



**SAHYADRI INDUSTRIES LIMITED**

**Registered Office :**

Swastik House, 39/D, Gultekdi, J. N. Marg, Pune - 411 037, Maharashtra, INDIA

T: +91 20 2644 4625 / 26 / 27 E: cs@silworld.in W: www.silworld.in

CIN No :- L26956PN1994PLC078941

Date:14<sup>th</sup> July 2022

To,  
Listing Manager,  
**BSE Limited**  
Department of Corporate Services  
P. J. Towers, Dalal Street,  
Mumbai – 400001

Subject :Submission of Annual Report 2021-22 and Notice of the 28th Annual General Meeting of the Company.

Dear Sir/Madam,

In terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report 2021-22 and Notice of the 28th Annual General Meeting (AGM) of the Company.

The Annual Report along with the Notice of AGM is available on the Company's website at [www.silworld.in](http://www.silworld.in) and can also be downloaded from the Link at [Annual Report 2022](#) .

We request you to take the same on your records.

Please acknowledge the receipt

Thanking You.

Yours faithfully,  
**FOR SAHYADRI INDUSTRIES LIMITED**

**Satyen Patel**  
**Managing Director**  
**DIN:00131344**



We are in pole position on the wheels of

**Professionalism**   **Integrity**   **Trust**   **Transparency**





## Our PITT Approach

THE PITT STOP APPROACH  
IS ALL ABOUT SPEED, FOCUS,  
TEAMWORK AND RESULTS.

Just like a Formula 1 team,  
Sahyadri team members have  
specific roles and responsibilities  
to ensure that a project is set up  
with the utmost speed.

The Pitt Stop approach ensures  
that all aspects of the potential  
project receive attention by key  
decision makers. The goal is to  
safeguard there are no  
information gaps which could  
lead to unforeseen extra costs  
once the project is running.

Pitt Stop helps shorten the time  
lines for taking decisions in the  
conceptual phase and ensures  
that expectations on the result  
and how to achieve it are clear  
right from the start.



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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Jayesh Patel	Chairman and Whole time Director
Mr. Satyen Patel	Managing Director
Mr. Tuljaram R. Maheshwari	CEO, CFO and Whole Time Director
Mr. Suresh U.Joshi	Whole Time Director
Mr. Ved Prakash Saxena	Independent Director
Mrs. Moushmi Shaha	Independent Woman Director
Adv. Shrikant B. Malegaonkar	Independent Director
Mr. Ankem Sri Prasad Mohan	Independent Director
Mr. Shrikant Joshi	Company Secretary and Compliance Officer

### **AUDITORS OF THE COMPANY**

#### **STATUTORY AUDITOR**

M/s. Joshi Apte & Co.  
Chartered Accountants  
Pune

#### **SECRETARIAL AUDITOR**

Mehta & Mehta  
Company Secretaries  
Pune

### **ADDRESSES**

#### **COMPANY**

Sahyadri Industries Limited  
CIN: L26956PN1994PLC078941  
39/D, Gultekdi, J. N. Marg, Pune-411037  
Email ID: info@silworld.in  
Tel No.020-26444625/26/27  
Website: www.silworld.in

#### **REGISTRAR AND TRANSFER AGENT**

Link Intime India Private Limited  
C 101,247 Park, L B S Marg, Vikhroli  
West, Mumbai 400083  
Phone: 022-49186270, Fax: 022-49186060  
Email: rnt.helpdesk@linkintime.co.in  
Website : www.linkintime.co.in

### **BANKERS OF THE COMPANY**

- ❖ The Cosmos Co-operative Bank Limited.
- ❖ ICICI Bank limited.
- ❖ HDFC Bank Limited.



**GENERAL INFORMATION AND THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT 2013.**

General Information	
a) Nature of Industry	The Company is mainly engaged in the business of manufacture and sale of fibre cement corrugated sheets as also boards. The Company is also manufacturing non asbestos Cement Boards and products for different applications of non-asbestos boards. The Company is operating windmills in Maharashtra and Rajasthan.
b) Date or Expected date of commencement of commercial production	The Company is an existing company and is in operation since 1994.
c) In case of new company, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus	Not applicable as the Company is an existing company.

**FINANCIALS AT A GLANCE**

(INR in Crores)

PARTICULARS	MARCH 31, 2022	MARCH 31, 2021	MARCH 31, 2020	MARCH 31, 2019	MARCH 31, 2018
Sales & Other Income	546.35	477.62	285.77	297.62	278.50
Profit Before Tax	82.33	78.59	28.28	44.89	35.66
Provision for Tax	22.24	16.90	1.71	12.99	11.24
Profit After Tax	60.09	61.69	26.57	31.90	24.42
Balance of Profit brought forward from previous Year	216.06	156.00	133.64	101.73	77.24
Remeasurement gain/(loss) of net defined benefit plans (net of tax effect)	0.20	(0.19)	(0.18)	0.01	0.07
Profit Available for Appropriation	276.35	217.50	160.03	133.64	101.73
Dividend Paid (Including Dividend Distribution Tax)	6.21	1.43	4.03	-	-
Transfer to General Reserve	-	-	-	-	-
Profit Carried to Balance-Sheet	270.14	216.06	156.00	133.64	101.73

**GREEN ENVIRONMENT !!! - PAPERLESS ENVIRONMENT !!! - CLEAN ENVIRONMENT !!!**

Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, September 28, 2020 and December 31 2020 and 05th May 2022 ("MCA Circulars") including any statutory modification or reenactment thereof for the time being in force and Circulars issued by the Securities and Exchange Board of India ('SEBI Circular') for the time being in force, permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and the relevant provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the AGM of the Company will be held through VC / OAVM. Further the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI) has permitted the Companies to serve the documents viz. Annual Reports, Notice of General Meetings / postal ballot, any other shareholders' communication etc. to the members through the electronic mode.

Your Company, is also prefers to preserves and protect the environment and use to take every opportunity to reduce and conserve resources and minimize waste. To support this green initiative, you are requested to:

- Register your email address to attend the Annual General Meeting and ensure prompt receipt of communication and avoid any loss during postal transit.
- Convert your shares held in physical mode into dematerialized mode to ensure safe and speedy transaction in securities.
- Register your NECS facility (National Electronic Clearing System) for crediting your Dividend directly to your Bank Account.
- Register / update your email address with the Company / RTA by writing to the Company at [cs@silworld.in](mailto:cs@silworld.in) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), in case of Members holding shares in physical mode.

**REPORT  
OF  
BOARD OF DIRECTORS**

## BOARD'S REPORT

Dear Shareholders,

The Directors of your Company take pleasure in presenting the **Twenty Eighth Annual Report** on the business and operations of the Company together with financial statements for the financial year ended March 31, 2022.

### 1. Financial results & appropriations:

#### a) Financial results

(INR in Crores)

Particulars	March 31, 2022	March 31, 2021
Revenue from operations	542.48	472.00
Other Income	3.87	5.62
<b>Total Income</b>	<b>546.35</b>	<b>477.62</b>
<b>Profit before finance cost, depreciation, exceptional items and extraordinary expenses (EBITDA)</b>	<b>101.69</b>	<b>97.52</b>
Depreciation and amortization	(14.75)	(14.04)
Finance cost	(4.61)	(4.88)
Exceptional Items- Income / (Expenses)	-	-
<b>PROFIT BEFORE TAX</b>	<b>82.33</b>	<b>78.59</b>
Current tax expense	(22.63)	(21.53)
Deferred tax	0.39	4.63
<b>NET PROFIT FOR THE YEAR</b>	<b>60.09</b>	<b>61.69</b>
Profit attributable to Non-controlling interest	-	-
<b>Profit attributable to owners of the Company</b>		
Profit brought forward from last year	-	-
Re-measurements of defined benefit plans, net of tax	0.20	(0.19)
Transfer to Debenture Redemption Reserve (DRR)	-	-
On Account of Capital Reduction	-	-
Balance carried forward in Balance Sheet	<b>60.29</b>	61.50

#### b) Company's Performance

During the financial year 2021-22, Sahyadri Industries Limited achieved Revenue from Operations of INR. 542.48 Crores as compared to INR 472.00 Crores in the previous year. Profit After Tax of the Company for the year stood at INR 60.09 Crores as against INR 61.69 Crores in the previous year.

#### c) Disclosures under Section 134(3) (1) of the Companies Act, 2013 – Material Changes and Commitment

- There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which these financial statements relate and the date of this Report.
- The Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT'), has approved the Scheme of Arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited and their respective shareholders vide order dated 28th April 2022. The Company will comply with the relevant regulatory requirements once the scheme becomes effective i.e. after filling of certified copy of the order with the Registrar of Companies.



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### d) Dividend

The Board has declared and paid Interim Dividend 30% of face Value i.e. INR. 3/- per share during the year. The Board has proposed Final Dividend 30% of Face Value i.e. INR. 3 per share which shall be paid subject to the approval of shareholders in the ensuing Annual General Meeting. Total Dividend for the FY 2021-22 is 60% of Face Value i.e INR 6/- per share.

### e) Transfer of unclaimed dividend to Investor Education and Protection Fund

During the year under review, Company has transferred following unclaimed dividend amount to IEPF account.

Sr No	Category	Amount (INR)
1.	Final Dividend for FY 2020-21	2,30,664
2.	Interim Dividend for FY 2021-22.	2,11,644
3.	Unclaimed dividend for FY 2013-14	60,201

### f) Reserves

The Board of Directors does not propose to transfer any amount to the reserves.

### g) Credit Rating : Summary of rating action obtained from ICRA

Instrument	Rating Action
Long-term, fund based – Cash Credit	[ICRA]A-(Stable); Upgraded
Short term, Non Fund Based Limits	[ICRA]A2+; Upgraded

### h) Details of Internal Financial Controls with reference to the Financial Statements

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations have been developed with the help of independent expert agency and the same are operating satisfactorily. Internal control systems consisting of policies and procedures are designed to ensure accuracy and completeness of the accounting records and the timely preparation of reliable financial information, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

The internal financial controls with reference to the financial statements were adequate and operating effectively as endorsed by statutory auditors in their report.

### i) Details in respect of frauds reported by Auditors

During the year under review, there have not been any instances of fraud and accordingly, the Statutory Auditors have not reported any frauds either to the Audit Committee or to the Board under Section 143(12) of the Act.

## 2. Industry Outlook and Business Overview

Details on economic outlook, industrial outlook, business overview and SWOT analysis of the company is covered in the Management Discussion and Analysis report.

## 3. Financial Information and Disclosures

### a) Report on Performance of Subsidiaries, Associates and Joint Venture Companies

Since Company does not have any Subsidiary, Joint Venture or Associate Company, therefore this clause is not applicable to the Company.

**b) Conversion of Company or Change in nature of business.**

During the year under review, there was no instance of conversion of company or there was no change in the nature of the business; therefore, disclosure under this clause is not required.

**c) Share Capital**

During the year under review, there were no changes in the structure of share capital of the company compared with previous year.

**d) Deposits**

During the year under review, the Company has not accepted any deposits from the public.

**e) Disclosure regarding significant and material orders passed by Regulators or Courts or Tribunal.**

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

**f) Particulars of contracts or arrangements made with Related Parties.**

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

However, Form AOC-2 is attached herewith as Annexure VII

**g) Particulars of Loans, Guarantees or Investments under Section 186 of The Companies Act 2013.**

During the year under review, Company has not extended any Loans, Guarantees, Investments and Securities to any other individual or entity under Section 186 of the said Act.

**h) Disclosure under Section 43(a) (ii) of The Companies Act, 2013**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

**i) Disclosure under Section 54(1) (d) of the Companies Act, 2013**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

**j) Disclosure under Section 62(1)(b) of the Companies Act, 2013**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

#### 4. Disclosures related to Board, Committees, Remuneration and Policies:

##### a) Directors and Key Managerial Personnel

Sr. No.	Name of the Person	Designation	Category
1.	Mr. Jayesh Purushottam Patel	Chairman & Whole time Director	Executive Director
2.	Mr. Satyen Vallabhchai Patel	Managing Director	Executive Director
3.	Mr. Tuljaram Maheshwari	CEO, CFO Whole time Director	Executive Director
4.	Mr. Suresh Joshi	Whole time Director	Executive Director
5.	Mrs. Moushmi Shaha	Director	Independent Woman Director
6.	Adv. Shrikant B Malegaonkar	Director	Independent Director
7.	Mr. Ved Prakash Saxena	Director	Independent Director
8.	Mr. Ankem Sri Prasad Mohan	Director	Independent Director
9.	Mr. Shrikant Joshi	Company Secretary and Compliance Officer	Key Managerial Personnel

Details regarding appointment of Directors, composition of Board of Directors and Committees, meetings held during the year under review and terms of reference of committees are provided in Corporate Governance Report.

##### b) Declaration by Independent Directors and Compliance with Code of Conduct.

In terms of Section 149(7) of the Act, and Regulations 16(i)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") the Independent Directors have submitted their declaration confirming compliance with the criteria of independence as stipulated under Section 149(6) of the Act and Regulations 16(i)(b) LODR.

All the Directors and Senior Management Personnel have also complied with the Code of Conduct of the Company as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for its Directors and Senior Management.

The Managing Director and Chief Executive officer, Chief Financial Officer have given Declaration regarding compliance with the company's code of conduct for Directors and Employees under Regulation 34(3) read with part D of schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is annexed herewith as **Annexure I**.

