as a link between the Statutory & Internal Auditors and the Board of Directors.

Brief description of Terms of Reference

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

Corporate Governance Report (contd.)

- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - ◆ matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - ◆ changes, if any, in accounting policies and practices and reasons for the same;
 - ◆ major accounting entries involving estimates based on the exercise of judgment by management;
 - ◆ significant adjustments made in the financial statements arising out of audit findings;
 - ◆ compliance with listing and other legal requirements relating to financial statements;
 - ◆ disclosure of any related party transactions;
 - ◆ modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- 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;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

Corporate Governance Report (contd.)

- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Composition and attendance of Audit Committee

The present composition of the Audit Committee comprises of three members, all of them are Independent Directors. During the financial year ended 31st March, 2023, the Audit Committee met four times on 30.05.2022, 10.08.2022, 11.11.2022 and 14.02.2023.

The composition of Audit Committee and meetings attended by the Members are as follows:

Sl. No	Name	Designation	Category	No. of meetings attended
1	Mr. Parmanand Tiwari	Chairman	Non-Executive Independent Director	4
2.	Dr. Rajiva	Member	Non-Executive Independent Director	4
3.	Mrs. Trishna Guha	Member	Non-Executive Independent Director	4

The Statutory Auditors and Internal Auditors are invited to attend the meetings as and when necessary. The Cost Auditor as appointed by the Company under section 148 of the Companies Act, 2013 attend the Audit Committee Meetings, as and when necessary.

The Company Secretary acts as the Secretary of the Committee.

The Chairman of the Audit Committee Mr. Parmanand Tiwari attended the last Annual General Meeting held on 24th September, 2022.

B. Nomination and Remuneration Committee

In accordance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 and Para A of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms of reference of nomination and remuneration committee includes the following:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - ◆ For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose

Corporate Governance Report (contd.)

- of identifying suitable candidates, the Committee may:
 - ◆ use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.

Nomination and Remuneration Committee shall also lay down a chart/matrix listing the core skills/ expertise/ competencies identified by the Board of Directors as required in the context of the company's business(es) and sectors for the Board to function effectively and those actually available with the Board

Composition and attendance of the Committee

The Nomination and Remuneration Committee comprises of three directors, all of them are independent directors. The Composition of Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the financial year ended 31st March, 2023, a meeting of the Nomination and Remuneration Committee was held on 30th May, 2022. The composition of the Committee is as under:

Sl. No	Name	Designation	Category	No. of meetings attended
1	Mr. Parmanand Tiwari	Chairman	Non-Executive Independent Director	1
2.	Dr. Rajiva	Member	Non-Executive Independent Director	1
3.	Mrs. Trishna Guha	Member	Non-Executive Independent Director	1

The Company Secretary acts as the Secretary of the Committee.

Remuneration Policy

Remuneration to Executive Directors and Criteria for payment to Non-Executive Directors

Mr. Sunil Khaitan is only whole time Director who is the Chairman & Managing Director of the company and is paid remuneration in terms of the agreement executed between Mr. Sunil Khaitan and the company. Mr. Sunil Khaitan was appointed as Chairman and Managing Director for a period of 3(three) years w.e.f. 1st April, 2020 which has already expired on 31st March, 2023. The Board of Directors in its meeting held on 27th May, 2023, on the recommendation of Nomination and Remuneration Committee, have reappointed Mr. Sunil Khaitan as Chairman and Managing Director for a further period of three years w.e.f. 1st April, 2023 subject to approval of the shareholders of the company in

Corporate Governance Report (contd.)

the ensuing Annual General Meeting. The remuneration paid to Mr. Sunil Khaitan is within the limit as prescribed under Part-II of Section-IIA of Schedule-V of the Companies Act, 2013. The Non-Executive Directors are paid sitting fees for attending the Board/Committee meetings besides reimbursement of actual traveling and out of pocket expenses. Presently, the Company does not have any scheme for grant of stock options either to the directors or employees of the company.

◆ Remuneration of Key Managerial Personnel (KMP) and Senior Managerial Personnel (SMP)

Remuneration to KMP and SMP is fixed at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving company goals. The remuneration includes salary, allowances, medical insurance premium, perquisites and other benefits as per the policy of the company.

The Remuneration Policy has been placed on the website of the Company at www.shalimarwires.com under the weblink http://www.shalimarwires.com/uploaded/5b71775bcd5ef_Nomination%20&%20Remuneration%20Policy.pdf

Remuneration to Directors

- 1) The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2022-2023.
- 2) The details of remuneration paid/payable to the Directors during the year ended on 31.03.2023 are given below:

Name	Salary (Rs.)	Perquisites & Allowances (Rs.)	Sitting fees (Rs.)	Total (Rs.)	Service Contract if any
Mr. Sunil Khaitan. (Chairman & Managing Director)	44,40,000/-	38,82,943/-	--	83,22,943/-	Yes
Mr. Parmanand Tiwari	--	--	82,000/-	82,000/-	No
Dr. Rajjiva	--	--	82,000/-	82,000/-	No
Mrs. Trishna Guha	--	--	82,000/-	82,000/-	No
Total	44,40,000/-	38,82,943/-	2,46,000/-	85,68,943/-	

Perquisites excludes contribution to Provident Fund amounting to Rs.5,32,800/-

- a) The above details of remuneration or fees paid are all elements of remuneration package of individual Directors summarized under major groups.
 - ii) Apart from the above-mentioned details of remuneration or fees paid there are no other benefits, fixed component and performance linked incentives based on the performance criteria severance fees are given to Directors. No service contracts were entered into with Directors.
 - iii) There are no stock options offered to any Directors /employees of the Company.

Performance Evaluation Criteria For Independent Directors:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) and 19 SEBI Listing Regulation, 2015, the Board of Directors of the Company has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. The performance evaluation of the Chairman and the Managing Director and the Non- Independent Director

Corporate Governance Report (contd.)

was carried out by the Independent Directors.

C. Stakeholders Relationship Committee

i) Composition and attendance of the Committee

The Stakeholders Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.

The Stakeholders Relationship Committee comprises of three directors, all of them are independent directors. During the financial year ended 31st March, 2023, four meetings of the said Committee were held on 30.05.2022, 10.08.2022, 11.11.2022 and 14.02.2023 and the necessary quorum was present in all the meetings.

The details of meetings attended by the directors are as follows:

Sl. No	Name	Designation	Category	No. of meetings attended
1	Mr. Parmanand Tiwari	Chairman	Non-Executive Independent Director	4
2.	Dr. Rajiva	Member	Non-Executive Independent Director	4
3.	Mrs. Trishna Guha	Member	Non-Executive Independent Director	4

ii) Terms of Reference.

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

- 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.

As per SEBI guidelines, the powers of processing of the share transfers, both physical and demat mode have been delegated to M/s. Maheshwari Datamatics Pvt. Ltd. in order to expedite the process of share transfers, issue of duplicate certificates and certificates after split/consolidation/renewal and rematerialisation.

iii) Compliance Officer:

Mr. S.K. Kejriwal, Company Secretary has been appointed as the compliance officer for complying with the requirement of SEBI (LODR) Regulations, 2015.

iv) Status of Investors' complaints:

The Company confirms that there were no share transfers lying pending as on 31.03.2023 and all requests for dematerialisation and re-materialisation of shares as on that date were confirmed/rejected into the NSDL/CDSL system. Details of shareholders' complaints received and resolved

Corporate Governance Report (contd.)

during the period April, 2022 to March, 2023 : -

- | | | |
|----|---|-----|
| a) | Number of Shareholders' complaints received during the financial year : | 1 |
| b) | Number of Shareholders' complaints resolved during the year : | 1 |
| c) | Number of complaints not solved to the satisfaction of shareholders : | Nil |
| d) | Number of complaints pending : | Nil |

OTHER COMMITTEES

A. Corporate Social Responsibility Committee

Corporate Social Responsibility (CSR) Committee of the Board was constituted on 19th May, 2014 in order to formulate and recommend the Board a CSR Policy indicating the activities to be undertaken by the Company and to discharge such other responsibilities as required under section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company formulated CSR Policy, which is uploaded on the Company's Website: <http://www.shalimarwires.com> under the weblink http://www.shalimarwires.com/uploaded/54dee7e71cd14_CSR%20Policy.pdf.

During the financial year, no meeting was held as the net profit of the Company during the preceding 3 financial years is below the stipulated limit of Rs. 5 crores and hence the relevant provision of the Act is not applicable on the Company.

Composition of the Committee

Sl. No	Name	Designation	Category
1	Mr. Sunil Khaitan	Chairman	Chairman and Managing Director
2.	Mr. Parmanand Tiwari	Member	Independent Director
3.	Dr. Rajiva	Member	Independent Director
4.	Mrs. Trishna Guha	Member	Independent Director

Terms of Reference of the Committee, inter alia, includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the CSR Policy of the Company from time to time.

B. Risk Management Committee

The Company has laid down procedure to inform board members about the risk assessment and minimization procedures. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company.

Composition of the Committee

Sl. No	Name	Designation	Category
1	Mr. Sunil Khaitan	Chairman	Chairman and Managing Director
2.	Mr. Parmanand Tiwari	Member	Independent Director
3.	Mr. S.J. Sengupta	Member	President & CFO
4.	Mr. S.K. Kejriwal	Member	Company Secretary

Role and Responsibilities of the Committee includes the following:

- ◆ To formulate a detailed risk management policy which shall include:

Corporate Governance Report (contd.)

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

4. General Body Meetings

The last three Annual General Meeting were held as under:

Financial Year	Date and Time	Venue	Special Resolution passed
2021-2022	24 th September, 2022 11.00 A.M.	Through Audio-visual means (AVM) conducted from Registered Office of the Company.	Reappointment of M/s. Khandelwal Ray & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 5 years.
2020-2021	24 th September, 2021 11.00 A.M.	Through Audio-visual means (AVM) conducted from Registered Office of the Company.	Nil
2019-2020	30 th September, 2020 11.00 A.M.	Through Audio-visual means (AVM) conducted from Registered Office of the Company.	Reappointment of Mr. Sunil Khaitan as Chairman & Managing Director of the Company.

During the year 2022-2023, no special resolution was passed by the Members of the Company through postal ballot.

Person who conducted the postal ballot exercise: Not Applicable

No business is presently proposed to be transacted through postal ballot. In case any Special Resolution needs to be passed through Postal Ballot during the current financial year, the procedure for conducting the postal ballot as laid down under Section 110 of the Companies Act, 2013 and the Rules made there under shall be complied with.

5. Disclosures

i. Materially Significant Related party transactions:

Corporate Governance Report (contd.)

All contracts/ arrangements/ transactions entered by the Company during the financial year with the related party were in ordinary course of business and on an arm's length basis. There were no materially significant related party transactions with related parties i.e. Promoters, Directors or the Management, their subsidiaries or relatives conflicting with the Company's interests, save and except as mentioned in the Schedule of Accounts. Related Party transactions have been disclosed under Note No. 36 to the accounts for year under review. A statement in summary form of transactions with related parties in the ordinary course of business is periodically placed before the Audit Committee for review and recommendation to the Board for their approval. Prior approval of Audit Committee is obtained for all Related Party Transactions except for the Related Party Transactions for which omnibus approval is granted by the Audit Committee from time to time. Every Related Party Transactions are subject to the prior approval of the Audit Committee in compliance with the conditions contained in Reg. 23(2) of the Listing Regulations.

As required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the Company's website www.shalimarwires.com under the weblink http://shalimarwires.com/uploaded/646c943a61519_Related%20Party%20transaction.pdf

ii. Accounting Treatment:

In the preparation of the financial statement, the Company has followed the applicable Indian Accounting Standards (IND AS) issued by the Institute of Chartered Accountants of India to the extent applicable. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

iii. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock Exchanges, SEBI or any Statutory Authority on any matter related to Capital Markets during the last three years:

The Company has complied with all the mandatory requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 wherever applicable. No penalties or stricture have been imposed by SEBI, Stock Exchanges or any Statutory Authorities on matters related to Capital Markets during the last three years except penalty levied by BSE for delay in submission of shareholding pattern u/r 31 of SEBI (LODR) regulations, 2015 for the quarter ended 31st March, 2021 against which Company has already paid the same. Penalty was levied by BSE for non-submission of Declaration or statement on Impact of Audit Qualification with the Financial Results for the year ended 31st March, 2022. However since there was no modified opinion in the Audit Report of the Company, BSE, after reviewing the same in their "Request Review Committee", waived the penalty imposed by them.

iv. Vigil Mechanism/ Whistle Blower Policy:

Pursuant to Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company has framed a Vigil Mechanism /Whistle Blower Policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases and the same has also been placed in the website of the Company. We affirm that during the financial year 2022-2023, none of the employees has been denied access to the Audit Committee.

v. Details of compliance of mandatory and non-mandatory requirements:

The Company has complied with all the applicable mandatory requirements. Adoption of non-

Corporate Governance Report (contd.)

mandatory requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is being reviewed by the Board from time to time.

vi. Material' Subsidiaries:

The Company do not have any subsidiary as defined under the Companies Act, 2013.

vii. Disclosure of commodity price risks and commodity hedging activities:

The Company does not have any commodity price risks and commodity hedging activities. Hence, the same is not applicable to the company as on 31st March, 2023.

viii. Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of SEBI (LODR) Regulations, 2015:

N.A.

ix. Certification Regarding Non-Disqualification Or Non-Debarment Of Directors:

The Company has obtained a certificate as annexed from Mr. Mohan Ram Goenka (Membership No. FCS 4515, Certificate of Practice No. 2551) certifying that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the Company by Securities and Exchange Board of India (SEBI)/ Ministry of corporate Affairs (MCA) or any such Statutory Authority.

x. During the F.Y. 2022-2023, there have been no instances where the Board of Directors of the Company has not accepted the recommendation of the committee of the Board, wherever required.

xi. Total fees for all services paid by the Company and on a consolidated basis, to the statutory auditor and all entities in the network firm/entity of which the statutory auditor is a part:

Particulars	Fees (Amount in Rs.)
Audit Fees	2,75,000.00
Limited Review Fees	80,000.00
Tax Audit Fees	90,000.00
Certificate and Other Services	16,000.00
Total	4,61,000.00

xii. Disclosure of non-compliance of the requirement of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI Listing Regulations:

During the financial year 2022-2023, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI Listing Regulations.