##### c) Information on Board Meeting procedure during the Financial Year 2021-22.

The Board meetings of the Company are conducted as per the provisions of the Companies Act, 2013 and applicable Secretarial Standards. Information as mentioned in the Act and all other material information, as may be decided by the management, were placed before board for their consideration. Details on the matters to be discussed along with relevant supporting documents, data and other information is also furnished in the form of detailed agenda to the Board and the Committees concerned, to enable directors take critical decisions and accordingly advise the management.

##### d) Director's Remuneration Policy and Criteria for Matters under Section 178 and Payment of Commission.

As stipulated under Section 178 of the Act, the Board has approved a Nomination and Remuneration Policy of the Company. The Policy documents mention in detail the mechanism for appointment, cessation, evaluation and remuneration of the Directors, Key Managerial Personnel and Senior Management of the Company. Information on the Policy and details of the criteria for determining qualifications, positive attributes and other matters in terms of Section 178 of the Act is provided in the Corporate Governance Report.

- A Commission of INR 2.72 Crores is payable to Chairman and Whole Time Director Mr. Jayesh Patel, Managing Director Mr. Satyen Patel and CEO, CFO and Whole Time Director Mr. T. R. Maheshwari during the financial year under review, which is within 10% of profit and details of the same are provided in Corporate Governance Report
- The Company has paid performance Bonus of INR 0.20 Crores to CEO, CFO and Whole Time Director Mr. T. R. Maheshwari during the financial year under review.

##### e) Annual evaluation of the performance of the Board and its Committees.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, the Board of Directors has carried out an annual performance evaluation of its own performance and that of the Directors and Committees, internally.

It included the Evaluation of the Board as a whole and its Committees. The exercise was led by the Chairman of Nomination and Remuneration Committee along with an Independent Director. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience, performance of duties and governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution, independent judgment and guidance and support provided to the management.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Director's.

**f) Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act 2013, the Directors, based on the representation received from the management, confirm that:

- i. in the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 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 2021-22 and the profit 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 the provisions of said 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 internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**g) Corporate Governance**

Corporate Governance Report along with General Shareholder Information and Management Discussion and Analysis is included in this Annual Report.

The Managing Director and Chief Executive officer, Chief Financial Officer have certified to the Board with regard to financial statements and other matters as required under Regulation 17(8) read with Schedule II to the Listing Regulations is annexed herewith as an **Annexure II**.

**h) Corporate Social Responsibility and its Policy**

Corporate Social Responsibility is an integral part of the Company's ethos and policy and it has been pursuing this on a sustained basis. In this endeavor, the Company has contributed funds for the CSR activities/project related to promoting rural and nationally recognized sports, promotion of education and employment, improving health, enhancing vocational skills, environment sustainability and promoting art and culture etc.

During the year under review the Company was required to spent INR 1,01,77,280 towards CSR activities against which, the Company has spent INR 1,02,13,000. The Annual Report on CSR activities as required to be given under Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been provided in an **Annexure - III** to this Report. CSR Policy is available on the website of the company at [www.silworld.in/investors](http://www.silworld.in/investors)

The composition of the CSR Committee is provided in the Corporate Governance Report.

As per Rule 4(5) of CSR Rules, the Company has received the certificate from Managing Director and Chief Executive officer and Chief Financial Officer (CFO) or the person responsible for financial management to the effect that the funds disbursed by the Board for CSR implementation have been utilised for the purposes and in the manner as approved by the Board.

**i) Risk Management Policy**

The Board of Directors has approved and adopted comprehensive Risk Management Policy for the Company. The Risk Management Policy is designed to manage risk within the risk threshold established by the Board and provide reasonable



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assurance over the achievement of strategic and operational objectives. The Policy will help in risk identification, risk measurement, define risk appetite and threshold limits and suggesting risk mitigation measures. The process is ongoing and requires continuous exercise across all locations and functions of the Company. The Audit Committee will do the periodic review of implementation, assessment and mitigation measures under Risk Management Policy. Web link for Risk Management Policy is [www.silworld.in/investors](http://www.silworld.in/investors)

### 5. Auditors:

#### a) Statutory Auditor

Members of the Company in its 27<sup>th</sup> Annual General Meeting have appointed M/s Joshi Apte & Company (Firm Registration No.: 104370W ) as Statutory Auditors of the Company for a term of 5 (five) years till the conclusion of 32<sup>nd</sup> Annual General Meeting.

Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the SEBI(LODR) Regulations, 2015 and other applicable Rules framed thereunder, for FY 2022-23.

Details of remuneration paid to Auditors for FY 2021-22, please refer note No 33.1 of Notes to accounts.

#### b) Cost Auditor

As per the provisions of Section 148 of the Act and Rule 3 of the Companies (Cost Records and Audit) Rules, 2014 (“the Rules”), the Company is required to maintain cost records with respect to certain products of the Company and get the same audited.

Accordingly ,the Board of Directors of the Company on the recommendation of Audit Committee has appointed Mr. N.K. Nimkar (M No : F 6493) to audit the cost records of the Company for the financial year 2022-23 on a remuneration of INR 30,000/- plus Goods and services Tax as applicable. Accordingly, a resolution seeking Member’s ratification for the remuneration payable to Cost Auditors is included in the notice convening the Annual General Meeting. The Cost Audit Report for the financial year 2021-22 will be filed within the stipulated period of 30 days after it is submitted by the Cost Auditors.

#### c) Secretarial Audit and Secretarial Auditors Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Mehta & Mehta, Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2021-22.

The Secretarial Audit Report is included as **Annexure IV** and forms an integral part of this Report.

#### d) Explanation on Comments on Statutory Auditors Reports and Secretarial Auditors Reports :

There are no qualifications, reservations or adverse remarks or disclaimers made Statutory Auditors, in their Audit Report and by Secretarial Auditors in his Secretarial Audit Report. Observations of the Auditors are self-explanatory.

### 6. Maintenance of Cost Records

Your Company confirms that the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, are maintained by the Company.

### 7. Secretarial Standards

The Company has complied with all the applicable Secretarial Standards.

### 8. Other Disclosures

#### a) Particulars of employees and related disclosures

Disclosure of remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as **Annexure-V**.

A statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as separate

annexure forming part of this Report. In terms of Section 136 of the Act, the Annual Report and financial statements are being sent to the Members excluding the aforesaid annexure. The said annexure is available for inspection at the registered and corporate office of the Company during business hours and will be made available to any shareholder, on request.

**b) Conservation of Energy, Technology absorption, Foreign exchange earnings and Outgo**

The information pertaining to conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided in **Annexure - VI** to this report.

**c) Extract of Annual Return**

As provided under Section 92(3) & 134(3)(a) of the Act, Annual Return for FY 2021-22 is uploaded on the website of the Company and can be accessed at [www.silworld.in/investors](http://www.silworld.in/investors).

**d) Occupational Health & Safety**

The organization believes in 'Zero Harm'. The aim is to improve health and safety standards of people who are working with the organization in their capacity as employees, contractors or in any other role. Efforts are taken to minimize activities which may affect the health and safety in working place. Steps are taken for optimum utilization of plants, with least disposal of harmful gases in environment.

**e) Disclosure as required under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Your Company is committed towards providing a healthy environment and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place an Internal Complaints Committee to inter-alia prevent sexual harassment at the workplace and redress the complaints in this regard. Disclosures under the section related to complaints is provided in the Corporate Governance Report.

**f) Disclosure under vigil mechanism**

Disclosures under Vigil Mechanism are provided in the Corporate Governance Report

**9. Acknowledgements**

Your Directors place on record their acknowledgement for the co-operation received from the Local, State and Central Government, Shareholders, Customers, Vendors, Bankers, Associates, Collaborators, Employees of the Company and all other stakeholders without which it would not have been possible for the Company to achieve such performance and growth.

**On behalf of Board of Directors  
SAHYADRI INDUSTRIES LIMITED**

**Sd/-**

**Jayesh Patel**  
Chairman and  
Whole Time Director  
(DIN: 00131517)

**Sd/-**

**Satyen Patel**  
Managing Director  
(DIN: 00131344)

**Date : May 18, 2022**

**Place : Pune**

**ANNEXURE I**

**DECLARATION BY MANAGING DIRECTOR AND CEO, CFO AND WHOLE TIME DIRECTOR UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT FOR DIRECTORS AND EMPLOYEES:**

We, Satyen V Patel, Managing Director and Tuljaram R. Maheshwari, CEO, CFO and Whole Time Director of Sahyadri Industries Limited, hereby declare that all the members of the Board of Directors and Senior Management have affirmed compliance with the Code of Conduct for Directors and Employees of the Company.

**On behalf of Board of Directors  
SAHYADRI INDUSTRIES LIMITED**

**Sd/-**

**Satyen Patel**

Managing Director

(DIN: 00131344)

**Sd/-**

**Tuljaram R. Maheshwari**

CEO, CFO and Whole

Time Director

(DIN:00063688)

**Date : May 18, 2022**

**Place : Pune**

**ANNEXURE II****COMPLIANCE CERTIFICATE BY MANAGING DIRECTOR (M.D.) & CHIEF EXECUTIVE OFFICER (C.E.O.) / CHIEF FINANCIAL OFFICER (C.F.O.) FOR THE YEAR ENDED ON 31ST MARCH 2022**

- A. We have reviewed Audited Financial Statements for the year ended on 31<sup>st</sup> March 2022 and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading;
  2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the quarter which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
1. Significant changes in internal control over financial reporting during the year, if any;
  2. Significant changes in accounting policies during the year and
  3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**On behalf of Board of Directors  
SAHYADRI INDUSTRIES LIMITED**

**Sd/-  
Satyen Patel**  
Managing Director  
(DIN: 00131344)

**Sd/-  
Tuljaram R. Maheshwari**  
CEO, CFO and Whole  
Time Director  
(DIN:00063688)

**Date : May 18, 2022  
Place : Pune**



**ANNEXURE III**  
**THE ANNUAL REPORT ON CSR ACTIVITIES**

1. Brief outline on CSR Policy of the Company: The Board of Directors at their meeting held on May 10, 2014 has approved policy for Corporate Social Responsibility (CSR) and subsequently amended from time to time as per requirement with a vision to actively contribute to the social and economic development of the communities in which Company operates.

The Policy is aimed at socio-economic welfare, uplifting quality of life of the people, maintain environment, promoting youth and young talents, providing opportunities to underprivileged and bright students, imparting vocational education etc. in line with the broad framework of Schedule VII of the Companies Act, 2013. The Policy can be referred in detail on the Company's website [www.silworld.in](http://www.silworld.in).

2. **Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Satyen .V. Patel	Chairman - Executive Director	2	2
2	Mr. Jayesh. P. Patel	Member - Executive Director	2	2
3	Adv S. B. Malegaonkar	Member - Independent Director	2	2

1. Details regarding Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company at <https://www.silworld.in/investors>
2. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable**
3. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : **Not Applicable**

Sl. No.	Financial Year	Amount available for set off from preceding financial years.	Amount required to be set-off for the financial year, if any
1.	<b>NA</b>	<b>NA</b>	<b>NA</b>

4. Average net profit of the Company as per section 135(5): INR 50,88,64,000/-
5. (a) Two percent of average net profit of the Company as per section 135(5): INR 1,01,77,280/-  
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL  
(c) Amount required to be set off for the financial year, if any: NIL  
(d) Total CSR obligation for the financial year (7a+7b-7c): INR 1,01,77,280/-
8. (a) CSR amount spent or unspent for the financial year: Not Applicable

Total Amount Spent for the Financial Year. (Rs. in Crores)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
1.02	NIL	NA	NA	NA	NA

**(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation - Direct (Yes/ No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

Sr. No.	Items from the List of Activities in Schedule VII to the Act	Local Area	Location of the Project		Amount Spent for the project	Mode of Implementation (Direct/Indirect)	Mode of Implementation (Through Implementing Agency)	
			State	District			Name	CSR Registration No
1	Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports.	YES	Maharashtra	Pune	16,50,000	Indirect	Lakshya Institute	CSR00002633
2	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and differently abled and livelihood enhancement projects.	YES	Maharashtra	Pune	2,40,000	Indirect	Lila Poonawala Foundation	CSR00000090
3	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care	YES	Maharashtra	Pune	68,73,000	Indirect	Shree Narayan Dham Yog Nisargaupchar And Ayurved Sanshodhan Kendra	CSR00008750
4	Covid 19 Relief Work	YES	Maharashtra	Pune	1,25,000	Indirect	Rotary's Far Eastern Charitable Trust( Covid Care Center)	CSR00002058
5	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care	YES	Maharashtra	Pune	2,00,000	Indirect	Rotary's Far Eastern Charitable Trust (Global Grant)	CSR00002058

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6	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care	YES	Maharashtra	Pune	2,00,000	Indirect	Rotary Club of Pune Katraj Charitable Trust	CSR00003644
7	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care.	YES	Maharashtra	Pune	65,000	Indirect	Shri Sai Seva Pratishtan	CSR00017725
8	Promoting Gender Equality, empowerig women,setting up homes and hostels for women and orphans:setting up old age homes,day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.	YES	Telangana	Nalgon-da	2,50,000	Indirect	Voice 4 Girls	CSR00012143
9	Promoting education,including special education and employment enhancing vocation skills especially among children,women,elderly and differently abled and livelihood enhancement projects.	YES	Maharashtra	Pune	60,000	Indirect	Apang Rojgar Udyog Va Tantrik Prashikshan Kendra , Handicap Centre- Apang Rojgar Udyog	CSR00015763
10	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care	YES	Maharashtra	Pune	2,00,000	Indirect	Deepastambha Charitable Trust	CSR00000755.
11	Promoting education,including special education and employment enhancing vocation skills especially among children,women,elderly and differently abled and livelihood enhancement projects.	YES	Maharashtra	Pune	1,00,000	Indirect	Vanaz Parivar Shikshan Mandal	CSR00021437
12	Training to promote rural sports,nationally recognised sports,paralympic sports and olympic sports.	YES	Maharashtra	Pune	2,50,000	Indirect	Rotary Club of Pune Royal Trust	CSR00022402
	Total				1,02,13,000			

- (d) Amount spent in Administrative Overheads: NIL
- (e) Amount spent on Impact Assessment, if applicable: NA
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): INR 1,02,13,000/-
- (g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in INR)
(i)	Two percent of average net profit of the Company as per section 135(5)	1,01,77,280
(ii)	Total amount spent for the Financial Year	1,02,13,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	35,720
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	35,720

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**

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

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

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



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

On behalf of Board of Directors  
SAHYADRI INDUSTRIES LIMITED

<b>Sd/-</b> <b>Mr. Satyen Patel</b> Managing Director and Chairman of CSR Committee (DIN: 00131344)	<b>Sd/-</b> <b>Mr. Jayesh Patel</b> Chairman and Whole Time Director (DIN: 00131517)
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Place: Pune  
Date: May 18, 2022

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**ANNEXURE IV****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2022**

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
**The Members,**  
**Sahyadri Industries Limited**  
**39/D, Gultekdi, JN Marg,**  
**Pune - 411037**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sahyadri 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 compliance 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 March 31, 2022, 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 March 31, 2022 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 there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018 (during the period under review not applicable to the Company);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (during the period under review not applicable to the Company)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (during the period under review not applicable to the Company)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (during the period under review not applicable to the Company);

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (during the period under review not applicable to the Company); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (during the period under review not applicable to the Company);

The Company has identified the following Industry specific laws, Regulations, Guidelines, Rules Etc., as applicable to the Company:

Environment Protection Act 1986.

- (j) Air (Prevention and Control of Pollution) Act, 1981.
- (k) Water (Prevention and Control of Pollution) Act, 1974.
- (l) The Noise Pollution (Regulation and Control) Rules, 2000.
- (m) The Boilers Act, 1923.
- (n) The Factories Act, 1948.

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India;
- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

**During the period under review the Company has complied with the provisions of Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:**

1. **Annual Secretarial Compliance Report under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended on March 31, 2021 was issued by Mr. Suvir Saraf on May 26, 2021 however the Company had uploaded the same on June 29, 2021 within extended time as provided by Securities and Exchange Board of India.**

**We further report that:**

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

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

**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 the following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- 1) The Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT'), had approved the Scheme of Arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited and their respective shareholders vide order dated 28th April 2022. The company is yet to file certified copy of the order with the Registrar of Companies.
- 2) During the year under review, on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 22<sup>nd</sup> July, 2021, appointed Mrs. Moushmi Sahil Shaha as Non-Executive - Independent Director of the Company and members at their meeting held on 16th September 2021, approved the appointment of Mrs. Moushmi Sahil

Shaha as Non-Executive - Independent Director of the Company.

- 3) On the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 21st December, 2021, appointed Mr. Ankem Sri Prasad Mohan as Non-Executive - Independent Director of the Company and members via postal ballot held on 26th January, 2022, approved the appointment of Mr. Ankem Sri Prasad Mohan as Non-Executive - Independent Director of the Company.
- 4) During the year under review, Ms. Sarita Kotasthane ceased to be Independent Director w.e.f. 30th September, 2021 and Mr. Vijay Inder Bhatia ceased to be Independent Director w.e.f. 21st December 2021.

**For Mehta & Mehta,**

Company Secretaries

(ICSI Unique Code P1996MH007500)

**Sd/-**

**Ashwini Inamdar**

Partner

PCS No: F 9409

CP No: 11226

UDIN: F009409D000338969

Place: Pune

Date: May 18, 2022

**Note:** 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.



**‘ANNEXURE A’**

To,  
**The Members,  
Sahyadri Industries Limited  
39/D, Gultekdi, JN Marg,  
Pune – 411037**

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

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of 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 No. 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Mehta & Mehta,**  
Company Secretaries  
(ICSI Unique Code P1996MH007500)

**Sd/-**

**Ashwini Inamdar**

Partner

PCS No: F 9409

CP No: 11226

UDIN: F009409D000338969

Place: Pune

Date: May 18, 2022

## ANNEXURE V

### DISCLOSURE OF REMUNERATION AND OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 DISCLOSURE OF REMUNERATION AND OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- A. Ratio to Median Remuneration of each Director and Key Managerial person to the median remuneration of the employees of the Company for the FY 2021-22 as well as the percentage increase in remuneration of each Director, Chief Financial officer, Company Secretary is as under:

Name of the Director/ KMP	Designation	Ratio to Median Remuneration	% change in Remuneration over previous year	Joining Date
Mr. Jayesh P. Patel	Chairman and Whole Time Director	101.47	-3.1%	15/01/1999
Mr. Satyen V. Patel	MD	101.47	-22.2%	01/08/1998
Mr. Suresh U. Joshi	Whole Time Director	6.20	144.9%	08/10/2020
Mr. Tuljaram R. Maheshwari	CEO , CFO and Whole Time Director	45.95	27.9%	08/10/2020
Mr. Ved Prakash Saxena	Independent Director	0.19	110.0%	31/08/2020
Mr. Vijay Inder Bhatia ##	Independent Director	0.14	N.A.*	08/10/2020
Mr. Shrikant B. Malegaonkar	Independent Director	0.19	-35.2%	07/08/2017
Ms. Sarita Kotasthane#	Independent Director	0.15	N.A.*	27/01/2015
Mrs. Moushmi Shaha	Independent Director	0.21	N.A.*	22/07/2021
Mr. Ankem Sri Prasad Mohan	Independent Director	0.33	N.A.*	21/12/2021
Mr. Shrikant Joshi	Company Secretary and Compliance Officer	4.34	N.A.*	23/11/2020

\* Persons are appointed for the part of year under review or previous years, therefore figures are not comparable. For details of appointment kindly refer Note No. 2 of Corporate Governance Report.

# Ms. Sarita Kotasthane ceased to be Independent Director w.e.f. 30<sup>th</sup> September, 2021.

## Mr. Vijay Inder Bhatia ceased to be Independent Director w.e.f. 21<sup>st</sup> December 2021

- B. The percentage increase in the median remuneration of employees in the financial year was 9.29 %.
- C. The number of permanent employees on the rolls of company as on 31<sup>st</sup> March 2022 was 632.
- D. The average percentage increase in salaries of employees other than managerial personnel in 2021-22 was 4.65 %. Percentage increase in the managerial remuneration for the year 2021-22 was 6.02 %. The Managerial Persons Remuneration includes variable portion linked to the performance of the Company.
- E. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**ANNEXURE VI****INFORMATION AS PER SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022****A. CONSERVATION OF ENERGY:**

During the year under review, the Company earned an income of Rs. 6.43 Crore (including captive consumption Rs. 3.94 Crore) from generation of wind power.

The Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

**i. THE STEPS TAKEN OR IMPACT ON CONSERVATION OF ENERGY:**

- Use of energy efficient LED lights at office area, street light and shop floor and parking areas at all Plants and Head Office.
- The adoption of the above energy conservation measures has helped to curtail the power requirement. This has made it possible to maintain cost of production at optimum level. The impact of measures taken above for conservation and optimum utilization of energy are not quantitative, its impact on cost is not ascertained accurately.

**ii. STEPS TAKEN BY THE COMPANY FOR UTILIZING ALTERNATE SOURCE OF ENERGY**

Out of total energy Consumption of power worth of Rs. 22.73 Crores Company has used non- conventional source of energy generated by own windmills of worth of Rs. 3.94 Crores ( 17.32 %).

**iii. THE CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS**

- Company is exploring to install solar plants at few of its manufacturing units.

**B. TECHNOLOGY ABSORPTION:****i. THE EFFORTS MADE TOWARDS TECHNOLOGY ABSORPTION**

An in house technology is continuously upgraded to improve overall performance of the Company.

**ii. THE BENEFITS DERIVED LIKE PRODUCT IMPROVEMENT, COST REDUCTION, PRODUCT DEVELOPMENT OR IMPORT SUBSTITUTION**

In respect of Building Material, the company has explored the possibilities to increase in productivity and reduction in cost.

**iii. IN CASE OF IMPORTED TECHNOLOGY (IMPORTED DURING THE LAST THREE YEARS RECKONED FROM THE BEGINNING OF THE FINANCIAL YEAR)**

No technology has been imported during previous three financial years.

**iv. THE EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT**

Company is regularly incurring expenditure on Research and Development activities. It is in a process of building a well - equipped Research and Development center.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Earning in Foreign Currency	2021	Rs 23.93 Crores
	2022	Rs 47.06 Crores
Foreign Currency Outgo	2021	Rs 137.23 Crores
	2022	Rs 171.46 Crores

## ANNEXURE VII

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

FORM NO. AOC -2								
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.								
Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.								
1	<b>Details of contracts or arrangements or transactions not at Arm's length basis.</b>							
	<b>Name (s) of the related party &amp; nature of relationship</b>	<b>Nature of contracts/ arrangements/ transaction</b>	<b>Duration of the contracts/ arrangements/ transaction</b>	<b>Salient terms of the contracts or arrangements or transaction including the value, if any</b>	<b>Justification for entering into such contracts or arrangements or transactions</b>	<b>Date of approval by the Board</b>	<b>Amount paid as advances, if any</b>	<b>Date on which the special resolution was passed in General meeting as required under first proviso to section 188</b>
	During the year under review company did not enter into any contracts or arrangements or transactions which were not at arm's length with related parties.							
2	<b>Details of material contracts or arrangements or transactions at Arm's length basis.</b>							
	<b>Name (s) of the related party &amp; nature of relationship</b>	<b>Nature of contracts/ arrangements/ transaction</b>	<b>Duration of the contracts/ arrangements/ transaction</b>	<b>Salient terms of the contracts or arrangements or transaction including the value, if any</b>	<b>Date of approval by the Board</b>	<b>Amount paid as advances, if any</b>		
	During the year under review company did not enter into any material contracts or arrangements or transactions with related parties.							

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### WORLD ECONOMIC OVERVIEW:

In last two years COVID 19 pandemic impacted global economy and created new challenges for it. Global Economy is yet to recover fully from the COVID-19 pandemic and expected to slow significantly in 2022, largely as a consequence of the war in Ukraine. IMF in its report projected that Global growth is to slow from an estimated 6.1 percent in 2021 to 3.6 percent in 2022 and 2023. The war in Ukraine has triggered a costly humanitarian crisis that demands a peaceful resolution. Beyond the immediate humanitarian impact of the conflict and the ongoing health consequences of the pandemic, this has meant downward revisions to growth prospects and exacerbated inflationary pressures from disruptions to commodities and food supplies. Oil and gas price shocks are complicating the balance between energy security and the transition to greener energy sources, while rising food and commodity prices are threatening lives and affecting the cost of living across the world.

[Source: IMF, World Bank, Chief Economics Outlook ]

#### INDIAN ECONOMIC OVERVIEW AND OUT LOOK:

Following a contraction of 7.3% in 2020-21, the Indian economy is expected to grow by 9.2% in real terms in 2021-22. GDP is expected to grow in real terms by 8-8.5% in 2022-23. According to the IMF's World Economic Outlook projections, India's real GDP will grow at 9% in 2021-22 and 2022-23, and 7.1% in 2023-2024, making it the world's fastest growing major economy for all three years.

India's per capita income was estimated to have increased 16.28% from Rs. 1.29 lakh in 2020-21 to Rs.1.50 lakh in 2021-22 following a relaxation in lockdowns and increased vaccine rollout. India's tax collections increased to a record Rs 27.07 lakh crore in FY 2021-22 compared with a budget estimate of Rs 22.17 lakh crore. While direct taxes increased 49 per cent, indirect tax collections increased 30 per cent. The tax-to-GDP ratio jumped from 10.3 per cent in FY21 to 11.7 per cent in FY22, the highest since 1999.

While responding global pandemic Vaccination programme implemented by Indian government had played a crucial role in reducing the number of deaths, restoring confidence in the economy, and decreasing the effects of the second wave on India's economy.

Strong economic fundamentals will likely help India avoid the long-term impacts of the ongoing conflict in Ukraine. Government policies and schemes, such as production-linked incentives and government's push toward self-reliance and increased infrastructure spending will start kicking in from 2023. Various government incentives such as lower taxes, and rising services exports on the back of stronger digitization and technology transformation drive across the world will aid in growth.

(Source: Economic Times, IMF, World Bank ibef.org)

#### ROOFING INDUSTRY AND OPPORTUNITIES

The Indian Roofing Industry's Market size is Rs 42,000 Crores and the Growth Rate is 6-8%. The Drivers are: GDP growth, Rural income, and better monsoons. The Indian roofing industry has been evolving at a rapid pace in recent times. The entry of several new innovative technologies and concepts has dramatically changed the dynamics of the industry.

Rural development in India is key growth driver and creates a high demand for quality roofing solutions. Several government schemes are providing financial assistance for the construction of high-quality infrastructures. Rural Growth Demand for fibre cement roofing sheets in rural India is supported by a variety of factors such as increased disposable income in the hands of the rural population, MSP implementation, favorable monsoons, increased farm efficiency, nuclear families, and government housing initiatives.