Disclosure of Compliance of the requirement of Corporate Governance Report

The company has fully complied with the Applicable requirements specified under regulation 17 to 27 and clause (b) to (i) of Sub regulation (2) of regulation 46 of SEBI (LODR) Regulation 2015. The disclosure of the said has being made in the section of this Corporate Governance Report.

xiii. Details of adoption of Mandatory and Non-Mandatory requirements pursuant to Regulation 27(1) of SEBI (LODR) Regulations, 2015:

a. Mandatory Requirements: The Company has been complying with all the mandatory requirements as stipulated in Part E of Schedule II of the SEBI (LODR) Regulations, 2015.

b. Discretionary Requirements: The Chairman of the Company being an executive director, maintaining a chairman's office for non-executive chairman is not applicable. The Company

Corporate Governance Report (contd.)

did not send half yearly financial declaration of half yearly financial performance to each shareholder since financial results are available on the website of the Company for public information. The internal auditors have access directly to Audit Committee.

xiv. Disclosure with respect to demat suspense account/unclaimed suspense account:

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2023. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters are not applicable.

xv. MSME REGISTRATION:

As per new guidelines issued by Govt. of India, the Company has been granted registration under MSME vide registration no. UDYAM-WB-10-0000193 dated 6th July, 2020

6. Prevention of Insider Trading:

The Company has adopted Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the Designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code. The Policy is available on the Company's website at www.shalimarwires.com under the weblink http://www.shalimarwires.com/uploaded/5556cec31035a_Code_of_practice.pdf

7. Policy against Sexual Harassment:

The Company is committed to foster a gender friendly work place, it seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the work place and institute good employment practices. The Policy is available on the Company's website at www.shalimarwires.com under the weblink http://www.shalimarwires.com/uploaded/54dee8cf03d8d_Policy_on_Sexual_Harassment.pdf

The number of complaints received during the financial year 2022-2023 along with their status of redressal as on financial year ended 31st March, 2023 are as under:

Number of complaints filed during the year	Nil
Number of complaints disposed off during the year	Nil
Number of complaints pending as on end of the financial year	Nil

8. RECONCILIATION OF SHARE CAPITAL AUDIT:

The Company Secretary in practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

9. CEO & CFO Certification

Mr. Sunil Khaitan, Chairman and Managing Director and Mr. S.J. Sengupta, President and CFO have provided annual certification on the financial statements to the Board as required under Part B of Section II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed and forms part of Annual Report.

Corporate Governance Report (contd.)

10. Compliance Certificate by Statutory Auditor of the Company:

The Company has obtained a certificate from the Statutory Auditor of the Company regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations, which is annexed herewith and forms part of this Annual Report.

11. Loans and advances in which directors are interested :

NIL

12. Means of Communication

- i) The quarterly unaudited financial results and the audited financial results as approved and taken on record by the Board of Directors of the company are published during the year under review in leading national newspapers viz. Financial Express (all edition) and a local language newspaper viz. "Amar Bangla" and also sent immediately to all the Stock Exchanges with which the shares of the Company are listed. During the current financial year, the annual reports are circulated to every shareholder of the Company by electronic means in view of the recent circular issued by MCA/SEBI.

The Company's financial results are displayed on the Company's website at www.shalimarwires.com under the weblink at <http://shalimarwires.com/financials.php> and also uploaded at website of BSE Limited.

Audited/Unaudited Financial Reports including official news releases are displayed in the website of the Company at www.shalimarwires.com under the weblink <http://shalimarwires.com/financials.php>

- ii) During the year 2022-23, the company has not made any presentations to institutional investors and analysts.

D. General Shareholders Information:

a) Annual General Meeting	
Date :	30 th June, 2023
Time :	11.00 A.M.
Venue :	Through Video Conferencing (VC) or Other Audio-Visual Means(OAVM) using the platform provided by NDSL, details of which is given in the Notice for AGM.
b) Financial Calendar (tentative) for the year 2023– 2024	1 st April 2023 to 31 st March, 2024
	1 st Quarterly results on or before 14 th August, 2023
	2 nd Quarterly results on or before 14 th Nov, 2023
	3 rd Quarterly results on or before 14 th Feb, 2024
	4 th Quarterly results on or before 15 th May, 2024
c) Dividend Payment date	The Company did not recommend any dividend during the year 2022-23
d) Book Closure Date	24 th June, 2023 to 30 th June, 2023 (both days inclusive)

Corporate Governance Report (contd.)

e) Listing of Equity shares on Stock Exchanges	<p>The Company's shares are listed on the Stock Exchanges at: -</p> <ul style="list-style-type: none"> • Calcutta Stock Exchange (Stock Code - 29994) 7, Lyons Range, Kolkata – 700 001 • BSE Limited (Stock Code 532455) Floor 7, P J Towers, Dalal Street Mumbai- 400 001. <p>The listing fees for the period 2022-2023 have been paid to Bombay Stock Exchanges.</p> <p>The Board of Directors of the Company has approved voluntary delisting of its shares from the Calcutta Stock Exchange and necessary application has been submitted with them.</p> <p>Demat ISIN Number in NSDL and CDSL: INE655D01025 Stock Code: 532455</p>
f) Market Price Data	<p>The market price data (Monthly High/Low) of the company's Equity Shares traded on BSE during the period April 2022 to March 2023 is given below. There was no trading in Calcutta stock exchange during the said period.</p>

BSE LTD.

Month	Company's share price		BSE Sensex	
	High	Low	High	Low
April, 2022	11.35	9.32	60845	56009
May, 2022	11.08	8.11	57184	52632
June, 2022	11.20	7.40	56433	50921
July, 2022	10.50	8.01	57619	52094
Aug, 2022	17.95	8.00	60411	57367
Sept, 2022	23.20	14.25	60676	56147
Oct, 2022	17.28	13.54	60787	56683
Nov, 2022	16.10	13.55	63303	60425
Dec, 2022	14.00	11.39	63583	59754
Jan, 2023	13.60	12.00	61344	58699
Feb, 2023	12.69	9.53	61682	58796
Mar, 2023	14.55	9.51	60498	57085

g) Registrar and Share Transfer Agent	<p>Maheshwari Datamatics Pvt. Ltd. 23, R.N. Mukherjee Road Kolkata – 700 001.</p>
h) Share Transfer System	<p>The Company's shares are in compulsory demat mode. The share received for transfer in physical mode are generally registered within a period of 15 days from the date of receipt, if the documents are clear in all respect. Shares under objection are returned within two weeks. Stakeholders Relationship Committee considers & approves the transfer proposals.</p>
i) Trading of Securities:	<p>The securities of the Company were not suspended from trading any time during the financial year 2022-2023</p>

Corporate Governance Report (contd.)

j) Distribution of shareholding & shareholding Pattern.	As attached and forms a part of annual report.
k) Dematerialisation of shares and liquidity	The shares of the Company are compulsorily traded in dematerialized form under depository system of both the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL).
	Company's Electronic Connectivity Registrar is - Maheshwari Datamatics Pvt.Ltd., 23, R.N. Mukherjee Road, Kolkata – 700 001. As on 31 st March, 2023, 98.91% of the paid-up share capital of the Company representing 42294289 Nos. of equity shares held in demat form with NSDL and CDSL.
l) Corporate Identity Number (CIN)	L74140WB1996PLC081521
m) Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity	The Company has not issued any Global Depository Receipts (GDRs), American Depository Receipts (ADRs), warrants or any convertible instruments, which is likely to have impact on the Company's equity during the financial year ended 31st March, 2023.
n) Commodity price risk or foreign exchange risk and hedging activities:	No such risks or activities to report during the financial year under review. 77, Netaji Subhas Road, Uttarpara, Dist.Hooghly,W.B.
p) Address for correspondence	With the Company: Share Department 25, Ganesh Chandra Avenue, 2 nd Floor, Kolkata – 700 013 Tel.Nos : (033) 2234-9308/09/10 Fax No. : (033) 2211-6880 E-mail : kejriwal@shalimarwires.com Website : http://www.shalimarwires.com With the Registrar: Maheshwari Datamatics Pvt.Ltd. 23 R.N. Mukherjee Road Kolkata – 700 001 Tel.Nos: (033) 2243-5029/5809, (033) 22482248 Fax No : (033) 2248 4787 E-mail : mdpldc@yahoo.com

Corporate Governance Report (contd.)

q) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad

The Company has obtained credit rating from CRISIL Ratings Limited and have been granted CRISIL B+ for Long Term Rating and CRISIL A4 for Short Term Rating.

For and on behalf of the Board of Directors

Place : Kolkata
Dated : 27th May, 2023

Sunil Khaitan
Chairman & Managing Director

ANNUAL CERTIFICATE UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

It is hereby declared that all Board Members, Key Managerial Personnel and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct of the Company, for the financial year ended 31st March, 2023.

For and on behalf of the Board of Directors

Place : Kolkata
Dated : 27th May, 2023

Sunil Khaitan
Chairman & Managing Director

Corporate Governance Report (contd.)

APPENDIX

PATTERN OF SHAREHOLDING AS ON 31ST MARCH, 2023

Category	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Promoters/Directors & their relatives including associate companies.	18	0.11	28064327	65.65
Financial Institutions/Insurance Companies/Mutual Funds & Bank	23	0.14	704756	1.65
Non-resident Indians/Overseas corporate bodies.	44	0.27	16286	0.03
Other bodies corporate	87	0.53	11463299	26.81
Indian Public	16488	98.96	2506455	5.86
Total	16660	100.00	42755123	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2023

No of Equity Shares Held	Total Shareholders [Physical+Demat]			
	Holders	% age	No of Shares	% age
1 To 500	15940	95.6783	932792	2.1818
501 To 1000	331	1.9868	273130	0.6388
1001 To 2000	182	1.0925	277436	0.6489
2001 To 3000	55	0.3302	136591	0.3195
3001 To 4000	42	0.252	150349	0.3516
4001 To 5000	23	0.138	110736	0.259
5001 To 10000	42	0.2521	305993	0.7157
10001 To 50000	22	0.132	421933	0.9868
50001 To 100000	7	0.042	574458	1.3436
100001 To above	16	0.096	39571705	92.5543
Total :	16660	100	42755123	100

Corporate Governance Report (contd.)

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO

THE MEMBERS OF SHALIMAR WIRES INDUSTRIES LIMITED

We, have examined the compliance of conditions of Corporate Governance by the **Shalimar Wires Industries Limited** ("the Company"), for the year ended on March 31, 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Managements' Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2023.

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

For Khandelwal Ray & Co.