#### THREATS, RISK AND CONCERN.

Exposure to the regulatory threat of a ban on the manufacture or use of asbestos in end-user markets and key asbestos-producing nations: SIL and the entire industry remains vulnerable to the risk of a ban on mining and use of asbestos in Kazakhstan or Russia, which are the largest exporters of the mineral.

Dependence on government's rural spending, and exposure to intense competition from peers substitute products: Demand for AC roofing is derived from rural spending on household construction, as well as investment in industrial construction. This exposes SIL and the entire industry to fluctuations in rural purchasing power and changes in economic cycles. Moreover, the industry is intensely competitive, marked by the presence of other strong players.



The major raw material is prone to seasonal variations: one of the raw materials is cement prone to seasonal price variations. However excess cement manufacturing capacity vis a vis demand partly protects from possible losses.

Demand for the Roofing industry: It mostly depends on monsoons in India, especially in rural areas. Better performance of monsoon boosts the demand and vice versa.

Raw Materials cost has gone up: Raw Materials are imported from Kazakhstan and Brazil. Kazakhstan ships through Russian ports but due to geopolitical issues the shipments has to come from other ports due to which raw materials cost has gone up

#### **APPROACH TO OVERCOME THE THREATS:**

Creation of awareness, education to the employees, innovative alternate solutions, timely response to the changes in policies are tools available to industry to overcome the threats.

#### **EXPANSION PLAN:**

Currently, the company has a strong market share in the Western side of India (Maharashtra, Gujarat, Rajasthan) and Southern side of India (Kerala, Karnataka, Tamilnadu, Andhra Pradesh, Telangana) with that, the company is planning to expand its footprint by establishing new manufacturing facilities to cater mainly the Eastern states namely Orissa, West Bengal, Chattisgarh, Jharkhand,

#### **OPERATIONAL PERFORMANCE**

Operational performance of the Company for the Year 2021-22 is explained in detail in Board of Directors report of the Company.

#### **FINANCIAL OVERVIEW:**

#### **KEY FINANCIAL RATIOS APPLICABLE TO THE COMPANY**

Sr. No.	Financial Ratios	2021-22	2020-21	% Change	Reason for Significant changes i.e. change of 25% or more as compared to FY20-21
1	Debtors Turnover-Ratio	13.11 times	12.00 times	9.26%	NA*
2	Inventory Turnover-Ratio	1.92 times	2.53 times	-23.92%	NA*
3	Debt Service Coverage Ratio	1.68 times	1.91 times	-12.13%	NA*
4	Current Ratio	2.01 times	1.85 times	8.42%	NA*
5	Operating Profit Margin	49.72%	50.34%	-1.24%	NA*
6	Net Profit Margin	11.08%	13.07%	-15.25%	NA*
7	Debt Equity	0.27 times	0.19 times	40.51%	Due to expansion.

\*Not being significant change.

### RESEARCH AND DEVELOPMENT:

Your company has well equipped R & D department with skilled man power and tools. The main role of R & D department is to ensure continuous product development to remain competitive amidst changing market scenario and maintain Cost Competitiveness through proper raw material identification and induct process in compliance to the quality standards set by company.

R & D plays an important role in enhancing the capability of the company because they stimulate innovative methods of production, reduce the costs and improve product quality.

Objective of R & D :

- 1) Identify new ideas or knowledge.
- 2) Apply it to the process.
- 3) Increase company's sales and profit.

### CORPORATE SOCIAL RESPONSIBILITY (CSR):

Sahyadri is committed to improving the lives of people by empowering communities and creating sustainable impact in the areas in which it operates. It undertakes its CSR initiatives either directly or in association with external NGOs, Trusts, etc. to bring expertise and strength to ensure a larger and sustainable impact.

During the year board has undertaken various activities under the constructive framework of its CSR Policy designed as per Schedule VII of the Companies Act, 2013. Key highlights of activities under taken during the year are as follows.

#### **UNDER GRADUATE SCHOLARSHIP AND SKILL BUILDING PROGRAM (WOMEN EMPOWERMENT THROUGH EDUCATION AND SKILL BUILDING).**

Your company in association with The Lila Poonawalla Foundation (LPF) has undertaken Undergraduate Scholarship and Skill Building Program (Women Empowerment Through Education and Skill Building). Project period is 4 years and objective of programme is to provide scholarships to academically bright but financially challenged LILA Girls who wish to pursue a Bachelor of Engineering – 4 years course.

#### **EMPOWERMENT OF ADOLESCENT GIRLS IN GOVERNMENT RESIDENTIAL SCHOOLS OF TELANGANA.**

Your company in association with Voice 4 Girls NGO has undertaken this project. The 'Her VOICE' Camp was conducted for 1500 girls from 30 Schools to introduce them about their rights, mental health, future planning and how they can be a support system to the other girls in their communities.

10-days activity-based program that provided critical information to the girls through fun-filled energizers and activities. Module not only increased their knowledge levels but also had a positive perception shift on the professions they can choose, red flags in a relationship, financial planning and future planning. The girls understood the consequences of early marriage on their futures and built their skills to negotiate with their families and communities to pursue their higher education.

#### **SIL GLOBAL GRANT HUMANITARIAN PROJECT.**

Your company in association with Rotary Club of Pune Far East have under taken this project. Under this project Cardiac ICU facility has been created in Pune district local hospital. The focus is on providing subsidized Cardiac Care to citizens of the lower income group.

#### **DEVELOPMENT OF YOGA AND NATUROPATHY TREATMENT CENTRE**

Your company in association with Shree Narayandham Yog Nisarga upchar and Ayurved Sanshodhan Kendra has developed Yoga and Naturopathy Treatment centre in Pune District. This Project will help to provide Yoga and Naturopathy treatment to poor and weaker section of the Society at free of cost or at affordable rates.

### HUMAN RESOURCES:

The Company believes that its dedicated and motivated employees are its greatest asset. The Company till now has offered competitive compensations, healthy work environment and the employee performances are recognized through a planned reward and recognition programme. The Company intends to develop a workplace where every employee can recognize and attain his or her true power. The Company motivates individuals to undertake voluntary projects apart from their scope of work that help them to learn and nurture

creative thinking.

As on March 31, 2022, there were 632 permanent employees on the payroll of the Company.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY :**

Your Company has a robust internal control system in place, adequate for the size and complexity of the organization. A comprehensive review of all internal control systems have been carried out to monitor Company's expanding size and resulting needs and compliance with the legal obligations and the Company's policies & procedures. This ensures high degree of system-based checks and control and continuous monitoring of the effectiveness of the controls.

An independent agency has been appointed for auditing internal control system in consultation with statutory auditors. Suggestions, improvements, concern points of internal auditors consider by audit committee and get implemented according to instructions of committee. The audit findings and management's resolution plans are reported on quarterly basis to the Audit Committee of the Board, headed by a Non-executive Independent Directors. Based on its evaluation, the Audit Committee has concluded that the internal financial controls were adequate and operating effectively as of March 31, 2022.

**CHANGE IN RETURN OR NETWORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONGWITH  
DETAIL EXPLANATION THEREOF :**

During the financial year 2021-22, Net worth of Sahyadri Industries Limited was INR 299.17 Crores as compared to INR 245.10 Crores in the previous year. With better overall performance company's networth has increased by 22.06%.

**CAUTIONARY STATEMENT :**

Certain Statements in Management Discussion and Analysis Report describing the Company's view's about Industry, objectives, projections, estimates and expectation etc. may be considered as 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied in the statement. The Company's operations may be affected with supply and demand situation, input prices and their availability, changes in Government regulations, tax laws and other factors such as Industrial relations and economic developments etc. These statements are not expected to be updated or revised to take care of any changes in the underlying presumptions.

## **CORPORATE GOVERNANCE REPORT**

### **1. INTRODUCTION:**

Corporate Governance is about upholding the highest standards of integrity, transparency and accountability. Company's governance practices are a product of self-desire, reflecting the culture of trusteeship that is deeply ingrained in our value system and reflected in our strategic thought process. The Corporate Governance framework of your Company is based on an effective and independent Board, separation of the Board's supervisory role from the Senior Management team and constitution and functioning of the Board Committees, as required under applicable laws.

Governance standards are initiated by senior management, and percolate down throughout the organization. We believe that retaining and enhancing stakeholder trust is essential for sustained corporate growth. We have engrained into our culture and into each associate the values of honesty and fairness. For us, adherence to Corporate Governance stems not only from the letter of law but also from our inherent belief in doing business the right way.

Your Company is aligned and committed to the ever evolving corporate governance practices and believes in going beyond the tenets of law. At Sahyadri, we always strive to achieve high standards of integrity, transparency, fairness, accountability, disclosures and business ethics in dealing with its stakeholders.

### **2. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL**

The Board of Directors (the Board) is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

Mr. Tuljaram Maheshwari liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re- appointment.

During the year under review, on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 22<sup>nd</sup> July, 2021, appointed Mrs. Moushmi Sahil Shaha as Non-Executive – Woman Independent Director of the Company and members at their meeting held on 16<sup>th</sup> September 2021, approved the appointment of Mrs. Moushmi Sahil Shaha as Non-Executive – Woman Independent Director of the Company.

On the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 21<sup>st</sup> December, 2021, appointed Mr. Ankem Sri Prasad Mohan as Non-Executive - Independent Director of the Company and members through postal ballot mandate dated 26th January, 2022, approved the appointment of Mr. Ankem Sri Prasad Mohan as Non-Executive - Independent Director of the Company.

During the year under review, Ms. Sarita Kotasthane retire form the post of Independent Director w.e.f. 30<sup>th</sup> September, 2021 after completion of her second consecutive term of five years and Mr. Vijay Inder Bhatia tendered his resignation due to personal reasons and ceased to be Independent Director w.e.f. 21<sup>st</sup> December 2021.

As on 31<sup>st</sup> March 2022, the Board of the Company consists of 8 (Eight) Directors comprising 4 (Four) Executive Directors and 4 (Four) Non - Executive Independent Directors, the Chairman of the Board is an Executive Director. The Board represents an optimal mix of skill, expertise, professionalism, knowledge and experience.

Sr. No.	Name of the Person	Designation	Category
1.	Mr. Jayesh Purushottam Patel	Chairman & Whole time Director	Executive Director
2.	Mr. Satyen Vallabhbbhai Patel	Managing Director	Executive Director
3.	Mr. Tuljaram Maheshwari	CEO, CFO and Whole time Director	Executive Director
4.	Mr. Suresh Joshi	Whole time Director	Executive Director
5.	Mrs. Moushmi Shaha #	Director	Independent Director
6.	Adv. Shrikant B Malegaonkar	Director	Independent Director
7.	Mr. Ved Prakash Saxena	Director	Independent Director
8.	Mr. Ankem Sri Prasad Mohan ##	Director	Independent Director
9.	Mr. Shrikant Joshi	Company Secretary and Compliance Officer	Key Managerial Person

# Mrs. Moushmi Shaha appointed as Non-executive Woman Independent Director w.e.f. 22<sup>nd</sup> July, 2021.

## Mr. Ankem Sri Prasad Mohan appointed as Non-executive Independent Director w.e.f. 21<sup>st</sup> December 2021

None of the Directors on the Board is a member of more than 10 (Ten) Committees or Chairperson of more than 5 (five) Committees across all companies in which he/ she is a Director pursuant to Regulation 26 of Listing Regulations. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than 7 (seven) listed companies. Necessary disclosures regarding Committee positions have been made by all the Directors.

Mr. Jayesh Patel, Chairman and Whole Time Director and Mr. Satyen Patel, Managing Director of the Company are not relatives in terms of the Section 2(77) of the Companies Act, 2013. None of the other Directors are related to each other.

There is no institutional nominee director on the Board of the Company.

The Board is of the opinion that the Independent Directors fulfill the conditions specified under the Companies Act 2013 and Listing Regulations and are independent of the management of the Company.

### 3. MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES

#### a) Meetings of Board of Directors:

Director	Category	No of Board Meetings eligible to attend	No. of Board Meetings attended during 2021-22	Whether last AGM attended	Positions held in other public limited companies*	No. of Committee positions held in other public limited companies**
Mr. Jayesh P. Patel	Executive Chairman and Whole Time Director	6	5	Yes	Nil	Nil
Mr. Satyen V. Patel	Managing Director	6	6	Yes	Nil	Nil
Mr. Tuljaram Maheshwari	CEO,CFO and Whole Time Director	6	6	Yes	Nil	Nil
Mr. Suresh Joshi	Whole Time Director	6	6	Yes	Nil	Nil
Ms. Sarita J. Kotasthane	Non-Executive Independent Director	2	2	Yes	NA	NA
Adv. Shrikant B. Malegaonkar	Non-Executive Independent Director	6	4	Yes	Nil	Nil
Mr. Ved Prakash Saxena	Non-Executive Independent Director	6	5	Yes	Nil	Nil
Mr. Vijay Inder Bhatia	Non-Executive Independent Director	4	3	No	NA	NA
Mrs. Moushmi Shaha	Non-Executive Independent Director	4	3	Yes	Nil	Nil
Mr. Ankem Sri Prasad Mohan	Non-Executive Independent Director	2	2	NA	Nil	Nil



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\* In accordance with the provisions of the Listing Regulations, directorships held in private limited and foreign companies have been excluded.

\*\* In accordance with the provisions of the Listing Regulations, memberships/chairpersonships of only Audit Committee and Stakeholders' Relationship Committee in all public limited companies have been considered.

The Board meets frequently to discuss and decide on Company/business policy and strategy apart from other Board business. The Board/Committee meetings held each year are pre-scheduled. However, in case of a special and urgent business need, the Board's approval is taken by circulating the resolution, which is ratified in the next Board Meeting.

The agenda for the Board/Committee meetings is circulated among the Directors in advance to facilitate discussion for taking an informed decision.

During the year 2021-22, 6(Six) Board Meetings were held on 26<sup>th</sup> May 2021, 22<sup>nd</sup> July 2021, 23<sup>rd</sup> October 2021, 21<sup>st</sup> December 2021, 03<sup>rd</sup> February 2022, 25<sup>th</sup> March 2022.

The intervening gap between the two consecutive Meetings were within the period prescribed under the Companies Act, 2013 and as per the SEBI (Listing Obligation & Disclosure) Regulations, 2015.

A chart or a matrix setting out the skills/expertise/competence of the board of directors:

SR. NO.	NAME OF THE DIRECTOR	SKILLS/EXPERTISE/COMPETENCE REQUIRED IN BOARD	SKILLS/EXPERTISE/COMPETENCE AVAILABLE IN BOARD
1.	Mr. Jayesh Patel	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within industry in which company operates and develop appropriate policies to de- fine the parameters within which the organization should operate.
		Finance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> <li>• analyze key financial statements;</li> <li>• Critically assess financial viability and perform- ance;</li> <li>• Contribute to strategic financial planning; Oversee budgets and the efficient use of resou- rces; and oversee funding arrangements and accountability.</li> </ul>
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
		Operation	Process improvement, Plant layout planning, Knowledge of Raw material for fiber cement and its processing, Product Development
2.	Mr. Satyen Patel	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within industry in which company operates and develop appropriate policies to define the parameters within which the organization should operate.
		Finance	Qualifications and experience in accounting and/or Business Management and the ability to: <ul style="list-style-type: none"> <li>• analyze key financial statements;</li> <li>• Critically assess financial viability and perform- ance;</li> <li>• Contribute to strategic financial planning;Over- see budgets and the efficient use of resources; and oversee funding arrangements and accou- ntability.</li> </ul>
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
		Marketing	A broad range of commercial/business experience, preferably in the small to medium enterprise context, in areas including communications, marketing, branding and business systems, practices and improvement.

3.	Mrs. Moushmi Shaha	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Finance	<ul style="list-style-type: none"> <li>Ability to identify key issues and opportunities for the Company within the technology industry, and develop appropriate policies to define the parameters within which the organization should operate.</li> </ul>
		Risk	<p>Qualifications and experience in accounting and/or finance and the ability to:</p> <p>Critically assess financial viability and performance;</p> <ul style="list-style-type: none"> <li>analyze key financial statements;</li> <li>Contribute to strategic financial planning; Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.</li> </ul>
		Policy	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.
4.	Mr. S.B. Malegaonkar	Human Resource Management	<p>Qualifications and experience in filed Legal Compliances. Experience at an executive level including the ability to:</p> <ul style="list-style-type: none"> <li>Appoint and evaluate the performance of senior executive and managers;</li> <li>Oversee strategic human resource management including workforce planning, and employee and industrial relations;</li> <li>Oversee large scale organizational change.</li> </ul>
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.
		Policy	Ability to identify key issues related to Human Resources and develop appropriate policies to define the parameters within which the organization should operate.
5.	Mr. Suresh Joshi	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within the technology industry, and develop appropriate policies to define the parameters within which the organization should operate.
		Finance	<p>Qualifications and experience in accounting and/or finance and the ability to:</p> <ul style="list-style-type: none"> <li>analyze key financial statements;</li> <li>Critically assess financial</li> <li>Contribute to strategic financial planning; Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.</li> </ul>
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
6.	Mr. Tuljaram Maheshwari	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within the technology industry, and develop appropriate policies to define the parameters within which the organization should operate.
		Finance	<p>Qualifications and experience in accounting and/or finance and the ability to:</p> <ul style="list-style-type: none"> <li>analyze key financial statements;</li> <li>Critically assess financial</li> <li>Contribute to strategic financial planning; Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.</li> </ul>
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.

7.	Mr. Ved Prakash Saxena	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within industry in which company operate and develop appropriate policies to define the parameters within which the organization should operate.
		Management	Qualifications and experience in Business Development and Management. Experience at an executive level including the ability to: <ul style="list-style-type: none"> <li>• Appoint and evaluate the performance of senior executive and managers;</li> <li>• Oversee strategic human resource management including workforce planning, and employee and industrial relations;</li> <li>• Oversee large scale organizational change.</li> </ul>
		Risk	Ability to identify key risks to the organization in a wide range of areas including operation, General administration and Human Resources and monitor risk and compliance management frameworks and systems.
8.	Mr. Ankem Sri Prasad Mohan	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities
		Policy	Ability to identify key issues and opportunities for the Company within the technology industry, and develop appropriate policies to define the parameters within which the organization should operate.
		Finance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> <li>• analyze key financial statements;</li> <li>• Critically assess financial</li> </ul> Contribute to strategic financial planning; Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.
		Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.

● Shareholding of Non-Executive directors:

Details of shares held by the Non-Executive directors of the Company are as under:

Sr. No.	Name of the Non-Executive Independent Director	No. of equity shares held in the Company	No. of convertible instruments held in the Company
1.	Mrs. Moushmi Shaha	0	There are no convertible Instruments issued by the Company
2.	Adv. Shrikant B. Malegaonkar	0	
3.	Mr. Ved Prakash Saxena	0	
4.	Mr. Ankem Sri Prasad Mohan	0	

**b) Meetings of Audit Committee:**

As on 31<sup>st</sup> March 2022, the Audit Committee comprised Mr. Ankem Sri Prasad Mohan as its chairman and Mrs. Moushmi Shaha, Adv S. B. Malegaonkar, Mr. J. P. Patel as its members. All the members of the Committee are the financial experts and/or have the relevant experience in financial matters.

During the year 2021-22, 6 (Six) Audit Committee Meetings were held on 26<sup>th</sup> May 2021, 22<sup>nd</sup> July 2021, 23<sup>rd</sup> October 2021, 21<sup>th</sup> December 2021, 03<sup>rd</sup> February 2022, 25<sup>th</sup> March 2022.

The intervening gap between the two consecutive Meetings were within the period prescribed under the Companies Act, 2013 and as per the SEBI (Listing Obligation & Disclosure) Regulations, 2015.

The terms of reference of the Audit Committee includes the following:

1. Overseeing the Company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Ensuring compliance of internal control systems and action taken on internal audit reports;

4. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Apprising the Board on the impact of accounting policies, accounting standards and legislation;
6. Holding periodical discussion with statutory auditors on the scope and content of the audit;
7. Reviewing the Company's financial and risk management policies;
8. changes, if any, in accounting policies and practices and reasons for the same;
9. any other matter assigned by Board considering the statute and Listing Regulations for the time being in force.

The composition of Audit Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2021-22
Mr. Ankem Sri Prasad Mohan*	Chairperson**	Independent Director	2	2
Mr. Jayesh P. Patel	Member	Executive Director	6	5
Adv. Shrikant B. Malegaonkar	Member	Independent Director	6	4
Mrs. Moushmi Shaha*	Member	Independent Director	4	3

\*During the year, Board in its meeting held on 22<sup>nd</sup> July 2021 and 21<sup>st</sup> December 2021, reconstituted Audit Committee and appointed Ms. Moushmi Shaha as a member and Mr. Ankem Sri Prasad Mohan as Chairperson of the Audit Committee respectively.

\*\*During the year under review, Ms. Sarita Kotasthane ceased to be Chairperson and Member of Audit Committee w.e.f. 30<sup>th</sup> September, 2021 and Mr. Vijay Inder Bhatia ceased Member of Audit Committee w.e.f. 21<sup>st</sup> December 2021.

#### c) Meetings of Nomination and Remuneration Committee:

As of 31<sup>st</sup> March 2022 Nomination & Remuneration Committee comprised following Adv S. B. Malegaonkar, Mrs. Moushmi Shaha and Mr. Ankem Sri Prasad Mohan and Mr. Ved Prakash Saxena. During the year 2021-22 Committee held 2 meetings on 26<sup>th</sup> May 2021, 22<sup>nd</sup> July 2021.

The terms of reference of the Nomination and Remuneration Committee are:

- 1) 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;
- 2) To formulate the criteria for determining qualifications, positive attributes and independence of a director;
- 3) To recommend to the Board a policy, relating to the remuneration of the directors, KMP and Senior Management Persons;
- 4) To formulate the criteria to carry out evaluation of every director's performance;
- 5) 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;
- 6) any other matter assigned by Board considering the statute for the time being in force.

The composition of Nomination and Remuneration Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2021-22
Mr. S. B. Malegaonkar	Chairperson	Independent Director	2	1
Mr. Ankem Sri Prasad Mohan*	Member	Independent Director	0	0
Mr. Ved Prakash Saxena	Member	Independent Director	2	2
Mrs. Moushmi Shaha*	Member	Independent Director	0	0

\*During the year, Board in its meeting held on 22<sup>nd</sup> July 2021 and 21<sup>st</sup> December 2021, reconstituted Nomination and Remuneration Committee and appointed Mrs. Moushmi Shaha and Mr. Ankem Sri Prasad Mohan as a member of the Nomination and Remuneration Committee respectively.

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### Nomination and Remuneration Policy

The Company has formulated Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management persons. The policy contains details such as criteria and qualification for appointment as Directors/KMP/senior management personnel of the company, structure of remuneration for the managing director, key managerial personnel and senior management personnel and evaluation etc. The policy, Performance Evaluation criteria for Directors and Familiarization Program is available on the website of the Company. The website is [www.silworld.in](http://www.silworld.in)

The details of remuneration paid to all Directors for the FY 2021-22 are as follows:

Name of director	Relationship with other directors	Salary, Perquisites & Retirement benefits (Rs)	Commission Rs.	Performance Bonus Rs.	Sitting Fees Rs.	Total Rs.
Jayesh Patel	Cousin of Satyen Patel	1,47,36,000	1,28,57,071*	NA	NA	2,75,93,071
Satyen Patel	Cousin of Jayesh Patel	1,47,36,000	1,28,57,071*	NA	NA	2,75,93,071
Tuljaram Maheshwari	NA	89,95,650	15,00,000*	20,00,000	NA	1,24,95,650
Suresh Joshi	NA	16,86,960	NA	NA	NA	16,86,960
Sarita Kotasthane	NA	NA	NA	N	40,000	40,000
S.B.Malegaonkar	NA	NA	NA	NA	52,500	52,500
Ved Prakash Saxena	NA	NA	NA	NA	52,500	52,500
Vijaay Inder Bhatia	NA	NA	NA	NA	37,500	37,500
Ankem Sri Prasad Mohan	NA	NA	NA	NA	30,000	30,000
Moushmi Shaha	NA	NA	NA	NA	42,500	42,500

\*Commission is payable subject to approval of members in ensuing Annual General Meeting.

For key details of Service Contract refer Note No. 2 of this report.

#### d) Meeting of Stakeholders Relationship Committee:

As of 31<sup>st</sup> March 2022, Stakeholders Relationship Committee comprised of Adv. S. B. Malegaonkar, Mr. S.V. Patel, J. P. Patel and Mrs. Moshmi Shaha. The committee is mandated to oversee share transfers, transmission and review and redress shareholders' complaints. There was 1 meeting of the committee were held during the year under review dated 22<sup>th</sup> July 2021.

During the year under review, Company has received 1 Investors Complaints and the same was resolved in the same quarter.

The composition of Stakeholders relationship Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2021-22
Adv. Shrikant B. Malegaonkar	Chairman	Independent Director	1	1
Mr. Satyen V. Patel	Member	Executive Director	1	1
Mr. Jayesh P. Patel	Member	Executive Director	1	1
Mrs. Moushmi Shaha*	Member	Independent Director	0	0

\*During the year, Board in its meeting held on 22<sup>nd</sup> July 2021, reconstituted Stakeholders relationship Committee Mrs. Moushmi Shaha was appointed as a member of the Stakeholders relationship Committee.

**e) Meeting of Corporate Social Responsibility Committee:**

As of 31<sup>st</sup> March 2022 the Corporate Social Responsibility Committee comprises of Mr. Satyen . V. Patel, Mr. Jayesh . P. Patel and Adv. S. B. Malegaonkar. The committee is mandated to recommend the amount of expenditure to be incurred on the CSR activities and monitor implementation of the Corporate Social Responsibility Policy of the company from time to time.

During the year 2021-22, 2 meetings were held dated 25<sup>th</sup> May 2021 and 25<sup>th</sup> March 2022. The composition of CSR Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2021-22
Mr. Satyen V. Patel	Chairperson	Executive Director	2	2
Mr. Jayesh P. Patel	Member	Executive Director	2	2
Adv. Shrikant B. Malegaonkar	Member	Independent Director	2	1

**f) Separate Meeting of Independent Director:**

As of 31<sup>st</sup> March 2022, there was 4 Independent Directors namely Mr. Shrikant Malegaonkar, Mr. Ved Prakash Saxena, Mrs. Moushmi Shaha and Mr. Ankem Sri Prasad Mohan was on Board. Pursuant to the Schedule IV of the Companies Act, 2013 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 , Separate Meeting of Independent Directors was held on 25<sup>th</sup> March 2022 to :

- Review the performance of Non Independent Directors and the Board as a whole.
- Review the performance of the chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors.
- Assess the quality, quantity and timeliness of flow of information between the company management and the board that is necessary for the Board to effectively and reasonably perform their duties.