Chartered Accountants
Firm Regn.No-302035E

CA. P. Sarkar

Partner

Membership No. 051449

Place: Kolkata

Dated: 27th May, 2023

MR & Associates

COMPANY SECRETARIES

46, B. B. Ganguly Street, 406, Kolkata- 700 012

Tel No: 033 2237 9517 | 4007 7907

Email : mrosso1996@gmail.com | goenkamohan@gmail.com

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

**To,
The Members,
Shalimar Wires Industries Limited
25, Ganesh Chandra Avenue,
Kolkata-700013**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Shalimar Wires Industries Limited having CIN No. L74140WB1996PLC081521 and having registered office at 25, Ganesh Chandra Avenue, Kolkata- 700 013 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of the Directors	DIN	Date of Appointment in Company
1.	Mr. Sunil Khaitan	00385961	12/09/2000
2.	Mr. Parmanand Tiwari	00731341	13/08/2018
3.	Mr. Rajiva	00731341	13/08/2018
4.	Ms. Trishna Guha	08200779	11/02/2020

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

For MR & Associates

Company Secretaries

A Peer Reviewed Firm

Peer Review Certificate No.: 720/2020

CS Tanvee

Partner

ACS No.: A34974

C P No.: 13573

UDIN: A034974E000381705

Place: Kolkata
Date: 27.05.2023

Annexure-II

Conservation of Energy, Technology Absorption and Foreign exchange earnings

Information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 :

A. Conservation of Energy

(i) The steps taken or impact on Conservation of Energy	<ol style="list-style-type: none"> 1. Regular maintenance of Process Electrical Heaters and timely changing of faulty heating elements and maintaining the heater insulations considerably reduces the heat loss which is a primary cause of loss of electrical energy. 2. The planned overhauling of existing cooling towers and other equipments of Centralized Air conditioning Plant is being continued. 3. A-1 synthetic finishing machine planned for heat reflector to reduce heat and power loss.
(ii) The steps taken by the Company for utilizing alternate sources of energy	Partial energy requirement is being considered to change to solar energy
(iii) The capital investment on energy conservation equipments	Nil

B. Technology Absorption

(i) The efforts made towards technology absorption	<ol style="list-style-type: none"> a) Synthetic <ul style="list-style-type: none"> A New Weft Control System for loom F7 ordered. Expected to be delivered by Loom Manufacturer in late 2023.. (i) Loom F-5 : Plan made to run 20-shaft SSB , spares ordered from loom manufacturer. (ii) Loom F-2, F-8 & F-9 – being re-built for Production increase. (iii) Old Warping Machine re-built for Dryer Warping only . (iv) Edge holding device developed in house to arrest crease and fold in heat setting of SSB fabric.
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(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none"> i) 24-Shaft SSB for high speed writing/printing launched. ii) Creased sheet (cardboard box) and plywood box is used to replace partially consumption of wooden box for cost reduction.. iii) A new Product (JUMBO Spiral) for higher CFM dryer commercial production started iv) New Indigenous Supplier has substituted for supply of raw materials for Woven Dryer and SLC Fabric as Import Substitute
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- <ul style="list-style-type: none"> a) the details of technology imported b) the year of import c) whether the technology been fully absorbed d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof and 	Nil
(iv) the expenditure incurred on research and development	Rs 0.18 lacs.

c. Foreign exchange earnings and outgo :

- (i) Foreign exchange earned in terms of actual inflow : Rs 2658.39 lacs-export sales-accounts grouping
- (ii) Foreign exchange outgo in terms of actual outflow :Rs 3420.62 lacs

Annexure III

MR & Associates

Company Secretaries

46, B. B. Ganguly Street, 406, Kolkata- 700 012

Tel No: 033 2237 9517 | 4007 7907

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Form No. MR - 3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

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

To,
The Members,
SHALIMAR WIRES INDUSTRIES LIMITED
25, Ganesh Chandra Avenue,
Kolkata- 700013

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

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the period under review);
- (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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.

Secretarial Audit Report (contd.)

We further report that, there were no actions/ events in pursuance of;

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

We further report that having regard to the compliance system prevailing in the Company, we have relied upon the representation made by the Management, for compliance with the applicable laws like:

- (a) Factories Act, 1948
- (b) Payment of Wages Act, 1936

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

- (i) Secretarial Standards as issued and mandated by the Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and Calcutta Stock Exchange.

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

We further report that,

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

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

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

We further report that during the audit period the Company had received Notice from BSE for Non-submission of declaration or statement on impact of Audit Qualification under Regulation 33 and the requisite fines had been paid by the Company.

We further report that during the audit period the Company had obtained approval of shareholders at Annual General Meeting held on 24.09.2022 for re-appointment of Statutory Auditors for a further period of 5 years.

This Report is to be read with our letter of even date which is annexed as **"Annexure A"** and forms an integral part of this Report.

For **MR & Associates**
Company Secretaries
Tanvee
Partner

ACS No: A34974
C P No.: 13573

UDIN : A034974E000381531

Place: Kolkata
Date: 27.05.2023

Secretarial Audit Report (contd.)

“ANNEXURE – A”

(TO THE SECRETARIAL AUDIT REPORT OF SHALIMAR WIRES INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023)

To,
The Members
SHALIMAR WIRES INDUSTRIES LIMITED
25, Ganesh Chandra Avenue,
Kolkata- 700013

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

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MR & Associates**
Company Secretaries

Tanvee
Partner

ACS No: A34974

C P No.: 13573

UDIN : A034974E000381531

Place: Kolkata
Date: 27.05.2023

ANNEXURE –IV

STATEMENT OF DISCLOSURE OF REMUNERATION PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i)	The ratio of the remuneration of Chairman & Managing Director to the median remuneration of the employees of the Company for the financial year 2022-23:	
	Directors	Ratio
	Mr. Sunil Khaitan, Chairman & Managing Director	1:28
(ii)	The percentage increase in remuneration of Chairman & Managing Director, Chief Financial Officer and Company Secretary in the financial year :	
		% increase/(decrease)
	Mr. Sunil Khaitan, Chairman & Managing Director	NIL
	Mr. S.J. Sengupta, President & CFO	NIL
	Mr. S.K. Kejriwal, Company Secretary	(42%)
(iii)	The percentage increase in the median remuneration of employees in the financial year:	9%
(iv)	The number of permanent employees on the rolls of company : (as on 31 st March, 2023)	356
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:	
	Average percentile increase in salary of all the employees was approx 9% and there was no exceptional increase given to any of the managerial personnel. Mr S K kejriwal, Company Secretary retired from the Company and was re-appointed as per rules of the Company.	
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company	
	The Company affirms that the remuneration paid to employees is in accordance with the Remuneration Policy of the Company.	

Independent Auditors' Report

TO THE MEMBERS OF
SHALIMAR WIRES INDUSTRIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Shalimar Wire Industries Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 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 (hereinafter referred to as "the Standalone Financial Statements").

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

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independent requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's 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 Standalone Financial Statements.

Key Audit Matters

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

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholders Information, but does not include the Standalone Financial Statements and our Auditor's Report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Independent Auditors' Report

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are 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 label of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and the considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

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

Independent Auditors' Report

the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government 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 the paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement Cash Flows dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
 - e) On the basis of written representations received from the Directors as on 31st March, 2023 taken on record by the Board of Directors, none of the Director is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the Internal Financial Controls over Financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure – B**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - 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, as amended:

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

Independent Auditors' Report

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 other matters to be included in the Auditor's Report in accordance with amended Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position, wherever ascertainable – Refer Note No. 31.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there was any material foreseeable loss.
 - iii) Since the Sick Industrial Companies Act has been repealed by the Government of India, the exemption granted to the Company by the erstwhile BIFR from transferring any amount to the Investor Education and Protection Fund is no longer available. Also refer Footnote No. (ii)(a) of Note No.14.
 - 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 ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - (d) The Company has not declared or paid any dividend during the year in Contravention of the Section 123 of the Companies Act, 2013.

For **KHANDELWAL RAY & CO**
Chartered Accountants
Firm Registration No. 302035E

CA. P. Sarkar
Partner
(Membership No. 051449)

Place: Kolkata
Date: 27th May, 2023

Annexure - A

to the independent auditors' report

The Annexure referred to in our report to the members of Shalimar Wires Industries Limited for the year ended 31st March, 2023.

We report that:

(i)	<p>(a) (A) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;</p> <p>(B) whether the company is maintaining proper records showing full particulars of intangible assets;</p> <p>(b) Whether these Property, Plant and Equipment have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;</p> <p>(c) whether the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, if not, provide the details thereof in the format below:-</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Description of property</th> <th>Gross carrying value</th> <th>Held in name of</th> <th>Whether promoter, director or their relative or employee</th> <th>Period held - indicate range, where appropriate</th> <th>indicate range, where appropriate Reason for not being held in name of company*</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table> <p>(d) whether the company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer; specify the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets;</p> <p>(e) whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, if so, whether the company has appropriately disclosed the details in its financial statements;</p>	Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	indicate range, where appropriate Reason for not being held in name of company*							<p>(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.</p> <p>(B) The Company has maintained proper records showing full particulars of intangible assets.</p> <p>(b) The Property, Plant and Equipment have been physically verified under a phased program of physical verification. To the best of our knowledge, no material discrepancies were noticed on such verification.</p> <p>(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 are held in the name of the Company, subject to charges created in favour of the lenders of the Company.</p> <p>(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.</p> <p>(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no such cases has been found under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.</p>
Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	indicate range, where appropriate Reason for not being held in name of company*									

Annexure - A

to the independent auditors' report

(ii)	<p>(a) whether physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate; whether any discrepancies of 10% or more in the aggregate for each class of inventory were noticed and if so, whether they have been properly dealt with in the books of account;</p> <p>(b) Whether during any point of time of the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company, if not, give details</p>	<p>(a) The Inventories have been physically verified by the management at reasonable intervals during the year. The discrepancies noticed on such physical verification, which were not material, have been properly dealt with in the books of account.</p> <p>(b) During the year, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institution.</p>
(iii)	<p>whether during the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, if so,-</p> <p>(a) whether during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity [not applicable to companies whose principal business is to give loans], if so, indicate-</p> <p>(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates;</p> <p>(B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates;</p>	<p>During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.</p> <p>(a) Not applicable</p> <p>(A) Not applicable</p> <p>(B) Not applicable</p>

Annexure - A

to the independent auditors' report

	<p>(b) whether the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;</p> <p>(c) in respect of loans and advances in the nature of loans, whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;</p> <p>(d) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;</p> <p>(e) whether any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties, if so, specify the aggregate amount of such dues renewed or extended or settled by fresh loans and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year [not applicable to companies whose principal business is to give loans;</p> <p>(f) whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;</p>	<p>(b) Not applicable</p> <p>(c) Not applicable</p> <p>(d) Not applicable</p> <p>(e) Not applicable</p> <p>(f) Not applicable</p>
(iv)	<p>In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.</p>	<p>The Company has not given any loan within the meaning of Section 185 and 186 of the Act. In our opinion and according to the information and explanations given to us, the company has complied with the provisions wherever applicable.</p>

Annexure - A

to the independent auditors' report

(v)	in respect of deposits accepted by the company or amounts which are deemed to be deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder, where applicable, have been complied with, if not, the nature of such contraventions be stated; if an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not;	The Company has not accepted any deposit as directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder. Hence, reporting under clause 3(v) of the Order is not applicable
(vi)	Where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.	The Central Government has specified maintenance of cost records under Section 148 (1) of the Companies Act, 2013 for Metal Wire Cloth manufactured by the Company. We have broadly reviewed such accounts and records and we are of the opinion that the accounts and records have been made and maintained by the Company. However, we have not made any detailed examination of such records in order to ascertain whether those are complete and accurate.
(vii)	<p>(a) Whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;</p> <p>(b) where statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned (a mere representation to the concerned Department shall not be treated as a dispute);</p>	<p>(a) According to the records, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Sales Tax, Custom Duty, other statutory dues with appropriate authorities.</p> <p>As explained to us, the Company does not have any dues in respect of Wealth Tax, Service Tax and Cess.</p>

Annexure - A

to the independent auditors' report

		(b) The disputed statutory dues aggregating to Rs 646.77 Lacs (inclusive of amounts not provided in financial statement) that have not been deposited on account of matters pending before appropriate authorities are as under:																																								
		<table border="1"> <thead> <tr> <th>Nature of dues</th> <th>Amount (Rs in Lacs)</th> <th>Year which it relates</th> <th>Forum</th> </tr> </thead> <tbody> <tr> <td>Vat & Penalty</td> <td>0.34</td> <td>1980-81</td> <td>The Additional Commissioner of Commercial Taxes, Kolkata</td> </tr> <tr> <td>Vat ,</td> <td>0.54</td> <td>1993-94,</td> <td>The Additional Commissioner of Commercial Taxes, Kolkata</td> </tr> <tr> <td>Tax , Penalty & Interest</td> <td>1.21</td> <td>1988-89, 1998-99</td> <td>The West Bengal Commercial Taxes Appellate & Revision Board, Kolkata</td> </tr> <tr> <td>Tax & Penalty</td> <td>15.13</td> <td>2000-01 to 2004-05</td> <td>The West Bengal Taxation Tribunal</td> </tr> <tr> <td>CST , Interest & Penalty</td> <td>39.36</td> <td>1995-96 to 2017-18</td> <td>The Sr.Joint Commissioner of Commercial Taxes</td> </tr> <tr> <td>Central Excise Tax & Penalty</td> <td>70.66</td> <td>1992, 1994, 1996, 2003 2004</td> <td>Commissioner (Appeals) Central Excise, Kolkata-IV</td> </tr> <tr> <td>Central Excise Tax & Penalty</td> <td>26.19</td> <td>2006 2009 2010, 2011, 2012, 2013</td> <td>Commissioner (Appeals) Central Excise, Kolkata-IV</td> </tr> <tr> <td>Central Excise Tax & Penalty</td> <td>281.08</td> <td>2010 to 2015 2014-15 to 2016-17, 2017-18</td> <td>Commissioner (Appeals) Central Excise, Kolkata-IV</td> </tr> <tr> <td>Goods Service Tax, Penalty & Interest</td> <td>212.26</td> <td>2017-18</td> <td>Joint Commissioner (Appeals) GST, Kolkata.</td> </tr> </tbody> </table>	Nature of dues	Amount (Rs in Lacs)	Year which it relates	Forum	Vat & Penalty	0.34	1980-81	The Additional Commissioner of Commercial Taxes, Kolkata	Vat ,	0.54	1993-94,	The Additional Commissioner of Commercial Taxes, Kolkata	Tax , Penalty & Interest	1.21	1988-89, 1998-99	The West Bengal Commercial Taxes Appellate & Revision Board, Kolkata	Tax & Penalty	15.13	2000-01 to 2004-05	The West Bengal Taxation Tribunal	CST , Interest & Penalty	39.36	1995-96 to 2017-18	The Sr.Joint Commissioner of Commercial Taxes	Central Excise Tax & Penalty	70.66	1992, 1994, 1996, 2003 2004	Commissioner (Appeals) Central Excise, Kolkata-IV	Central Excise Tax & Penalty	26.19	2006 2009 2010, 2011, 2012, 2013	Commissioner (Appeals) Central Excise, Kolkata-IV	Central Excise Tax & Penalty	281.08	2010 to 2015 2014-15 to 2016-17, 2017-18	Commissioner (Appeals) Central Excise, Kolkata-IV	Goods Service Tax, Penalty & Interest	212.26	2017-18	Joint Commissioner (Appeals) GST, Kolkata.
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(viii)	whether any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), if so, whether the previously unrecorded income has been properly recorded in the books of account during the year;	(viii) According to the information and explanations given to us and based on our examination of the records of the Company, No such cases have been found during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).												
(ix)	<p>(a) whether the company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender, if yes, the period and the amount of default to be reported as per the format below:-</p> <table border="1" data-bbox="260 639 722 851"> <thead> <tr> <th data-bbox="260 639 344 851">Nature of borrowing, including debt securities</th> <th data-bbox="344 639 421 851">Name of lender* *lender wise details to be provided in case of defaults to</th> <th data-bbox="421 639 498 851">Amount not paid on due date</th> <th data-bbox="498 639 575 851">Whether principal or interest</th> <th data-bbox="575 639 652 851">No. of days delay or unpaid</th> <th data-bbox="652 639 722 851">Remarks, if any</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table> <p>(b) whether the company is a declared wilful defaulter by any bank or financial institution or other lender;</p> <p>(c) whether term loans were applied for the purpose for which the loans were obtained; if not, the amount of loan so diverted and the purpose for which it is used may be reported;</p> <p>(d) whether funds raised on short term basis have been utilised for long term purposes, if yes, the nature and amount to be indicated;</p> <p>(e) whether the company has taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if so, details thereof with nature of such transactions and the amount in each case;</p> <p>(f) whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, give details thereof and also report if the company has defaulted in repayment of such loans raised;</p>	Nature of borrowing, including debt securities	Name of lender* *lender wise details to be provided in case of defaults to	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any							<p>The Company has not defaulted in repayment of loans. Refer Footnotes No (ii)(a) of Note No 14 to Financial Statements.</p> <p>(b) The Company has not declared wilful defaulter by any bank or financial institution or government or any government authority.</p> <p>(c) According to the information and explanations given to us, the Term Loan raised on account of purchase of machinery where applied for the purposes for which the loan was obtained.</p> <p>(d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.</p> <p>(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.</p> <p>(f) The Company has not raised any such loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.</p>
Nature of borrowing, including debt securities	Name of lender* *lender wise details to be provided in case of defaults to	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any									