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2021-22
Mr. Shrikant Malegaonkar	Member	Independent Director	1	0
Mrs. Moushmi Shaha	Member	Independent Director	1	1
Mr.Ved Prakash Saxena	Member	Independent Director	1	1
Mr. Ankem Sri Prasad Mohan	Member	Independent Director	1	1

**g) Meeting of Finance and General Affairs Committee Meeting:**

As of 31<sup>st</sup> March 2022, Finance and General Affairs Committee comprise of 5 members namely Mr. Jayesh Patel, Mr.Satyen Patel, Mr. Tuljaram Maheshwari, Mr. Purushottam Patel, Mr. Vallabh Bhai Patel.

During the year 2021-22, 5 (Five) Meeting meetings of Finance and General Affairs Committee were held dated 16<sup>th</sup> June 2021, 25<sup>th</sup> August 2021, 17<sup>th</sup> November, 2021, 21<sup>st</sup> December 2021 and 21<sup>st</sup> February, 2022.

Committee Member	Designation	Category	No of Meetings eligible to attend	No. of Meetings attended during 2021-22
Mr. Jayesh Patel	Chairman	Executive Director	5	5
Mr. Satyen Patel,	Member	Executive Director	5	5
Mr Tuljaram Maheshwari	Member	Executive Director	5	5
Mr. Purushottam Patel	Advisor	Advisor	5	5
Mr. Vallabh bhai patel	Advisor	Advisor	5	5



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### 4. GENERAL BODY MEETINGS

SR. NO.	DATE, LOCATION, TIME	WHETHER ANY SPECIAL RESOLUTION PASSED	POSTAL BALLOT AND VOTING RESULTS		SCRUTINIZER APPOINTED
1	AGM 13/08/2019 Chinchwad, Pune 03:30 P.M.	No Special Resolution was passed	NIL		Suvir Saraf PCS C.P.No.11409
2	AGM 29/09/2020 Chinchwad, Pune 03:00 P.M. (Through VC)	To Re- appoint Mr. Jayesh Patel as an Co chairman & WholeTime Director	No. of Votes in Favor	4897858	Suvir Saraf PCS C.P.No.11409
			No.of Votes in against	1689154	
			Voting Result	Voted Out	
		To Re-appoint Mr.Satyen Patel as an Managing Director & revise remuneration	No. of Votes in Favor	6586645	
			No.of Votes in against	367	
		To appoint Mr.Vallabhbai Patel as Chairman and Whole Time Director of Company	No. of Votes in Favor	6586645	
			No.of Votes in against	367	
3	Postal Ballot 23/11/2020	Appointment of Mr. Jayesh P Patel as Chairman and Whole Time Director	No. of Votes in Favor	5971790	Suvir Saraf PCS C.P.No.11409
			No.of Votes in against	1	
			Voting Result	Pass	
		Revision in remuneration of Mr. Satyen V Patel, Managing Director of the Company	No. of Votes in Favor	5971790	
	No.of Votes in against	1			
		Appointment of Mr. Tuljaram Maheshwari as Executive Whole Time Director	No. of Votes in Favor	5953164	
			No.of Votes in against	18627	
		Appointment of Mr. Suresh Joshi as Executive Whole Time Director	No. of Votes in Favor	5953164	
			No.of Votes in against	18627	
			Voting Result	Pass	
4	NCLT Court Convened Meeting. 28TH June 2021 03.30 P.M.(Through VC)	To consider and approve the arrangement as proposed in the scheme of arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited	No. of Votes in Favor	5376038	Suvir Saraf PCS C.P.No.11409
			No.of Votes in against	269	
			Voting Result	Pass	
5	AGM 16/09/2021 Chinchwad,Pune 03:30 p.m.(Through VC)	To consider and approve alteration in terms and conditions of appointment of Mr. Jayesh Patel, Chairman and Whole Time Director	No. of Votes in Favor	6808747	Sheetal S. Joshi PCS C.P. No.11635
			No.of Votes in against	3469	
			Voting Result	Pass	
		To consider and approve alteration in terms and conditions of appointment of Mr. Satyen Patel, Managing Director.	No. of Votes in Favor	6808747	
			No.of Votes in against	3469	
			Voting Result	Pass	
6	Postal Ballot 26/01/2022	No Special Resolution was passed	NIL		Sheetal S. Joshi PCS C.P. No.11635

### 5. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

Business risk evaluation is an ongoing process within the Company. The Company imports certain raw materials from various sources for manufacturing of its products. The Company enters into long term contracts with some suppliers for procurement of raw materials. The Company does not undertake hedging activities for any of commodities it procures. The Company has managed the foreign exchange risk with appropriate monitoring activities relating to its firm commitment in accordance with policies of the Company. The aim of the Company's approach to manage currency risk is to leave the Company with the no material residual risk. The assessment is periodically evaluated by the Audit committee and Board Members.

## 6. MEANS OF COMMUNICATION

The Quarterly/Half Yearly/Annual Financial Results of the Company are forwarded to BSE Limited where the Company's shares are listed and also published in Financial Express and Loksatta. The Quarterly/Half Yearly/Annual Financial Results are also displayed on the Company's website www.silworld.in and Stock Exchange websites www.bseindia.com. Presentations to stakeholders, analysts and institutional investors and other general information about the Company etc. are also available on the Company's website.

## 7. GENERAL SHAREHOLDERS INFORMATION

- **Annual General Meeting (AGM)**

Date & Time of AGM : Friday, 05th August, 2022 at 3.30 PM through AV/VC means.

- **Record Date** : Friday, 29th July, 2022.

- **Dividend payment date** :

Dividend, if any, declared in the forthcoming Annual General Meeting will be paid within 30 days from the date of declaration of Dividend.

- **Financial Calendar**

The Company follows April–March as its financial year. The results for every quarter beginning from April are declared within 45 days following the quarter and Annual results are declared within 60 days from the end of the Financial year.

- **Unclaimed/Unpaid Dividend for the previous years.**

The Company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. Unclaimed/ unpaid dividend for the year, 2014-2015 has been transferred to the Investor Education & Protection Fund established by the Government.

The Company will transfer the dividend for the year ended 31<sup>st</sup> March, 2015 , which have remained unclaimed to the said fund till September, 2022. Members who have not claimed/encashed their dividend/dividend warrants for the Financial Year 2014-2015 & onwards may approach the Company/RTA for obtaining demand draft/Electronic transfer in lieu of unpaid dividend.

- **Listing on Stock Exchange and Stock Code**

BOMBAY STOCK EXCHANGE LIMITED

Stock Code: 532841

ISIN: INE280H01015

Annual Listing fees for the Financial Year 2021-22 has been paid to the respective Stock Exchange within the prescribed time.

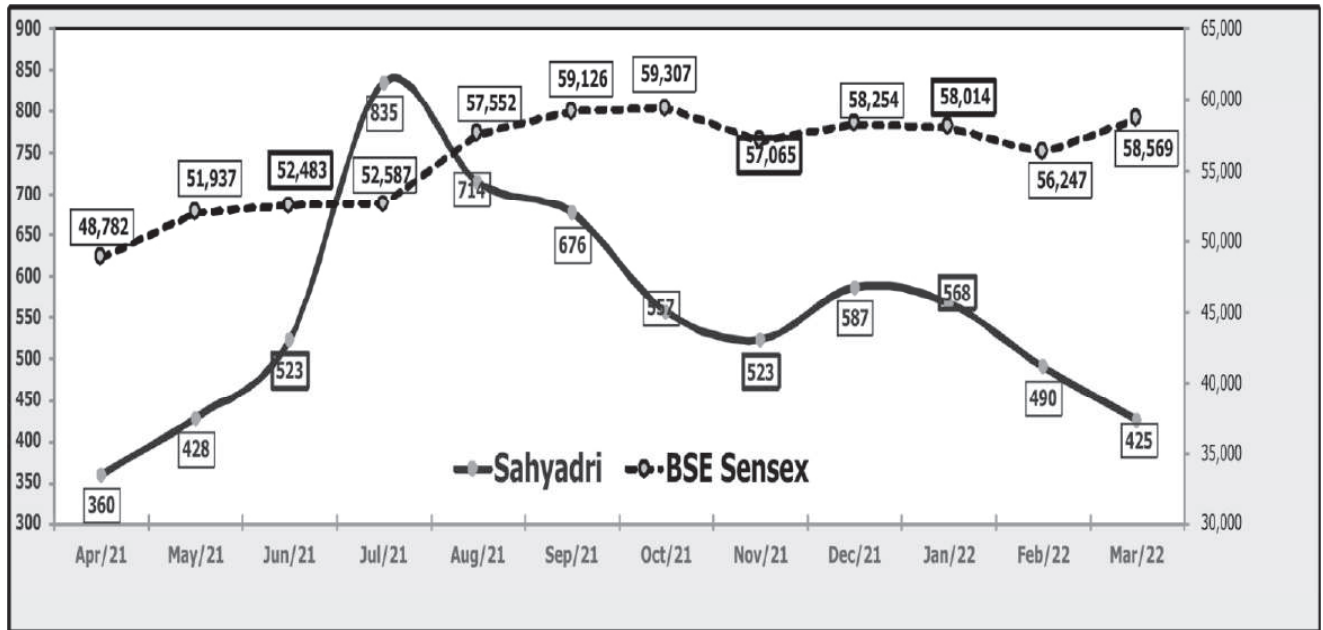
- **Market Price Data BSE**

The monthly High, Low and Close price of Shares traded on Bombay Stock Exchange Limited is as follows:

Month	High Price	Low Price	Close Price
Apr-21	384	284	360
May-21	475	349	427
Jun-21	550	415	522
Jul-21	885	517	834
Aug-21	885	611	714
Sep-21	745	670	676
Oct-21	697	528	557
Nov-21	620	491	522
Dec-21	598	502	587
Jan-22	618	521	567
Feb-22	595	425	490
Mar-22	505	415	425

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- Stock Performance in comparison to BSE Sensex



- Contact Details

Company	Registrar and Transfer Agent
Company Secretary and Compliance Officer Sahyadri Industries Limited CIN:L26956PN1994PLC078941 Regd. Off: 39/D, Gultekdi, J.N.Marg, Pune -411038 Phone: 020-26444625/26/27 Web: www.silworld.in Email: cs@silworld.in	Link Intime India Private Limited C 101,247 Park, L B S Marg, Vikhroli West, Mumbai 400083 Phone: 022-49186270, Fax : 022-49186060 Email : rnt.helpdesk@linkintime.co.in

- Share Transfer System

Members who hold shares in physical form are advised that SEBI has made it mandatory for all holders and claimants of physical securities to furnish PAN vide Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.

Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4

• **SHAREHOLDING PATTERN AS ON 31<sup>st</sup> MARCH 2022**

Category	No. of Shares Held	Percentage (%)
Promoters & Promoter Group	63,99,991	66.94 %
Public	31,61,509	33.06 %
<b>Total</b>	<b>95,61,500</b>	<b>100.00 %</b>

• **Distribution of Shareholding as on 31<sup>st</sup> March 2022**

No of Shares	No of Holders	Percentage (%)	Total Shares	Percentage (%)
1 to 100	9114	76.15%	361228	3.77%
101-200	1147	9.58%	185532	1.94%
201-500	962	8.03%	335148	3.50%
501-1000	373	3.11%	284551	2.97%
1001-5000	282	2.35%	609081	6.37%
5001-10000	39	0.32%	270413	2.82%
10001-100000	33	0.27%	870863	9.10%
100001 & above	17	0.14%	6644684	69.49%
<b>Total</b>	<b>11967</b>	<b>100.00 %</b>	<b>9,561,500</b>	<b>100.00 %</b>

**Dematerialization of shares as on 31<sup>st</sup> March 2022 and liquidity**

Categories	Position as on 31 <sup>st</sup> March 2022		Position as on 31 <sup>st</sup> March 2021	
	No of Shares	% to total Shareholding	No of Shares	% to total Shareholding
Physical	60408	0.63%	68008	00.71 %
Demat				
1) NSDL	7334278	76.71%	8073086	84.43 %
2) CDSL	2166814	22.66%	1420406	14.86 %
Sub Total	9501092	99.37%	9493492	99.29 %
<b>Total</b>	<b>95,61,500</b>	<b>100 %</b>	<b>95,61,500</b>	<b>100 %</b>

• **Outstanding GDRs/ADRs, Warrants or any convertible instruments**

There were no outstanding GDRs/ADRs/Warrants or any convertible instruments at end of 31<sup>st</sup> March 2021.

**8. PLANT LOCATIONS:**

Plant	Location
Chinchwad	Plot No 39, 44, 46 to 49, Block No. D III, MIDC, Chinchwad, Maharashtra, Pune - 411019.
Kedgaon	Gat No 322/323, Village Kedgaon, Taluka. Daund, District. Pune - 412203.
Perundrai	Plot No KK2(N) & KK2(S), SIPCOT Industrial Growth Center, Tamilnadu, Perundrai - 638052.
Mahuvej	S. No 127, 128, 129, 186, 187, & 129/1/1, Block No. 88, 89, Village Mahuvej, Tal Mangrol, Dist. Surat, Gujarat - 394125.
Vijayawada	Survey No.118,NarsimharaoPalem, VeerullaPadu Mandal, Krishna District, Vijayawada Andhra Pradesh - 521181.

### 9. DISCLOSURES:

#### I. Related party transactions:

During the year, as required under Section 177 of the Act and Regulation 23 of the Listing Regulations, all RPTs were placed before Audit Committee for approval. A statement tabulating the value and nature of transactions with related parties as required under Accounting Standard 18 (Ind AS 24) is set out separately under Note no 44 to the financial statements in this Annual Report.

During the year, there were no material transactions entered into with related parties, which may have had any potential conflict with the interests of the Company.

The Policy on Determining Materiality of and Dealing with Related Party Transactions' is placed on Company's website at [www.silworld.in](http://www.silworld.in).

#### II. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with the applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has adopted following non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a) Constitution of Finance and General Affairs Committee

#### III. Details of Capital Market Non-Compliance, if any:

There has been no non-compliance by the Company of any legal requirements; nor has there been any penalty/stricture imposed on the Company by any stock exchange, SEBI or any other statutory authority on any matter related to capital markets during the last three years.

However, Bombay Stock Exchange Limited (BSE) had imposed fine under Regulation 17(1) and Regulation 19(1)/19(2) of SEBI (LODR) Regulations 2015 for not having proper composition of Board and Nomination and Remuneration Committee respectively during the Financial year 2020-21. Company had represented before BSE and based on the representations made by the Company from time to time, BSE has withdrawn the fines levied.

#### IV. Whistle Blower Policy/Vigil Mechanism:

Pursuant to the provisions of Section 177(9) of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations and in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board of Directors had approved the Policy on Vigil Mechanism/Whistle Blower and the same has been hosted on the website of the Company. The mechanism under the Policy has been appropriately communicated within the organisation. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

During the year under review, the Company has not received any complaints under the said mechanism. The Whistle Blower Policy of the Company has been displayed on the Company's website at [www.silworld.in](http://www.silworld.in).

#### V. Disclosure of Material Transactions:

In terms of Regulation 26(5) of the Listing Regulations, Senior Management has made disclosure to the Board relating to all material financial and commercial transactions, if any, where they had personal interest that might have been in potential conflict with the interest of the Company. Based on disclosures received none of the officials in senior management team of the Company has personal interest in any financial or commercial transactions that may have potential conflict with the interest of the Company.

#### VI. Disclosures of the Compliance with corporate governance under Regulations 17 to 27 and 46(2) (b) to (j) of the Listing Regulations except those which are already disclosed elsewhere in this report:

##### i. Orderly succession to Board and Senior Management:

The Board had satisfied itself that in the event of a requirement for addition/succession at the Board level or in the Senior Management, there is a process in place.

**ii. Information supplied to the Board:**

The Board is presented with relevant information on various matters related to the working of the company, especially those which are critical and require deliberation for arriving at a decision or for resolving an issue. Presentations are also made to the Board by different functional heads on important matters from time to time. In addition to items which are required to be placed before the Board for its noting and/or approval, information is properly provided on various significant matters.

In terms of quality and importance, the information supplied by management to the Board of the company is precise and crisp with relevant details that is necessary for the directors to enable them fulfill their duties. The independent directors of the company expressed satisfaction on the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**iii. Compliance Certificate:**

The Managing Director, Chief Executive Officer and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8), read with Part B of Schedule II to the Listing Regulations.

**iv. Performance evaluation of independent directors:**

Pursuant to the provisions of the Act and Regulation 17(10) of the Listing Regulations, for the financial year 2021-22, the Board has carried out annual performance evaluation of independent directors, at its meeting held on 18<sup>th</sup> May 2022. The Board acknowledged that each of the independent directors held rich experience required to effectively fulfil his/her individual and collective duties and found the performance of the Independent Directors satisfactory.

In terms of Section 149 read with Schedule IV to the Act, on the basis of the report of performance evaluation, the Board has to determine whether to extend or continue the term of appointment of independent director(s). During the year under review, there was no such occasion to decide on the extension or continuance of the term of appointment of any of the independent directors and hence, the question of taking a decision, in this regard, did not arise.

**v. Independent Directors' Meeting:**

In compliance with Schedule IV to the Act and Regulation 25(3) of the Listing Regulations, the independent directors held a separate meeting on 25<sup>th</sup> March 2022, without the attendance of non-independent directors and management. All Independent Directors were present except Mr. Shrikant Malegoankar, who did not attend the meeting owing to personal reasons.

**vi. Report on Corporate Governance:**

This section, read together with the information given in the Board's Report, Management Discussion and Analysis section and General Shareholder Information, constitute the compliance report on Corporate Governance during the year. The company has submitted the quarterly compliance report on regular basis to the stock exchanges as required under Regulation 27 of the Listing Regulations.

**vii. Disclosures under clauses (b) to (i) of Regulation 46(2) of the Listing Regulations:**

- Terms and Conditions of appointment of Independent Directors:

The Board had incorporated the terms and conditions for appointment of independent directors in the manner as provided in the Act. The terms and conditions of appointment is placed on the Company's Website at [www.silworld.in/investors](http://www.silworld.in/investors).

- Composition of various committees:

The Board had constituted following committees pursuant to the provisions of the Act and the Listing Regulations:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee; and
- Finance and General Affairs Committee

The details of the compositions of the aforesaid committees are given earlier in this report and also placed on the Company's website at [www.silworld.in/investors](http://www.silworld.in/investors)



- Code of Conduct for Board of Directors and Employees:

Regulation 17(5) of the Listing Regulations requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in regulation for the time being in force.

As required under aforesaid regulation, the Board has adopted a Code of Conduct for Board Members and Employees of the Company and the same has been placed on the website of the Company at [www.silworld.in/investors](http://www.silworld.in/investors)

**VII. A certificate received from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached herewith as an Annexure VIII**

**VIII. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

Sr. No.	Particulars	Status
A	Number of complaints filed during the financial year	0
B	Number of complaints disposed of during the financial year	0
C	Number of complaints pending at the end of financial year	0

**IX. CERTIFICATE FROM STATUTORY AUDITORS OF THE COMPANY ON COMPLIANCE OF CORPORATE GOVERNANCE CONDITIONS:**

The Company has obtained the certificate from a Statutory Auditors of the company regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the Listing Regulations. This certificate is annexed to the Board's Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

**X. LIST OF ALL CREDIT RATINGS OBTAINED**

Please refer Page No. 6 of Board Report to get the details of credit rating obtained.

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## **CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE**

### **Independent Auditor's Certificate on Compliance with the Corporate Governance Requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
**The Members of  
Sahyadri Industries Limited**

1. This certificate is issued in Accordance with the terms of our engagement letter dated September 21, 2021.
2. This report contains details of compliance of conditions of corporate governance by Sahyadri Industries Limited ('the Company') for the year ended 31<sup>st</sup> March, 2022 as Stipulated in regulations 17 to 27, clause (b) to (i) of regulation 46 (2) And paragraphs C, D and E of Schedule V of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing Regulations') pursuant to the Listing Agreement of the Company with the Bombay Stock Exchange Limited ('the Stock exchange').

#### **Management's Responsibility for compliance with the conditions of Listing Regulations**

3. The compliance of conditions of Corporate Governance as stipulated under the Listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

#### **Auditor's Responsibility**

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as Stipulated in the Listing Regulations for the year ended March 31<sup>st</sup>, 2022.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
7. 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**

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as Stipulated in the above-mentioned Listing Regulations.
9. 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.

### Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by Any other person or for Any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Joshi Apte & Co.**  
Chartered Accountants  
ICAI Firm Reg. No. 104370W

**Sd/-**  
**Prakash Apte**  
**Partner**  
Membership No. 033212  
UDIN: 22033212AJFHFG4790

**Place: Pune**  
**Date: May 18, 2022**

**ANNEXURE - VIII****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**  
**Sahyadri Industries Limited**  
**39/D, Gultekdi, JN Marg,**  
**Pune - 411037**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sahyadri Industries Limited having CIN L26956PN1994PLC078941 and having registered office at 39/D Gultekdi N Marg, Pune-411037 (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](http://www.mca.gov.in)) as considered necessary and explanations furnished to me / 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 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1.	Mr. Tuljaram Maheshwari	00063688	08/10/2020
2.	Mr. Suresh Uddhav Joshi	00130591	08/10/2020
3.	Mr. Satyen Vallabhbbhai Patel	00131344	01/08/1998
4.	Mr. Jayesh Purushottam Patel	00131517	15/01/1999
5.	Mrs. Moushmi Sahil Shaha	02915342	22/07/2021
6.	Mr. Shrikant Balkrishna Malegaonkar	07901434	07/08/2017
7.	Mr. Ved Prakash Saxena	08856322	31/08/2020
8.	Mr. Ankem Sri Prasad Mohan	09413926	21/12/2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on 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 Mehta & Mehta,**  
Company Secretaries  
(ICSI Unique Code P1996MH007500)

**Place: Pune**  
**Date: May 18, 2022**

**Sd/-**  
**Ashwini Inamdar**  
**Partner**

**FCS No: F 9409**  
**CP No.: 11226**  
**UDIN: F009409D000340091**

**FINANCIAL  
STATEMENTS**

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## INDEPENDENT AUDITOR'S REPORT

**To**  
**The Members of**  
**Sahyadri Industries Limited, Pune**

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

#### **Opinion**

We have audited the accompanying financial statements of Sahyadri Industries Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), 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 the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its profit and other comprehensive income, changes in equity and cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the standards on auditing as specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Emphasis of Matter**

We draw your attention to Note 54 of the financial statement which describes the status of the scheme of arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited:

"The Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT'), has approved the Scheme of Arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited and their respective shareholders vide order dated April 28, 2022. The Company will comply with the relevant regulatory requirements once the scheme becomes effective i.e. after filing of a certified copy of the order with the Registrar of Companies."

Our opinion is not modified in respect of this matter.

#### **Key Audit Matters**

Key Audit Matters (KAM) are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2022. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.



Sr. No.	Key Audit Matters	How our audit addressed the key audit matter
1.	<p><b>Ind AS 115 Revenue from Contracts with Customer</b></p> <p>The Company recognises revenue from sale of goods when it satisfies its performance obligation, in accordance with the principles of Ind AS 115, Revenue from Contracts with Customers, by transferring the control of goods to its customers at the time of dispatch evidenced by acknowledgement of receipt of goods by the transporter. Further, Ind AS 115, requires management to make certain key judgements, such as, identification of distinct performance obligations in contracts with customers, determination of transaction price for the contract factoring in the consideration payable to customers (such as rebates and discounts) and selection of a method to allocate the transaction price to the performance obligations.</p> <p>Owing to the volume of sales transactions, size of distribution network and varied terms of contracts with customers, in line with the requirements of the Standards on Auditing, revenue is determined to be an area involving significant risk and hence requiring significant auditor attention.</p>	<p><b>Audit Procedures Performed</b></p> <p>Our audit procedures, related to revenue recognition, included, but were not limited, to the following:</p> <ul style="list-style-type: none"> <li>• Assessed the design and operating effectiveness of Company's controls (including the automated controls) around revenue recognition (including rebates / discounts);</li> <li>• Assessed the appropriateness of Company's identification of performance obligations in its contracts with customers, its determination of transaction price, and accounting policies for revenue recognition in accordance with the accounting principles laid down in Ind AS 115;</li> <li>• Scrutinized sales ledgers to verify completeness of sales transactions;</li> <li>• On a sample basis, tested the revenue recognized including testing of cut off assertion as at the year end. Our testing included tracing the information to agreements, price lists, invoices, proof of dispatches and approved incentives / discounts schemes;</li> <li>• Tested the appropriateness of accruals for various rebates and discounts as at the yearend;</li> <li>• Assessed the revenue recognized with substantive analytical procedures including review of price, quantity and product mix variances and analysis of discounts at customer level;</li> <li>• Circularized balance confirmations (including transactions during the year) to a sample of customers and reviewed the reconciling items, if any; and</li> <li>• Tested the related disclosures made in notes to the standalone financial statements in respect of the revenue from operations.</li> </ul>
2.	<p><b>Impairment of Trade Receivables</b></p> <p>The Company generates revenue from sales of its products to customers in various different jurisdictions within and outside India.</p> <p>The carrying amount of trade receivables is INR 42.59 Crore as at 31 March 2022, representing 9.20 % of the total assets of the Company. There is a significantly large number of individual customers. Customers in different jurisdictions are subject to their independent business risks.</p> <p>Management assesses the level of allowance for doubtful debts required at each reporting date after taking into account the ageing analysis of trade receivables and any other factors specific to individual debtors concerned or debtors at independent segment level and a collective</p>	<p><b>Audit Procedures Performed</b></p> <p>Our audit procedures included, but were not limited to the following:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Company's key internal controls over the processes of credit control, collection of trade receivables and follow up of overdue balances;</li> <li>• Evaluating the Company's policy for making allowances for doubtful debts with reference to the requirements of the prevailing accounting standards;</li> <li>• Assessing the classification of trade receivables in the trade receivable ageing report by comparison with sales invoices and other underlying documentation on a test <b>check basis</b>;</li> </ul>