Annexure - A

to the independent auditors' report

(x)	(a) whether moneys raised by way of initial public offer or further public offer (including debt instruments) during the year were applied for the purposes for which those are raised, if not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;	(a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
	(b) whether the company has made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and if so, whether the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised, if not, provide details in respect of amount involved and nature of non-compliance;	(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year
(xi)	<p>(a) Whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;</p> <p>(b) Whether any report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;</p> <p>(c) Whether the auditor has considered whistleblower complaints, if any, received during the year by the company;</p>	<p>Based upon the audit procedure performed and the information and explanation given by the Company, we report that no fraud on or by the Company has been noticed or reported during the year that causes the financial statements materially misstated.</p> <p>(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.</p> <p>(c) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not received any whistleblower complaints during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.</p>

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to the independent auditors' report

(xii)	<p>a) Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability;</p> <p>(b) Whether the Nidhi Company is maintaining ten per cent. unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;</p> <p>(c) Whether there has been any default in payment of interest on deposits or repayment thereof for any period and if so, the details thereof;</p>	The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
(xiii)	Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;	According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
(xiv)	<p>(a) whether the company has an internal audit system commensurate with the size and nature of its business;</p> <p>(b) whether the reports of the Internal Auditors for the period under audit were considered by the statutory auditor;</p>	<p>(a) In our opinion, the internal audit functions carried out during the year by firms of Chartered Accountants appointed by the management have been commensurate with the size of the Company and the nature of its business.</p> <p>(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.</p>
(xv)	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;	In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

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to the independent auditors' report

(xvi)	<p>(a) whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and if so, whether the registration has been obtained;</p> <p>(b) whether the company has conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;</p> <p>(c) whether the company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, if so, whether it continues to fulfil the criteria of a CIC, and in case the company is an exempted or unregistered CIC, whether it continues to fulfil such criteria;</p> <p>(d) whether the Group has more than one CIC as part of the Group, if yes, indicate the number of CICs which are part of the Group;</p>	<p>(a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b), (c) and (d) of the Order is not applicable.</p>
(xvii)	<p>whether the company has incurred cash losses in the financial year and in the immediately preceding financial year, if so, state the amount of cash losses;</p>	<p>The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.</p>
(xviii)	<p>whether there has been any resignation of the statutory auditors during the year, if so, whether the auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors;</p>	<p>There has been no resignation of the statutory auditors during the year.</p>

Annexure - A

to the independent auditors' report

(xix)	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, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;	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 on when they fall due.
(xx)	<p>(a) whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;</p> <p>(b) whether any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub section (6) of section 135 of the said Act;</p>	<p>(a) Not applicable.</p> <p>(b) Not applicable.</p>

For **KHANDELWAL RAY & CO**

Chartered Accountants

Firm's Registration No. 302035E

CA. P. Sarkar

Partner

Membership No: 051449

Place: Kolkata

Date: 27th May, 2023

Annexure - B

to the independent auditors' report

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

Annexure - B

to the independent auditors' report

made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls 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 components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **KHANDELWAL RAY & CO.**
Chartered Accountants
Firm Registration No. 302035E

Place: Kolkata
Date: 27th May, 2023

CA. P.Sarkar
Partner
Membership No: 051449

Balance Sheet

as at 31st March, 2023

(₹ in lacs)

Particulars	Note	Balance as at 31.03.2023	Balance as at 31.03.2022
A. ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	2	9,365.36	7,062.23
(b) Capital Work-in-Progress	3	21.36	2,992.37
(c) Other Intangible Assets	4	17.01	18.42
(d) Financial Assets			
(i) Investments	5	1.53	1.53
(ii) Others Financial Assets		- 1.53	- 1.53
(e) Other Non-Current Assets	6	594.09	528.01
Total Non-Current Assets		9,999.36	10,602.55
2 Current assets			
(a) Inventories	7	3,678.94	3,358.91
(b) Financial Assets			
(i) Trade receivables	8	2,542.80	2,635.80
(ii) Cash and cash equivalents	9	230.50	171.94
(iii) Bank Balances other than (iii) above	10	125.22	23.82
(vi) Others Financial Assets		- 2,898.52	- 2,831.56
(c) Other Current Assets	11	273.01	308.09
Total Current Assets		6,850.47	6,498.57
Total Assets		16,849.83	17,101.12
B. EQUITY AND LIABILITIES			
I Equity			
(a) Equity Share capital	12	855.10	855.10
(b) Other Equity	13	2,401.79	1,764.66
Total Equity		3,256.89	2,619.77
II Liabilities			
1 Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	8,210.82	7,456.32
		8,210.82	7,456.32
(b) Provisions	15	580.34	579.47
(c) Other non-current liabilities	16	0.49	3.35
Total Non-current liabilities		8,791.65	8,039.15
2 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	885.28	865.07
(ii) Trade Payables	18	2,749.74	3,802.97
(iii) Other Financial Liabilities	19	-	211.00
		3,635.02	4,879.04
(b) Other current liabilities	20	1,032.98	1,467.31
(c) Provisions	21	133.30	95.85
Total Current liabilities		4,801.29	6,442.20
Total Liabilities		13,592.94	14,481.35
Total Equity and Liabilities		16,849.83	17,101.12
Basis of preparation, measurement and significant accounting policies	1		
Other Disclosures	31-41		

The accompanying notes 1 to 41 are an integral part of these financial statements
As per our report of even date

For **KHANDELWAL RAY & CO**
Chartered Accountants
Firm Registration No.302035E

CA. P. Sarkar

Partner

Membership No.051449

Kolkata

Dated: 27th May, 2023

For and on behalf of Board of Directors

Sunil Khaitan
Managing Director

Parmanand Tiwari
Director

S.J.Sengupta
President & CFO

S.K.Kejriwal
Company Secretary

Statement of Profit and Loss

for the year ended 31st March, 2023

(₹ in lacs)

Particulars	Note	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I. Revenue from Operations	22	12,079.95	9,717.21
II. Other Income	23	279.50	385.53
III. Total Income (I + II)		12,359.45	10,102.74
IV. Expenses:			
Cost of Materials Consumed	24	3,807.04	3,154.30
Purchases of Stock in Trade	25	-	-
Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade	25	(29.10)	98.32
Employees Benefits	26	2,415.27	2,214.68
Finance Cost	27	1,496.74	1,258.73
Depreciation and Amortization	33	979.13	852.87
Other Expenses	28	- 979.13	- 852.87
Total Expenses		12,307.81	11,155.97
V. Profit/(Loss) before exceptional item and tax.(III - IV)		51.64	(1,053.23)
VI. Exceptional Items -Income/(expenditure)		601.28	- 1,044.79
VII. Profit/(Loss) before tax (V - VI)		652.92	(8.44)
VIII. Tax Expenses:			
i) Current Tax		-	-
ii) Deferred Tax		-	-
IX. Profit (Loss) for the period from continuing operations (VII - VIII)		652.92	(8.44)
X. Profit (Loss) for the period		652.92	(8.44)
XI. Other Comprehensive Income	30		
A. i) Items that will not be reclassified to profit or loss		(15.80)	(0.76)
ii) Income Tax relating to items that will not be reclassified to profit or loss		- (15.80)	- (0.76)
B. i) Items that will be reclassified to profit or loss		-	-
ii) Income Tax relating to items that will be reclassified to profit or loss		- - (15.80)	- - (0.76)
XII. Total Comprehensive Income for the period (X +XI)		637.12	(9.20)
XIII. Earnings Per Equity Share:	40		
i) Basic		1.53	(0.02)
ii) Diluted		1.53	(0.02)
Basis of preparation, measurement and significant accounting policies	1		
Other Disclosures	31-41		

The accompanying notes 1 to 41 are an integral part of these financial statements
As per our report of even date

For **KHANDELWAL RAY & CO**
Chartered Accountants
Firm Registration No.302035E

CA. P. Sarkar
Partner

Membership No.051449
Kolkata
Dated: 27th May, 2023

For and on behalf of Board of Directors

Sunil Khaitan
Managing Director

Parmanand Tiwari
Director

S.J.Sengupta
President.& CFO

S.K.Kejriwal
Company Secretary

Statement of Changes in Equity

for the year the period ended 31st March, 2023

A. EQUITY SAHARE CAPITAL

I) Current Reporting Period

₹ in lacs

Sl. No	Particulars	Note No	Balance
II	Balance as at 1st April, 2022		855.10
	Change in Equity Share Capital due to prior period errors		
	Restated Balance at the beginning of the current reporting period		
	Change in Equity Share Capital during the year		-
III	Balance at the 31st March, 2023	12	855.10

II) Previous Reporting Period

Sl. No	Particulars	Note No	Balance
II	Balance as at 1st April, 2021		855.10
	Change in Equity Share Capital due to prior period errors		
	Restated Balance at the beginning of the current reporting period		
	Change in Equity Share Capital during the year		-
III	Balance at the 31st March, 2022	12	855.10

B. OTHER EQUITY

I) Current Reporting Period

Sl. No	Particulars	Reserve and Surplus		Items of Other Comprehensive Income (OCI)		Total
		General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Remeasure-ments of net defined benefit plans	
I	Balance as at 31st March, 2022	287.63	1,423.70	(0.53)	53.86	1,764.66
	Profit/ (Loss) for the year	-	652.92	-	-	652.92
	Other Comprehensive Income for the year	-	-	-	(15.80)	(15.80)
	Total Comprehensive Income for the year	-	652.92	-	(15.80)	637.12
II	Balance as at 31st March, 2023	287.63	2,076.62	(0.53)	38.06	2,401.79

II) Previous Reporting Period

Sl. No	Particulars	Reserve and Surplus		Items of Other Comprehensive Income (OCI)		Total
		General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Remeasure-ments of net defined benefit plans	
I	Balance as at 31st March, 2021	287.63	1,432.14	(0.53)	54.62	1,773.86
	Profit/ (Loss) for the year	-	(8.44)	-	-	(8.44)
	Other Comprehensive Income for the year	-	-	-	(0.76)	(0.76)
	Total Comprehensive Income for the year	-	(8.44)	-	(0.76)	(9.20)
II	Balance as at 31st March, 2022	287.63	1,423.70	(0.53)	53.86	1,764.66

Basis of preparation, measurement and significant accounting policies

1

Other Disclosures

31-41

The accompanying notes 1 to 41 are an integral part of these financial statements

As per our report of even date

For **KHANDELWAL RAY & CO**

Chartered Accountants

Firm Registration No.302035E

CA. P. Sarkar

Partner

Membership No.051449

Kolkata

Dated: 27th May, 2023

For and on behalf of Board of Directors

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S.J.Sengupta

President.& CFO

S.K.Kejriwal

Company Secretary

Cash Flow Statement

for the year ended 31st March, 2023

(₹ in lacs)

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
A. Cash Flow from Operating Activities :		
Net Profit (Loss) before Tax	652.92	(8.44)
Adjustments For :		
Depreciation and amortisation expense	979.13	852.87
(Profit) / Loss on Sale / Discard of Tangible Fixed Assets	(0.36)	0.68
Exceptional Items	601.28	1,044.79
Interest Income	(8.32)	(21.81)
Finance Cost	1,496.74	1,258.73
Sundry Balances Written Off	2.44	48.12
Unspent Liabilities Written Back	(28.68)	(291.46)
Debts and advances written off	-	211.70
Operating Profit before Working Capital Changes	3,695.16	3,095.16
Adjustments For:		
Increase/(Decrease) in Other Non Current Liabilities	(2.87)	(211.03)
Increase/(Decrease) in Non Current Provisions	(14.93)	(58.82)
Increase/(Decrease) in Current Provisions	37.44	(19.22)
Increase/(Decrease) in Trade Payables	(1,053.23)	(159.53)
Increase/(Decrease) in Other Current Financial Liabilities	(211.00)	(0.01)
Increase/(Decrease) in Other Current Liabilities	(405.65)	(828.98)
Decrease/(Increase) in Other Non-Current Assets	(97.99)	65.03
Decrease/(Increase) in Inventories	(320.03)	(54.29)
Decrease/(Increase) in Trade Receivables	93.00	405.42
Decrease/(Increase) in Other Current Assets	35.08	110.61
Cash Generated from / (used in) Operating Activities	1,754.99	2,344.34
Tax Expense	29.46	(9.79)
Net Cash Flow from/(used in) Operating Activities(A)	1,784.45	2,334.55
B. Cash Flow from Investing Activities :		
Interest Income	8.32	21.81
Addition to Tangible Fixed Assets	(303.02)	(510.84)
Addition to Intangible Fixed Assets	(8.04)	(0.53)
Sale of Tangible Fixed Assets	1.57	57.39

Cash Flow Statement

for the year ended 31st March, 2023

(₹ in lacs)

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Net Cash flow from/(used in) Investing activities (B)	(301.18)	(432.18)
C. Cash Flow from Financing Activities :		
Proceeds from Long term Borrowings	754.50	79.42
Proceeds from Short term Borrowings	20.21	(129.89)
Exceptional Items	(601.28)	(1,044.79)
Interest Expense	(1,496.74)	(1,258.73)
Net Cash Flow from Financing Activities (C)	(1,323.32)	(2,353.98)
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	159.95	(451.61)
Closing Balance of Cash & cash Equivalents	355.72	195.77
Opening Balance of Cash & cash Equivalents	195.77	647.38
Net Increase / (Decrease) in Cash & Cash Equivalents	159.95	(451.61)

Notes :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) -7 on Statement of Cash Flows.
- Additions to Fixed Assets include movement of Capital Work in Progress during the year.
- Proceeds from Long Term Borrowings are shown net of repayments.
- Figures in brackets represent cash outflow from respective activities.
- Cash & Cash Equivalents do not include any amount which is not available to the Company for its use.
- As breakup of Cash & Cash Equivalents is also available in Note No.9, 10 reconciliation of items of Cash & Cash Equivalents as per Cash Flow Statement with the equivalent items reported in the Balance Sheet is not required and hence not provided.

The accompanying notes 1 to 41 are an integral part of these financial statements

As per our report of even date

For and on behalf of Board of Directors

For **KHANDELWAL RAY & CO**

Chartered Accountants

Firm Registration No.302035E

Sunil Khaitan

Managing Director

Parmanand Tiwari

Director

CA. P. Sarkar

Partner

Membership No.051449

Kolkata

Dated: 27th May, 2023

S.J.Sengupta

President.& CFO

S.K.Kejriwal

Company Secretary

Notes to Financial Statements

for the year ended 31st March, 2023

1. BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION AND MEASUREMENT

(a) Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements.

(b) Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

1.2 KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- (a) Measurement of defined benefit obligations – Note-37
- (b) Measurement and likelihood of occurrence of provisions and contingencies – Note-31.and
- (c) Key Accounting Ratio – Note 32

1.3 SIGNIFICANT ACCOUNTING POLICIES:

a) Recognition of Income & Expenditure:

Income and Expenditure are recognised on accrual basis.

b) Property, Plant and Equipment:

Property, plant and equipment are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future

Notes to Financial Statements

for the year ended 31st March, 2023

economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

- Assets costing ₹ 5,000 or less are fully depreciated in the year of purchase.

Freehold land is not depreciated.

Leasehold land: Cost of Leasehold Land and installation and other expenses incurred on Machineries taken on lease are amortized over the period of the respective lease.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

c) Intangible Assets:

Separately purchased intangible assets are initially measured at cost. Intangible assets acquired in a business combination are recognized at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortized on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Patent - 20 years

Know-how - 5 years

Computer software - 5 years

The amortization period and the amortization method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

Indefinite life intangibles mainly consist of patents. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues, if not, it is impaired or changed prospectively basis revised estimates

d) Inventories:

Inventories are stated at cost or net realisable value, whichever is lower. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are Weighted Average Cost. As per consistent practice, qualitative deterioration of old stocks are recognised by way of value reduction of such items.

e) Financial Instruments:

Financial Assets:

Financial assets are recognised when the Company becomes a party to the contractual provisions

Notes to Financial Statements

for the year ended 31st March, 2023

of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- amortized cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Cash and Cash Equivalents:

Cash and cash equivalents are short-term (twelve months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

Investments:

Long Term Investments are carried at cost and Provision for impairment is made to recognise a decline, other than temporary, in the value of long term investments, script wise.

Trade Receivables and Loans:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Debt Instruments:

Debt instruments are initially measured at amortized cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

a) Measured at amortized cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortized cost using the effective interest rate ('EIR') method less impairment, if any. The amortization of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

b) Measured at fair value through other comprehensive income:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain

Notes to Financial Statements

for the year ended 31st March, 2023

or loss previously recognised in OCI is reclassified from the equity to other income' in the Statement of Profit and Loss.

c) Measured at fair value through profit or loss:

A financial asset not classified as either amortized cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value; the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument are recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derecognition:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Asset:

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, 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. The Company's trade 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. The impairment losses and reversals are recognised in Statement of Profit and Loss.

Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest method.

Subsequent measurement

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

Notes to Financial Statements

for the year ended 31st March, 2023

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

f) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered probable. Contingent Liabilities are shown by way of Notes to Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is not considered probable, hence not provided for. Contingent assets are not recognised in the accounts.

g) Revenue Recognition:

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, etc.

Income from export incentives such as duty drawback and premium on sale of import licenses, and lease license fee are recognised on accrual basis.

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably.

Effective from 1 April, 2018 the Company has adopted Ind AS 115 "Revenue from Contracts with Customers".

h) Employee Benefits:

Defined benefit plans

Defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited to 'Finance costs' in the Statement of Profit and Loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

The defined benefit plan surplus or deficit on the Balance Sheet comprises the total for each plan of the fair value of plan assets less the present value of the defined benefit liabilities (using a discount rate by reference to market yields on government bonds at the end of the reporting period).

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet

Notes to Financial Statements

for the year ended 31st March, 2023

date, made by independent actuary using the projected unit credit method. The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

i) Foreign Currency Transactions:

- a) Transactions in Foreign currency are initially recorded at the exchange rate at which the transaction is carried out.
- b) Monetary Financial Assets and Liabilities related to foreign currency transactions remaining outstanding at the year end are translated at the year end rates.
- c) Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- d) Any income or expense on account of exchange difference either on settlement or on translation at the year end is recognized in the Statement of Profit & Loss.
- e) In case of items which are covered by forward exchange contracts, the difference between the yearend rate and the rate on the date of the contract is recognized as exchange difference. The premium or discount on forward exchange contracts is recognized over the period of the respective contract.

j) Research & Development Expenditure:

Revenue expenditure is charged to Statement of Profit & Loss and Capital expenditure is added to the cost of fixed assets in the year in which it is incurred.

k) Borrowing Costs:

Borrowing Costs that are attributable to the acquisition or construction of qualifying non financial assets are capitalised as part of the cost of such assets. A qualifying such asset is one that necessarily takes a substantial period of time to get ready for intended use. All other borrowing costs are charged to Statement of Profit and Loss in the period in which they are incurred.

l) Income Taxes:

Income-tax expense comprises Current tax /Minimum Alternate Tax (MAT) and Deferred tax charge or credit. Provision for Current Tax/ MAT is made on the assessable income at the tax rate applicable to the relevant assessment year. The Deferred tax Asset and Deferred tax Liability is calculated by applying tax rate and tax laws that have been applicable to the relevant assessment year. The Deferred tax Asset and Deferred tax Liability is calculated by applying tax rate and tax laws that have been depreciation under tax laws, are recognised only if there is a virtual certainty of its realization, supported by convincing evidence. Deferred tax Assets on account of other timing differences are recognised only to the extent there is a reasonable certainty that the assets can be realized in future.

m) Impairment of Non Financial Assets:

Impairment loss, if any, is recognised to the extent, the carrying amount of assets exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amount of assets to the extent that it does not exceed the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

Notes to Financial Statements

for the year ended 31st March, 2023

After impairment, depreciation or amortization on assets is provided on the revised carrying amount of the respective asset over its remaining useful life.

n) Operating Cycle:

All Financial Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies' Act, 2013. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as less than 12 months for the purpose of current and non-current classification of financial assets and liabilities.

o) Cash flow statement:

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

p) Segment Reporting:

Segments are identified based on the dominant source and nature of risks and returns and the internal organization and management structure. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

- (a) Inter segment revenue is accounted for based on the transaction price agreed to between segments which is primarily market led.
- (b) Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been disclosed as «Un-allocable».

q) Earnings per Share:

i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit/(loss) attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year.

ii) Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account.

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

A. NON-CURRENT ASSETS

2. Property, Plant & Equipments

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				IMPAIRMENT			NET BLOCK		
	Balance as at 01.04.2022	Addition	Disposals/ Adjustment	Balance as at 31.03.2023	Balance as at 01.04.2022	For the Year	Disposals/ Adjustment	Balance as at 31.03.2023	Balance as at 01.04.2022	Reversed during the Year	Provided during the year	Balance as at 31.03.2023	Balance as at 31.03.2023	Balance as at 31.03.2022
LAND														
Freehold	7.18	-	-	7.18	-	-	-	-	-	-	-	-	7.18	7.18
Leasehold	3.86	-	1.66	2.20	1.26	-	0.74	0.51	-	-	-	-	1.69	2.60
BUILDING	2,219.00	1.32	-	2,220.32	898.02	61.61	-	959.63	-	-	-	-	1,260.69	1,320.98
Leasehold	-	-	-	-	-	-	-	-	-	-	-	-	-	-
PLANT AND EQUIPMENTS	17,291.18	3,242.94	-	20,534.11	11,791.55	860.87	-	12,652.42	-	-	-	-	7,881.69	5,499.63
FURNITURE AND FIXTURES	506.44	13.53	0.93	519.04	406.80	16.52	0.83	422.49	-	-	-	-	96.55	99.64
VEHICLES	165.69	-	-	165.69	90.23	15.46	-	105.69	-	-	-	-	60.00	75.46
OFFICE EQUIPMENTS	121.47	5.96	3.69	123.73	96.42	7.64	3.51	100.55	-	-	-	-	23.19	25.05
OTHERS														
Computers	392.76	10.28	-	403.04	361.07	7.59	-	368.66	-	-	-	-	34.38	31.69
TOTAL	20,707.57	3,274.03	6.28	23,975.31	13,645.34	969.69	5.08	14,609.95	-	-	-	-	9,365.36	7,062.23
PREVIOUS YEAR	20,758.44	420.26	471.13	20,707.57	13,131.31	837.48	323.45	13,645.34	-	-	-	-	7,062.23	-

3. Capital Work in progress

Description	Balance as at 01.04.2022	Addition during the year	Deduction during the year	Balance as at 31.03.2023
Capital Work in progress Plant & Machinery	2,992.37	-	2,971.00	21.36
Total	2,992.37	-	2,971.00	21.36

Note:

i) Ageing of Capital-Work-in Progress

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	21.36	-	-	-	21.36

ii) Capital-Work-in Progress completion schedule

CWIP	To be Completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project 1	-	-	21.36	-

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

4. Other Intangible Assets

DESCRIPTION OF ASSETS	GROSS BLOCK			AMORTISATION				IMPAIRMENT				NET BLOCK		
	Balance as at 01.04.2022	Addition	Disposals/ Adjustment	Balance as at 31.03.2023	Balance as at 01.04.2022	For the Year	Disposals/ Adjustment	Balance as at 31.03.2023	Balance as at 01.04.2022	Reversed during the Year	Provided during the year	Balance as at 31.03.2023	Balance as at 31.03.2023	Balance as at 31.03.2022
COMPUTER SOFTWARE														
-Acquired	134.40	8.04	-	142.43	115.97	9.45	-	125.42	-	-	-	-	17.01	18.42
PATENTS														
-Acquired	20.30	-	-	20.30	20.30	-	-	20.30	-	-	-	-	-	-
TECHNICAL KNOWHOW														
-Acquired	215.21	-	-	215.21	215.21	-	-	215.21	-	-	-	-	-	-
TOTAL	369.91	8.04	-	377.94	351.49	9.45	-	360.93	-	-	-	-	17.01	18.42
PREVIOUS YEAR	360.78	9.21	0.60	369.91	321.23	15.47	0.60	351.49	-	-	-	-	18.42	-

A. NON-CURRENT ASSETS

5. Investments

	As at 31st March, 2023	As at 31st March, 2022
a) Investment Property	-	-
a) Equity instruments		
Bodies Corporate:		
Fair value through Other Comprehensive Income		
Quoted Fully Paid Up.		
i) Anil Special Steel Industries Ltd.		
111,705 Equity Shares of Rs.10/-each. (Including 10,155 Equity Shares received as Bonus in earlier years)	26.52	26.52
ii) Pamwi Tissues Ltd		
260,130 Equity Shares of Rs.10/- each.	13.28	13.28
iii) Sumangala Investment Co.Ltd		
4,200 Equity Shares of Rs.10/- each.	0.42	0.42
	40.23	40.23
Un-Quoted Fully Paid Up.		
i) Shalimar Impel Ltd		
1,000 Equity Shares of Rs.10/- each.	0.10	0.10
ii) Satya Sons Services Ltd		
2,000 Equity Shares of Rs.10/- each.	0.20	0.20
	0.30	0.30
	40.53	40.53
b) Investments in Govt. or Trust Securities		
7 Year National Savings Certificate. (Lodged with Govt. Authorities)	0.13	0.13
e) Investments in Debentures or Bonds	-	-
f) Investments in Mutual Funds	-	-

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

	As at 31st March, 2023	As at 31st March, 2022
g) Investments in Partnership Firms	-	-
h) Other Non-Current Investment	-	-
	40.66	40.66
Less: Amount of Impairment in value of Investments	39.13	39.13
Total	1.53	1.53
Aggregate Value of Quoted Investments	40.23	40.23
Market Value of Quoted Investments	1.40	1.40
Aggregate Value of Un-Quoted Investments	0.43	0.43
Aggregate Amount of Impairment in value of Investments	39.13	39.13

Note: All the above investments are stated at cost. Provision for impairment is made to recognise a decline, other than temporary, in the value of long term investments, script wise.

6. Other Non-Current Assets

	As at 31st March, 2023	As at 31st March, 2022
a) Capital Advance	211.44	17.61
b) Advances Other than Capital Advance		
Security Deposit	161.52	164.31
Other Advances		
Taxes & Duties Paid Under Protest	51.46	40.29
Advance Income Tax	73.51	102.96
Advance against Salary & Wages	96.17	163.61
	221.14	382.66
	306.87	471.18
c) Others		
Unsecured, Considered Goods:		
Export Entitlement	-	-
Claim Receivable	-	39.22
	-	39.22
Total	594.09	528.01

Note: Income Tax Advance include Rs. 56.43 lakh (approx) are lying before 2010-11. As the extent of adjustability/recoverability of the such amount is presently unascertainable. The management will take the remedial measures against the same in next financial year. Hence, no provision has been made for the same.

B. CURRENT ASSETS

7. Inventories

	As at 31st March, 2023	As at 31st March, 2022
a) Raw Materials	1,149.68	888.92
b) Work in Progress	1,715.67	1,666.85
c) Finished Goods	68.42	88.48
d) Stores & Spares	744.74	714.57
e) Others		
Scrap	0.43	0.09
Total	3,678.94	3,358.91

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

Note:

- i) Inventories are valued at lower of cost or net realizable value.
- ii) Stock of Raw Materials include Raw Material in Transit Rs.29.49 lakhs (Previous year Rs.10.66 lakhs including GST Rs.1.20 lakhs) including GST Rs.3.48 lakhs.

8. Trade Receivables

	As at 31st March, 2023	As at 31st March, 2022
Trade Receivable Considered Good - Unsecured:	2,502.29	2,578.30
Trade Receivable which have significant increase in Credit Risk	40.51	57.50
Trade Receivable Credit Impaired	241.06	241.80
Less: Allowance for Credit Impairment	241.06	241.80
Total	2,542.80	2,635.80

Note:

i) Trade Receivable Ageing

a) Current Reporting Period

Particulars	Outstanding for following periods from due date of payment.					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	2,438.43	63.86	-	-	-	2,502.29
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	4.23	9.47	5.46	4.96	16.40	40.51
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	241.06	241.06
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

b) Previous Reporting Period

Particulars	Outstanding for following periods from due date of payment.					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	2,370.91	207.39	-	-	-	2,578.30
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	9	16	24.97	7.17	57.50
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	241.80	241.80
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

i) Trade Receivable - Credit Risk represent receivables in respect of which the management has taken appropriate steps to identify and examine each case in details and depending on merits of the case necessary action would be taken by the management.

9. Cash and Cash Equivalent

	As at 31st March, 2023	As at 31st March, 2022
a) Balances with Banks		
Current Account	221.43	152.72
Fixed Deposit	- 221.43	- 152.72
b) Cash on hand	9.07	19.22
Total	230.50	171.94

10. Bank Balances other than Cash and Cash Equivalents

	As at 31st March, 2023	As at 31st March, 2022
Deposits under lien with banks		
Fixed Deposit (Lodged with Bank as Margin)		
i) Maturity period more than 12 months	125.22	23.82
	125.22	23.82
Total	125.22	23.82

Note: During the year Margin Deposit of Rs.14.93 lakhs has been seized by State Bank of India under instructions from Goods Service Tax (GST) Authority and such Margin Deposit are subject to receipt of confirmation.

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

11. Other Current Assets

	As at 31st March, 2023		As at 31st March, 2022	
a) Advance Other than Capital Advance				
i) Other Advances				
Advance to Suppliers & Others	104.83		172.52	
GST Receivable:	4.80		1.31	
VAT receivable	-		3.52	
TDS Receivable	-		0.18	
Prepaid Expenses	31.40		27.52	
Miscellaneous	125.85		96.46	
Interest Receivable	6.13	273.01	6.58	308.09
Total	273.01		308.09	

C. EQUITY

12. Share Capital

	As at 31st March, 2023		As at 31st March, 2022	
a) Authorised:				
i) 50,000,000 Equity Shares of Rs.2 /- each.	1,000.00		1,000.00	
ii) 5,000,000 Preference Shares of Rs.100/- each.	5,000.00		5,000.00	
Total	6,000.00		6,000.00	
b) Issued, Subscribed & Paid Up:				
i) Equity Shares Fully Paid Up:				
42,755,123 Equity Shares of Rs.2 /-each.	855.10		855.10	
Total	855.10		855.10	

c) Reconciliation of the number of Equity Shares Outstanding:

	As at 31st March, 2023		As at 31st March, 2022	
	Nos	Nos	Nos	Nos
Number of Shares outstanding at the beginning of the year.		4,27,55,123		4,27,55,123
Add: Number of shares allotted as fully paid up during the year to lenders on conversion of loan into share capital without payment being received in cash.				
Number of Shares outstanding at the end of the year.		4,27,55,123		4,27,55,123

d) Shares in the Company held by each Shareholders holding more than 5% Shares.

Name of Shareholders	As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares held	Number of Shares held	Number of Shares held	Number of Shares held
	Nos	Nos	Nos	Nos
Sunita Khaitan	1,01,18,900	23.67	1,01,18,900	23.67
Reliance Sheet Works Pvt Ltd	72,51,481	16.96	72,51,481	16.96
Amit Commercial Co.Ltd	72,30,132	16.91	72,30,132	16.91
Asset Reconstruction Company (India) Ltd	1,11,00,000	25.96	1,11,00,000	25.96

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

e) Shareholding of Promoters.

Name of Shareholders	As at 31st March, 2023			As at 31st March, 2022		
	No. of Shares	% of Total Shares	% Change during the year	No. of Shares	% of Total Shares	% Change during the year
Sunita Khaitan	10118900	23.67	-	10118900	23.67	-
Vedant Khaitan	1240753	2.90	-	1240753	2.90	-
Umesh Kumar Khaitan	306074	0.72	-	306074	0.72	-
Sunil Kumar Khaitan	274662	0.64	-	274662	0.64	-
Sudhir Kumar Khaitan	274461	0.64	-	274461	0.64	-
Anil Kumar Khaitan	233450	0.55	-	233450	0.55	-
Sarita Khaitan	159915	0.37	-	159915	0.37	-
Rashmi Khaitan	118640	0.28	-	118640	0.28	-
Sita Debi Khaitan	88512	0.21	-	88512	0.21	-
Sashi Prabha Khaitan	67193	0.16	-	67193	0.16	-
Kavita Khaitan	53954	0.13	-	53954	0.13	-
Reliance Sheet Works Pvt Ltd	7251481	16.96	-	7251481	16.96	-
Amit Commercial Co.Ltd	7230132	16.91	-	7230132	16.91	-
Sumangla Investment Company Ltd.	280992	0.66	-	280992	0.66	-
Esquire Engineering Ltd	161547	0.38	-	161547	0.38	-
Shalimar Holding Ltd	112343	0.26	-	112343	0.26	-
Samtul Investments Ltd	87328	0.20	-	87328	0.20	-
Agro Chemicals And Fertilizers Ltd	3990	0.01	-	3990	0.01	-
Total	28064327	65.64	-	28064327	65.64	-

13. Other Equity

Refer Statement of Changes in Equity for detailed movement in Equity balance.

A. Summary of Other Equity balance.

Particulars	Balance as at 1st April, 2022	Addition	Deduction	Balance as at 31st March' 2023
General Reserve	287.63	-	-	287.63
Retained Earnings	1,423.70	652.92	-	2,076.62
Items of Other Comprehensive Income				
Remeasurement of Defined Benefit Plan	53.86	(15.80)		38.06
Fair value of Equity Instruments through OCI	(0.53)	-		(0.53)
Total	1,764.66	637.12	-	2,401.79

B. Nature and purpose of reserves

- General Reserve: General Reserve was created in the past by way of appropriation of profits of the Company. This is a free reserve and can be utilised for any general purpose like for issue of bonus shares, payment of dividend, buy back of shares etc.
- Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any loss incurred, any transfers to general reserve, dividends or other distributions paid to shareholders.

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

- c) Equity Instruments through Other Comprehensive Income: The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in equity instruments through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments are reclassified to the Statement of Profit and Loss.

C. Other Comprehensive Income accumulated in Other Equity, net of tax

The disaggregation of changes in other comprehensive income by each type of reserve in equity is shown below:

Particulars	Remeasurements of defined benefit plans	Equity instruments through Other Comprehensive Income	Total
As at 31st March 2022	53.86	(0.53)	53.34
Remeasurement gain/(loss) on defined benefit plans	(15.80)	-	(15.80)
Gain/(loss) on Equity Instruments recognised in other comprehensive income	-	-	-
Reclassified to Statement of Profit and Loss	-	-	-
Income tax effect	-	-	-
As at 31st March 2023	38.06	(0.53)	37.54

D. Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgment of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The management and the Board of Directors monitor the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

D NON-CURRENT LIABILITIES

14. Borrowings:

	As at 31st March, 2023	As at 31st March, 2022
a) Debentures		
Secured		
506,662 14% Redeemable Debentures of Rs.30/-each.(Non-Convertible Portion)	-	151.84
	-	151.84
Less: Unpaid Matured Debenture - Refer Note No-19(a)		
Transfer to Investor Protection Fund	-	151.84
Other Overdue Debenture	-	-

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

	As at 31st March, 2023		As at 31st March, 2022	
		-		-
b) Term Loan:				
i) From Banks / Financial Institutions				
Secured				
Kotak Mahindra Bank Ltd.	218.39		32.51	
Kotak Mahindra Bank Ltd. (ECLG Scheme)	650.54		907.51	
	868.93		940.02	
Less: Overdue Portion of Long Term Debt	-		-	
Less: Current maturity of Long Term Debt	508.81	360.11	345.52	594.50
(Refer Note - 17(b))				
Unsecured:				
Body Corporate	-	7,833.06	-	6,840.13
		8,193.18		7,434.63
c) Loans from Related Parties:				
Unsecured		13.75		13.75
d) Others Loans:				
Secured:				
Car Loan		10.06		27.78
Less: Overdue Portion of Long Term Debt	-		-	
Less Current maturities of Long Term Debts	6.17		19.84	
(Refer note no 17 (b))		6.17		19.84
		3.89		7.94
Total		8,210.82		7,456.32

NOTES:

i) Submission of Quarterly Returns or Statement of Current Assets:

- a) The Company has filed the monthly Statements of current assets with the banks/Financial Institutions and the same are in agreement with the books of accounts;

ii) Terms of Redemption / Repayment:

a) Debenture:

In view of the provisions of the rehabilitation scheme sanctioned by erstwhile BIFR dated 24.05.2010 in para 11.1(f) and as the debenture holders are untraceable for a considerable period of time, the amount of provision for matured debenture has been written back.

b) Term Loans:

- i) During the year 2021-22, the Company has availed Term Loan from Kotak Mahindra Bank Ltd Rs.35 lakhs and the said loan is repayable in 27 months by way of monthly instalments commencing from February, 2022. During the year 2022-23, the Company has availed Working Capital Demand Term Loan (WCDDL) of Rs.3 Crore and the said loan is repayable in three equal instalments to be repaid in 7th, 8th and 9th month following the month of first disbursement of the WCDDL in August, 2022.

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

- ii) During the year 2020-21 and 2021-22, the Company has availed Working Capital Term Loan of Rs. 8.16 Crore and Rs.1.92 Crore respectively under Emergency Credit Line Gaurantee (ECLG) Scheme of National Credit Guarentee Trustee Company Ltd, through Kotak Mahindra Bank Ltd,in the backdrop of COVID 19 pandemic and said loan Rs.8.16 Crore is repayble in 48 months (with moratorium of 12 months) by way of monthly instalments comencing from November, 2021, and loanRs. 1.92 Crore is repayble in 60 months (with moratorium of 24 months) by way of monthly instalments comencing from February, 2024.
- iii) Unsecured loans from promoters Rs. 13.75 lacs and certain bodies corporate Rs.11.25 lacs are repayable after the repayment of all settled dues of secured creditors are made pursuant to the Rehabilitation Scheme sanctioned by its Order dated 10th June'2010 of the erstwhile BIFR. As per the said sanctioned scheme of erstwhile BIFR, no interest is payable on above loans.
- iv) Amount relating to Current Matuirities has been calculated on the basis of existing repayment schedule of lenders.
- v) Car Loan from banks (other than schedule banks) repayable in monthly installments from June 2014 to July,2025 for respective cars covered under above loan.
- iii) **Nature of Security:**
- a) **Term Loans:**
- i) The Term Loan from Kotak Mahindra Bank Ltd.availed during the year was secured by first and exclusive charge on all existing and future movable and immovable fixed and current assets of the company and personal gaurantee of promoter.
- ii) The Company presently enjoys facilities like Working Capital limit of Rs.5 Crore as part of the overall credit facilities granted by Kotak Mohindra Bank Ltd, secured by first and exclusive charge on all existing and future movable and immovable fixed and current assets of the Company.
- iii) Working Capital Term Loan under ECLG Scheme is secured by second charge on all existing and future movable and immovable fixed and current assets of the Company.
- iv) Car Loan from banks (other than schedule banks) are secured by the hypothecation of the cars.

15. Provisions

	As at 31st March, 2023		As at 31st March, 2022	
a) Provision for Employees Benefits.				
Gratuity	468.27		457.52	
Leave Encashment (Refer note-37)	112.07	580.34	121.95	579.47
Total		580.34		579.47

16. Other Non-Current Liabilities

	As at 31st March, 2023		As at 31st March, 2022	
Accrued Expenses		0.49		3.35
Total		0.49		3.35

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

E CURRENT LIABILITIES

17. Borrowings

	As at 31st March, 2023	As at 31st March, 2022
a) Loan Repayable on Demand.		
i) From Banks		
Secured:		
Overdraft Current Account	370.29	499.71
Unsecured:	-	-
	370.29	499.71
b) Current Maturities of Long Term Borrowing	514.98	365.36
-Refer Note No-14(b)(i) & (d)		
Total	885.28	865.07

Note:

Nature of Security:

The aforesaid Overdraft Current Account has been secured by first and exclusive charge on all existing and future movable and immovable fixed and current assets of the company.

18. Trade Payable

	As at 31st March, 2023	As at 31st March, 2022
Total Outstanding Dues of Micro and Small Enterprises	335.88	639.27
Total Outstanding Dues of Other than Micro and Small Enterprises	2,413.86	3,163.70
Total	2,749.74	3,802.97

Note:

i) Aging of Trade Payables Due for Payment

a) Current Reporting Period

Particulars	Outstanding for periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Micro, Small and Medium Enterprises (MSME)	335.88				335.88
(ii) Others	901.42	984.18	227.19	301.07	2,413.86
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

b) Previous Reporting Period

Particulars	Outstanding for periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Micro, Small and Medium Enterprises (MSME)	639.27	-	-	-	639.27
(ii) Others	2224.34	87.85	446.63	404.89	3,163.70
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

ii) Trade Payable under Micro, Small and Medium Enterprise (MSME) include Rs.287.45 lakhs relating to related party. Refer Note No. 36

iii) Amount dues to suppliers are subject to confirmation of the parties.

iv) The Company has amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at 31st March, 2023 as under:

	As at 31st March, 2023	As at 31st March, 2022
The Principal amount and Interest due thereon remaining unpaid to any supplier as at the end of the year.	335.88	639.27
The amount of Interest paid in terms of Section 16 along with the amount of the payment made to the supplier beyond the appointed day during the year.	1,087.68	561.54

The information has been given in respect of such vendors to the extent they could be identified as "Micro, Small and Medium Enterprise" on the basis of information available with the Company.

19. Other Financial Liabilities

	As at 31st March, 2023	As at 31st March, 2022
a) Unpaid Matured Debentures and Interest accrued thereon Investor Education and Protection Fund (Matured Debenture) -Refer Note No-14(a)	-	151.84
Interest Accrued and Due	-	59.16
Total	-	211.00

20. Other Current Liabilities

	As at 31st March, 2023	As at 31st March, 2022
Advance from Customers & Others	181.55	216.99
Statutory Liabilities	118.74	129.28
Salary, Wages & Bonus	247.26	283.72
Others	485.42	837.31
Total	1,032.98	1,467.31

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

Note:

- i) 'Others' include Rs.36.13 lakhs (after adjustment of last year balance Rs. 287.83 lakhs) has been received from assigned agents, through Kotak Mahindra Bank Ltd, as temporary deposit for disposal of rest of the property of Paper Machine Industries, Nasik, under a closure Unit of the Company which is awaiting for disposal. Necessary adjustments for the same would be carried out on final disposal of such balance properties.
- ii) Salary, Wages & Bonus liabilities payable include Rs.34.67 lakhs relating to related party. Refer Note No. 36

21. Provisions

	As at 31st March, 2023		As at 31st March, 2022	
a) Provision for Employees Benefits				
Gratuity	86.85		50.50	
Leave Encashment (Refer Note-37)	46.45	133.30	45.35	95.85
Total	133.30		95.85	

22. Revenue from Operations

	As at 31st March, 2023		As at 31st March, 2022	
a) Sale of Products (Net of GST)	12,068.57		9,668.14	
b) Other Operating Revenues				
Export Entitlement	-		38.00	
Scrap Sale*	11.37	11.37	11.07	49.07
Total	12,079.95		9,717.21	

23. Other Income

	As at 31st March, 2023		As at 31st March, 2022	
a) Interest Income	8.32		21.81	
b) Other Non-Operating Income (Net):	271.19		363.72	
Total	279.50		385.53	

24. Cost of Materials Consumed

	As at 31st March, 2023		As at 31st March, 2022	
Raw Materials Consumed	3,807.04		3,154.30	
Total	3,807.04		3,154.30	

25. Change in Inventories

	As at 31st March, 2023		As at 31st March, 2022	
Closing Stock:				
Finished Goods	68.42		88.48	
Work in Progress:	1,715.67		1,666.85	
Scrap	0.43	1,784.52	0.09	1,755.42
Less: Opening Stock:				
Finished Goods	88.48		117.84	
Work in Progress:	1,666.85		1,733.32	
Scrap	0.09	1,755.42	2.58	1,853.74
Increase / (Decrease) in Stock	29.10		(98.32)	

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

26. Employees Benefits Expense

	As at 31st March, 2023	As at 31st March, 2022
Salaries and Wages	2,090.73	1,924.70
Contribution to Provident Fund and Other Funds	100.68	101.69
Staff Welfare Expense	223.86	188.30
Total	2,415.27	2,214.68

Note: Salaries and Wages include Rs.0.18 lacs (Previous Year Rs.10.32 lacs) being expenses incurred on Research & Development.

27. Finance Cost

	As at 31st March, 2023	As at 31st March, 2022
Interest Expense	1,496.74	1,258.73
Total	1,496.74	1,258.73

Note: Interest Expense includes net interest on the defined benefit obligation under Ind AS-19 (Refer Note No.37)

28. Other Expenses

	As at 31st March, 2023	As at 31st March, 2022
Stores & Spare parts consumption	743.55	726.23
Rent	88.65	86.68
Rates & Taxes	23.71	15.49
Insurance	85.13	101.24
Power & Fuel	472.35	428.66
Repairs & Maintenance	733.89	733.08
Travelling & Conveyance	326.69	206.22
Directors' Fees	3.69	4.89
Payments to Auditors	3.71	3.66
Brokerage & Commission	238.69	227.37
Legal and Professional Expenses	167.67	152.73
Freight & Forwarding	107.65	87.10
Loss on Sale of Tangible Assets	-	0.68
Bad Debts Written Off	-	211.70
Sundry Balances Written Off	2.44	48.12
Prior Period Expenses	3.73	5.32
Net Loss on Foreign Currency Exchange	-	10.16
Miscellaneous Expenses	637.15	527.75
Total	3,638.71	3,577.07

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

29. Income from Exceptional Items

	As at 31st March, 2023	As at 31st March, 2022
a) Profit on Sale of Properties	390.28	1,044.79
b) Written Back of Provision of Matured Debenture and Interest	211.00	-
Total	601.28	1,044.79

Note:

- i) Above (a) represents profit on sale of part of the property of Paper Machine Industries a Unit of the Company, Nasik (Previously under closure) and the rest of the property remains to be sold.
- ii) Above (b) represents the provision for liability of Mature Debenture Rs. 151.84 lakhs and Interest Accrued thereon Rs. 59.16 lakhs respectively no longer required written back. Refer Note No. 14(ii)(a).

30. Other Comprehensive Income

	As at 31st March, 2023	As at 31st March, 2022
A. (i) Items that will not be reclassified to profit or loss		
(ii) Remeasurements of the defined benefit plans;	(15.80)	(0.76)
(iii) Equity Instruments through Other Comprehensive Income;	-	-
	(15.80)	(0.76)
Total	(15.80)	(0.76)

F OTHER DISCLOSURES

31. Contingent Liabilities and Commitments

(To the extent not provided for)

	As at 31st March, 2023	As at 31st March, 2022
i) Contingent Liabilities		
a) Claim against the company not acknowledged as debt.	77.28	77.28
b) Other money for which the Company is contingently liable.		
Sale Tax Demands	56.58	96.23
GST Demand	212.26	-
Excise Demands	377.92	646.77
Total	724.05	362.99
ii) Commitments		
a) Estimated amount of Contracts remaining to be executed on Capital Account and not provided for. (Net of Advance)	503.09	73.36
Total	503.09	73.36

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

Note:

- i) The above Contingent Liabilities for Sale Tax Demands includes demands made by Sale Tax Authorities from time to time, under Appeals.
As against above demands the Company has deposited Rs.37.79 lakhs under protest.
- ii) The above Contingent Liabilities for Excise Demands includes demands made by Central Excise Authorities from time to time, under Appeals.
- iii) The above Contingent Liabilities for GST Demands includes demands made by Goods Service Tax Authorities from time to time, under Appeals.
As against above demands the Company has deposited Rs.11.12 lakhs under protest.
- iv) A sum amounting to Rs.211.44 lakhs has been paid as advance in respect of above contracts remaining to be executed on Capital Account and not provided for.

32. Accounting Ratios

Particulars	Items in Numerator and Denominator	As at 31st March, 2023	As at 31st March, 2022	% of Change in Ratio
a) Current Ratio:	Current Assets / Current Liabilities	1.60	1.07	49
b) Debt Equity Ratio :	Total Debt / Total Equity	0.38	0.56	(32)
c) Debt Service Coverage Ratio :	PAT* + Interest Expense + Depreciation & Amortization) / Debt Service	0.29	0.27	7
d) Return on Equity Ratio :	Net Income / Shareholders' Equity* 100	20.05	(0.32)	(6321)
e) Inventory Turnover Ratio :	Cost of Goods Sold / Value of Closing Inventories	1.40	1.30	8
f) Trade Receivables Turnover Ratio :	Net Credit Sales /Average Trade Receivable	3.43	2.90	18
g) Trade Payables Turnover Ratio :	Net Credit Purchase /Average Trade Payable	1.48	0.97	52
h) Net Capital Turnover Ratio :	Net Annual Sales / Working Capital	4.71	22.93	(79)
i) Net Profit Ratio :	Net Profit After Tax / Net Sales * 100	5.41	(0.09)	(6296)
j) Return on Capital Employed/ Return on Investment Ratio:	PBIT*/ (Equity + Long Term Borrowings + Short Term Borrowings)*100	47.70	30.59	56

(* PAT = Profit After Tax, PBIT= Profit Before Interest and Tax)

Note: Reasons for Increase/Decrease in the Ratio by more than 25% as compared to the previous year as follows:

- i) **Current Ratio** has increase /improved on account of increase in Current Assets and decrease in Current Liability during the year.
- ii) **Return on Equity Ratio** has increase / improved on account of profit for the year and increase the Equity Fund by such profit during the year.
- iii) **Trade Payable Turnover Ratio** has increase/improved on account of increase in purchase and decrease in average trade payable during the year.
- iv) **Net Capital Turnover Ratio** has declined / decrease on account of increase in net sales and working capital during the year.
- v) **Net Profit Ratio** has increase/improved on account of profit and increase in net sale during the year.
- vi) **Return on Capital Employed Ratio** has increase/improved on account of profit before interest and tax expense for the year and increase in capital employed during the year.

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

33. Additional Information

	As at 31st March, 2023	As at 31st March, 2022
1. a) Depreciation and Amortization Expense		
Tangible Assets	969.69	837.48
Intangible Assets	9.45	15.39
Total	979.13	852.87
b) Payments to Auditors		
Audit Fees	2.75	2.75
Other Services	0.96	0.91
Total	3.71	3.66

34. Amounts due in respect of Trade Receivable Rs.2542.80 lakh, and Other Non Current and Current Assets Rs.477.79 lakhs, are subject to confirmations. Also amounts due to parties under Non-Current Liabilities, Other Current Liabilities and Trade Payable Rs.10764.36 lakhs are subject to confirmation from the respective parties.

35. Registration of charges or satisfaction with Registrar of Company (ROC)

In following cases charges or satisfaction yet to be registered with ROC beyond the statutory period

Charge Holder Name	Charge ID	SRN	Charges Registered		Amount (Rs in lakh)	Reason for delay
			Date of Creation	Date of Modification		
1.The Western India Excuator & Trust Co. Ltd merged with IDBI Trusteeship Services Ltd	80057487	B02531390	19-12-1994	13-12-2010	80.00	The Company was incorporated in 1996.The debenture was transferred to the Company pursuant to demarger order passed by Honab'l High Court of Kolkata. Satisfaction was rejected by ROC as charge was created prior to incorporation of the Company. The Company is in process of filing fresh satisfaction of charge after taking up the matter with ROC, Kolkata by rectifying the record as per demarger Order. Location- Pratapgunj

36. Related Party Disclosures under Indian Accounting Standard (Ind As)-24 :

(a) Key Management Personnel :

Mr. Sunil Khaitan (Chairman & Managing Director)

Mr. S. K. Kejriwal (Company Secretary)

(b) Relatives of Key Management Personnel :

Mr. Vedant Khaitan (Son of Mr Sunil Khaitan)

(c) Enterprises over which key management personnel and their relatives are able to exercise significant influence:

Shalimar Industries Limited

Vivaan Speciality Wire Private Limited

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

Details of transactions between the Company and related parties and the status of outstanding balances as on 31st March, 2023:

Transactions with Related Parties	Enterprises over which significant Influence exists		Key Management Personnel		Relatives to Key Management Personnel		Total	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Remuneration:								
Mr. Sunil Khaitan (Chairman & Managing Director)	-	-	93.89	45.23	-	-	93.89	45.23
Mr. S.K. Kejriwal (Company Secretary)			12.08	20.90			12.08	20.90
Salary & Other Perquisites								
Mr. Vedant Khaitan					24.20	23.52	24.20	23.52
Balance Outstanding:								
Accounts Receivable:								
Vivaan Speciality Wire Private Limited	-	161.11					-	161.11
Mr. Vedant Khaitan					0.12	0.12	0.12	0.12
Accounts Payables:								
Mr. Sunil Khaitan			48.42	92.64	-	-	371.20	369.36
Shalimar Industries Limited	322.78	276.72	-	-	-	-	322.78	276.72
Vivaan Speciality Wire Private Limited	287.45	590.75					287.45	590.75

Note:

- No amount has been written back / written off during the year in respect of due to related parties.
- No provision for doubtful debts in respect of dues from related parties has been made.

37. Employees Benefits under Indian Accounting Standard (Ind As) -19:

As per Indian Accounting Standard (Ind As) - 19 " Employee Benefits" , the disclosure of Employee Benefits as defined in the Indian Accounting Standard (Ind As) 19 are as follows:

a) Defined Contribution Plan :

- Employee benefits in the form of Provident Fund, Superannuation Fund, Employee State Insurance Scheme and Labour Welfare Fund are considered as defined contribution plan except that Provident Fund in respect of certain employees is contributed to a fund set up by the Company which is treated as a Defined Benefit Plan since the Company has to meet the interest shortfall.
- The contributions to the funds are made in accordance with the relevant statute and are recognized as an expense when employees have rendered service entitling them to the contributions. The contribution to Defined Contribution Plan, recognized as expense for the year are as under:

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

Defined Contribution Plan	As at 31st March, 2023	As at 31st March, 2022
Employer's Contribution to Provident Fund	100.68	102.25
Employer's Contribution to Superannuation Fund	-	-
Employer's Contribution to Employee State Insurance Scheme	2.74	2.94
Employer's Contribution to Labour Welfare Fund	-	0.05

b) Defined Benefit Plan :

- i) Post employment and other long-term employee benefits in the form of gratuity and leave encashment are considered as Defined Benefit Obligation. The present value of obligation is determined based on actuarial valuation using projected unit credit method as at the Balance Sheet date. The amount of defined benefits recognized in the Balance Sheet represent the present value of the obligation as adjusted for unrecognized past service cost and as reduced by the fair value of plan assets.
- ii) Provident Fund in respect of certain employees is contributed to a fund set up by the Company which is treated as a Defined Benefit Plan since the Company has to meet the interest shortfall. There is no interest shortfall as at the year end. As advised by an independent actuary, it is not practical or feasible to actuarially value the liability considering that the rate of interest is notified by the Government . Accordingly other related disclosures in respect of Provident Fund have not been made.
- iii) Any asset resulting from this calculation is limited to the discounted value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. The amount recognized in the Profit and Loss Account for the year in respect of Employees Benefit Schemes based on actuarial reports is as follows :

A. Change in Defined Benefit Obligation

Particulars	Gratuity				Leave Encashment	
	Funded		Unfunded		Unfunded	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Defined Benefit Obligation at beginning of the year	-	-	537.96	560.70	167.31	211.91
Current Service Cost	-	-	32.14	30.45	20.22	30.13
Past Service Cost	-	-	-	-	-	-
(Gain)/Loss on settlements	-	-	-	-	-	-
Interest Cost	-	-	38.20	38.69	11.88	14.62
Benefit Payments from Plan Assets	-	-	(31.86)	(90.32)	-	-
Benefit Payments from Employer	-	-	-	-	(35.19)	(48.25)
Settlement Payment from Plan Assets	-	-	-	-	-	-

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

Particulars	Gratuity				Leave Encashment	
	Funded		Unfunded		Unfunded	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Settlement Payment from Employer			-	-	-	-
Others (Employees Contribution, Taxes, Expenses)			-	-	-	-
Increase/(Decrease) due to effect of any business combination					-	-
Increase/(Decrease) due to plan combination					-	-
Remeasurements-Due to Demographic Assumptions					-	-
Remeasurements-Due to Financial Assumptions	-	-	(11.15)	(7.51)	(2.83)	(2.10)
Remeasurements-Due to Experience Adjustments			26.74	5.95	(2.86)	(39.00)
Defined Benefit Obligation at end of the year	-	-	592.03	537.96	158.52	167.31

B. Change in Fair Value of Plan Assets

Particulars	Gratuity				Leave Encashment	
	Funded		Unfunded		Unfunded	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Fair Value of Plan Assets at beginning of the year	-	-	29.94	37.25	-	-
Interest Income	-	-	2.30	2.32	-	-
Employer Contributions	-	-	36.74	83.00	-	-
Employer Direct Benefit Payments	-	-	-	-	35.19	48.25
Employer Direct Settlement Payments			-	-	-	-
Benefit Payments from Plan Assets	-	-	(31.86)	(90.32)	(35.19)	(48.25)
Benefit Payments from Employer			-	-	-	-
Settlement Payment from Plan Assets						
Settlement Payment from Employer						
Others (Employees Contribution, Taxes, Expenses)						

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

Particulars	Gratuity				Leave Encashment	
	Funded		Unfunded		Unfunded	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Increase/(Decrease) due to effect of any business						
Increase/(Decrease) due to plan combination						
Remeasurements-Return on Assets	-	-	(0.21)	(2.32)	-	-
Fair Value of Plan Assets at the end of the year	-	-	36.91	29.94	-	-

C. Statement of Profit & Loss

The charge to the Statement of Profit and Loss comprises:

Particulars	Gratuity				Leave Encashment	
	Funded		Unfunded		Unfunded	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Employees Benefit Expense						
Current Service Cost	-	-	32.14	30.45	20.22	30.13
Past Service Cost	-	-	-	-	-	-
(Gain)/Loss on settlements	-	-	-	-	-	-
Reimbursement Service Cost			-	-		
Finance costs						
Interest Expense on Defined Benefit Obligations	-	-	38.20	38.69	11.88	14.62
Interest (Income) on Plan Assets	-	-	(2.30)	(2.32)	-	-
Interest (Income) on Reimbursement Rights	-	-	-	-		
Interest Expense on (Asset Ceiling)/Onerous Liability	-	-	-	-		
Reimbursement of Other Long Term Benefits	-	-	-	-		
Net impact on profit (before tax)	-	-	68.04	66.82	32.10	44.75
Remeasurement of the net defined benefit plans						
Remeasurements-Due to Demographic Assumptions			-	-		
Remeasurements-Due to Financial Assumptions	-	-	(11.15)	(7.51)	(2.83)	(2.10)

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

Particulars	Gratuity				Leave Encashment	
	Funded		Unfunded		Unfunded	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Remeasurements-Due to Experience Adjustments		-	26.74	5.95	(2.86)	(39.00)
(Return) on Plan Assets (Excluding Interest Income)	-	-	0.21	2.32		
(Return) on Reimbursement Rights				-		
Change in Asset Ceiling/Onerous Liability				-		
Net impact on Other Comprehensive Income (before tax)	-	-	15.80	0.76	(5.70)	(41.10)

Note: In case of leave encashment there is no change in recognition of expenses between IND AS-19 and AS-15 and hence all components of have been routed through profit and loss statement.

D. Balance Sheet

The assets, liabilities and surplus/(deficit) position of the defined benefit plans at the Balance Sheet date were:

Particulars	Gratuity				Leave Encashment	
	Funded		Unfunded		Unfunded	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Funded plans in deficit:						
Defined Benefit Obligations	-	-	592.03	537.96	158.52	167.31
Fair Value of Plan Assets	-	-	(36.91)	(29.94)	-	-
Net (Asset)/Liability recognized in Balance Sheet	-	-	555.12	508.02	158.52	167.31

E. Actuarial Assumptions:

The principal financial assumptions used for valuation as at the valuation date. The assumptions as at the valuation date used to determine the Present Value of Defined Benefit Obligation at the date.

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

i) Financial Assumptions

Particulars	Gratuity				Leave Encashment	
	Funded		Unfunded		Unfunded	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Discount Rate (per annum)			7.40%	7.10%	6.90%	6.90%
Salary Escalation - First 5 years	-		6%	6%	6%	6%
Salary Escalation - After 5 years			6%	6%	6%	6%
Expected Rate of Return on Plan Assets			7.40%	7.10%	N/A	N/A
Disability Rate			5% of Mortality Rate	5% of Mortality Rate	5% of Mortality Rate	5% of Mortality Rate
Withdrawal Rate			8% to 1%	8% to 1%	8% to 1%	8% to 1%
Retirement Age			58 years	58 years	58 years	58 years
Average Future Service			13.01	13.72	13.33	14.39

Demographic Assumptions

Mortality in Service: Mortality rates from Indian Assured Lives Mortality (2012-14) Ultimate table

F. Sensitivity Analysis

Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumption. The change in the Present value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below-

Particulars	Defined Benefit Obligation			
	Gratuity		Leave Encashment	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Under Base Scenario	59202942	53795783	15852078	21190674
Salary Escalation - (Up by 1%)	63491721	57994317	16908629	22656969
Salary Escalation - (Down by 1%)	55522085	50008406	14909241	19894679
Withdrawal Rates (Up by 1%)	59633799	54056536	15942001	21275271
Withdrawal Rates (Down by 1%)	58956693	53507568	15752781	21096470
Discount Rates (Up by 1%)	55782788	50229242	14966767	19902432
Discount Rates (Down by 1%)	63268471	57813981	28048844	22660956
Mortality Rate (Up by 10%)	59249340	-	15841748	-
Mortality Rate (Down by 10%)	59156518	-	15862402	-

Note: Above information have been compiled on the basis of Certificates issued by the Actuaries.

Notes to Financial Statements

for the year ended 31st March, 2023

(₹ in lacs)

38. Provision for taxation (Current Tax/Minimum Alternate Tax) is not considered necessary in view of tax losses under continuation of relevant provisions of the Income tax Act, 1961.
39. The Company has not recognised Deferred Tax Assets (Net) as per Ind As -12, regarding 'Accounting for Taxation' estimation of future in view of consistent tax losses and existence of future profit with reasonable certainty.

40. Earning Per Shares

	As at 31st March, 2023	As at 31st March, 2022
a) Profit/(Loss) for the year	652.92	(8.44)
b) Weighted average number of Basic Equity Shares of Rs.2/-		
each outstanding during the year.(No. of shares in lacs)	427.55	427.55
c) Weighted average number of Diluted Equity Shares of Rs.2/- each outstanding during the year.(No. of shares in lacs)	427.55	427.55
d) Basic Earning Per Shares (Rs) a/b	1.53	(0.02)
e) Diluted Earning Per Shares (Rs) a/c	1.53	(0.02)

41. The previous year's figures have been re-worked, regrouped, rearranged and reclassified wherever necessary and practicable. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

The accompanying notes 1 to 41 are an integral part of these financial statements

As per our report of even date

For and on behalf of Board of Directors

For **KHANDELWAL RAY & CO**

Chartered Accountants

Firm Registration No.302035E

Sunil Khaitan

Managing Director

Parmanand Tiwari

Director

CA. P. Sarkar

Partner

Membership No.051449

Kolkata

Dated: 27th May, 2023

S.J.Sengupta

President.& CFO

S.K.Kejriwal

Company Secretary

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