Sr. No.	Key Audit Matters	How our audit addressed the key audit matter
	<p>element based on historical experience adjusted for certain current factors.</p> <p>Accordingly, we identified the recoverability of trade receivables as a key audit matter because of the significance of trade receivables to the Company's balance sheet and because of the significant degree of management judgement involved in evaluating the adequacy of the allowance for doubtful debts.</p>	<ul style="list-style-type: none"> <li>Assessing the assumptions and estimates made by management for the allowance for doubtful debts calculated based on a collective assessment by performing a retrospective evaluation of the historical accuracy of these estimates and recalculating the Company's allowance with reference to the Company's policy for collective assessment; and</li> <li>Circulating and obtaining independent customers confirmation on the outstanding balances on sample basis. Testing the reconciliation, if any between the balances confirmed by customer and balance in books and inspecting subsequent bank receipts from customers and other relevant underlying documentation relating to trade receivable balances at 31 March 2022, on a sample basis.</li> </ul>
3.	<p><b>Inventories</b></p> <p>Inventory represents 37.64 % of total assets of the Company as at March 31, 2022. Such Inventory is held across various factories as at the reporting date.</p> <p>Considering the number of locations and the level of inventory held across its factories as well as the physical verification of inventory at these locations on different dates, the risk of existence such inventory and the identification of non-moving, obsolete / damaged inventory is a significant area of audit importance. The inventory valuation also requires management estimates towards write down of inventory items to its net realizable value (wherever applicable) and allowance for slow moving or non-moving inventory.</p> <p>Considering the relative significance of the Inventory to the financial statements, we have considered the existence and allowance for inventory obsolescence of inventory as key audit matter.</p> <p>As described in Note 2.09 of the financial statements.</p>	<p><b>Audit Procedures Performed</b></p> <p>Our audit response in respect of testing the existence of inventories and allowance for slow / non-moving inventory and obsolescence consisted of following procedures (as applicable in each case):</p> <ul style="list-style-type: none"> <li>Procedures to test the existence of inventories consisted of testing the relevant internal controls, including in specific the testing of the inventory physical verification process that is performed annually by management at various locations and the testing of automated recording of sales and purchase transactions in the IT system.</li> <li>We observed the physical verification of Inventory conducted by management at certain locations selected by us. Our procedures in this regard included:             <ul style="list-style-type: none"> <li>Observing compliance of stock count instructions by management personnel; observing steps taken by management to ascertain the existence inventory on the date of the count (including identification of non-moving, obsolete / damaged inventory);</li> <li>Performing independent inventory counts on sample basis and reconciling the same to the management counts (wherever applicable);</li> <li>On a sample basis, testing the reconciliation of the differences in inventory quantity between the physical count and the books of accounts, including accounting of such variances and</li> <li>Roll-forward procedures on sample basis from date of count to the reporting date as the physical verification of inventory was undertaken by management on different dates across various locations during the year.</li> </ul> </li> </ul>

Sr. No.	Key Audit Matters	How our audit addressed the key audit matter
		<ul style="list-style-type: none"> <li>• We performed cut off testing for purchase and sales transactions made near the reporting date to assess whether transactions are recorded in the correct period by testing shipping records, sales / purchase invoices (as applicable), for sample transactions.</li> <li>• We tested whether the adjustments to bring down the cost of inventory items to their net realisable value and allowance for slow moving or non-moving inventory and obsolescence at the reporting date is appropriate by assessing the methodology and assumptions adopted by management in this regard including the related adjustments by testing a sample of inventory items as at the reporting date.</li> </ul>

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

The Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in Management Discussion and Analysis, Report of the Directors, Boards Report including Annexure to Boards Reports, Business Responsibility Report, Corporate Governance and Shareholders information, the Overview of Financial Performance, and Report on Risk Management (collectively referred as “other information”) but does not include the Financial Statements and our auditor’s report thereon.

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

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

### Responsibilities of Management for the Ind AS Financial Statements

The Company’s management and Board of Directors are responsible for the matters stated in sub-section 5 of Section 134 of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian accounting standards) Rules 2015, as amended from time to time. 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 judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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### **Auditor's Responsibility for the Audit of the Financial Statements**

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2022 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 of India in terms of Section 143(11) of The Act, we enclose in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. (A) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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- b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the Directors of the Company as on March 31, 2022, taken on record by the Board of Directors of the Company, none of the Directors of the Company are disqualified as on March 31, 2022 from being appointed as a Director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal 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.
- 2.(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 in its financial statements as of March 31, 2022 (Refer note 35.1 of financial statements);
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv.
    - a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend 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.
  - v. As stated in Note 52 to the financial statements
    - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
    - (b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

(c) The Board of Directors of the Company have proposed a final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

2. (C) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

**For Joshi Apte & Co.**  
Chartered Accountants  
**Firm Registration Number – 104370W**

**Sd/-**  
**Prakash Apte**  
**Partner**  
Membership No. 033212  
UDIN: 22033212AJFHDI2822

**Place: Pune**  
**Date: May 18, 2022**



**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

**(REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT TO THE MEMBERS OF SAHYADRI INDUSTRIES LIMITED OF EVEN DATE)**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, Plant and Equipment and rights of use assets.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, the Property, Plant and Equipment were physically verified during the year by the Management in accordance with a phased programme of verification adopted by the Company which, in our opinion is reasonable having regard to size of the Company and nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year.
- (e) No 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. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The inventories have been physically verified by the Management during the year. In our opinion, the frequency and coverage of & procedure adopted for such verification is reasonable. The Company has maintained proper records of inventory. According to the information and explanations given to us and on the basis of the stock verification records, the discrepancies noticed on verification between the physical stock and the book records were not more than 10% in the aggregate for each class of inventory were noticed.  
(b) The Company has been sanctioned working capital exceeding Rs.5 Crore in aggregate from banks on the basis of security of current assets. The Company has filed quarterly statements with such banks and the differences between the statement filed and book balances have been explained along with the reconciliation in Note No.20.6 to the financial statements. .
- (iii) During the year the Company has made investment in Mutual Fund, however it has not 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
  - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
  - (b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.
  - (c) The Company has not provided any loans or advances in the nature of loans to any other entity or persons during the year, accordingly reporting under clause 3(iii)(c),(d),(e) and (f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not advanced loans to Directors/ company in which a director is interested to which the provisions of Section 185 of the Companies Act apply and the Company has also not given any loans or advances, has not made investments and has not given guarantees / securities to a company to which the provisions of Section 186 of the Companies Act apply, accordingly reporting under clause 3(iv) of the Order is not applicable to the Company.
- (v) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- (vi) We have broadly reviewed books of accounts maintained by the Company pursuant to the rules made by the Central Government for maintenance of cost records u/s 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed

records have been made and maintained. We have however, not made a detailed examination of records with a view to determine whether they are accurate or complete.

(vii) In respect of Statutory Dues: .

- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Taxes, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us there are no dues of Income Tax, Provident Fund, Employees' State Insurance, Sales Tax, Value Added Tax, Goods and Service Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues which have not been deposited with the appropriate authorities on account of any dispute other than those mentioned below.

Name of statute	Nature of Dues	Amount Demanded [ Rs. In crore]	Period to which amount relates	Forum where dispute is pending
Maharashtra Sales Tax & VAT Laws	VAT, Interest & Penalty	0.87	2015-16 to 2017-18	D.C. OF COMMERCIAL TAXES, MAHARASHTRA
Maharashtra Sales Tax & VAT Laws	CST & Interest	0.03	2016-17 & 2017-18	D.C. OF COMMERCIAL TAXES, MAHARASHTRA
Tamil Nadu Sales Tax & VAT Laws	VAT & Interest	0.63	2010-13	Madras High Court
Tamil Nadu Sales Tax & VAT Laws	VAT & Interest	0.00	2007-08	The Joint Commissioner (CT) Salem Division
Finance Act, 1994	Service tax dues	1.02	2014-15 to 2017-18	Assistant Commissioner of central tax, Baramati
Central Excise Act, 1944	Excise dues	0.01	2014-15 & 2017-18 (June,17)	Assistant Commissioner of central tax, Baramati
The Income Tax Act, 1961	Income tax & interest	0.61	2010-11 2018-19 2019-20	CPC & Assessing Officer

Amount deposited under dispute in respect of above demand totalling to Rs. 0.21 crore.

- (viii) According to the information and explanations provided to us, there were no transaction relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) According to the information and explanations provided to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.
- (e) The Company did not have any subsidiaries, associates or joint ventures, accordingly reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable to the Company.  
  
(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under paragraph 3(x)(b) of the Order is not applicable.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.  
  
(b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.  
  
(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, Clause 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all 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 Indian Accounting Standards.
- (xiv) (a) Based on our examination of the records of the Company, in our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
  
(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provision of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, Clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the plans of the Board of Directors and management, we are of the opinion that no material uncertainty exists as on the date of the audit report and that Company is capable of meeting its liabilities existing at the date of balance sheet as

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and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) According to the information and explanations given to us, the Company does not have any unspent amount in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For Joshi Apte & Co.**  
Chartered Accountants  
**Firm Registration Number – 104370W**

**Sd/-**  
**Prakash Apte**  
**Partner**  
Membership No. 033212  
UDIN: 22033212AJFHDI2822

**Place: Pune**  
**Date: May 18, 2022**

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

**(REFERRED TO IN PARAGRAPH 2(A)(f) UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT TO THE MEMBERS SAHYADRI INDUSTRIES LIMITED OF EVEN DATE)**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

**Opinion**

We have audited the internal financial controls over financial reporting of Sahyadri Industries Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2022, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's Responsibility for Internal Financial Controls**

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of 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 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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.

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### **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 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.

**For Joshi Apte & Co.**  
**Chartered Accountants**  
**Firm Registration Number – 104370W**

**Sd/-**  
**Prakash Apte**  
Partner  
Membership No. 033212  
UDIN: 22033212AJFHDI2822

**Place: Pune**  
**Date: May 18, 2022**



BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2022

(₹ in Crores unless otherwise stated)

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>I. Non-current assets</b>			
(a) Property, plant & equipment	3A	122.93	122.72
(b) Capital work-in-progress	3B	54.06	4.02
(c) Right of Use	3C	3.71	3.79
(d) Intangible assets	4A	0.08	0.12
(e) Intangible assets under development	4B	0.00	-
(f) Financial Assets			
(i) Investments	5	0.15	0.15
(ii) Others	6	3.51	2.91
(g) Other non-current assets	7	14.37	15.57
<b>Total non-current assets</b>		<b>198.81</b>	<b>149.28</b>
<b>II. Current assets</b>			
(a) Inventories	8	174.29	113.32
(b) Financial Assets			
(i) Investments	9	21.09	47.91
(ii) Trade receivables	10	42.59	40.19
(iii) Cash & Cash Equivalent	11a	1.02	0.95
(iv) Other Balance with Bank	11b	3.29	2.94
(v) Loans & Advances	12	0.07	0.02
(vi) Others	13	0.29	0.20
(c) Other current assets	14	21.58	24.24
<b>Total Current Assets</b>		<b>264.22</b>	<b>229.77</b>
<b>Total Assets</b>		<b>463.03</b>	<b>379.05</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	15	9.56	9.56
(b) Other Equity		289.61	235.54
<b>Total Equity</b>		<b>299.17</b>	<b>245.10</b>
<b>Liabilities</b>			
<b>I. Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	23.83	0.92
(ii) Lease Liability	17	0.29	0.30
(b) Provisions	18	2.10	2.28
(c) Deferred Tax Liabilities (Net)	19	6.25	6.57
Total non-current liabilities		32.47	10.07
<b>II Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	56.06	45.53
(ii) Lease Liability	21	0.01	0.01
(iii) Trade Payables	22		
a. Due to Mirco and small Enterprises		1.41	1.89
b. Due to other than Mirco and small Enterprises		44.81	49.04
		46.22	50.93
(iv) Others	23	17.63	16.71
(b) Other Current Liabilities	24	9.28	8.73
(c) Provisions for Employee Benefits	25	2.19	1.98
<b>Total Current Liabilities</b>		<b>131.39</b>	<b>123.88</b>
<b>Total Liabilities</b>		<b>163.86</b>	<b>133.95</b>
<b>Total Equity &amp; Liabilities</b>		<b>463.03</b>	<b>379.05</b>

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

As per our report of even date

For Joshi Apte & Co.

Chartered Accountants

FRN: 104370W

On behalf of Board of Directors

Sahyadri Industries Limited

CIN: L26956PN1994PLC078941

Sd/-  
**(CA Prakash Apte)**  
Partner  
(Mem No. 033212)

Sd/-  
**J. P. Patel**  
Chairman &  
Whole Time Director  
DIN : 00131517

Sd/-  
**S. V. Patel**  
Managing Director  
DIN : 00131344

Sd/-  
**T. R. Maheshwari**  
CEO, CFO  
& Whole Time Director  
DIN : 00063688

Sd/-  
**Shrikant Joshi**  
Company Secretary  
M No. A47346

Place : Pune  
Date : May 18, 2022

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

(₹ in Crores unless otherwise stated)

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
<b>Income</b>			
Revenue from operations	26	542.48	472.00
Other income	27	3.87	5.62
<b>Total Income</b>		<b>546.35</b>	<b>477.62</b>
<b>Expenses</b>			
Cost of raw materials and components consumed	28	285.83	256.92
(Increase)/decrease in inventories of finished goods and work-in-progress	29	(9.14)	(16.92)
Employee benefits expense	30	32.63	30.15
Finance costs	31	4.61	4.88
Depreciation and amortisation expense	32	14.75	14.05
Other expenses	33	135.34	109.95
<b>Total Expenses</b>		<b>464.02</b>	<b>399.03</b>
<b>Profit /(Loss) from ordinary activities before Exceptional Items and Taxes</b>		<b>82.33</b>	<b>78.59</b>
<b>Exceptional Items- Income / (Expenses)</b>	34	-	-
<b>Net Profit before tax</b>		<b>82.33</b>	<b>78.59</b>
<b>Tax expense</b>			
Current tax		22.63	21.53
Deferred tax		(0.39)	(4.63)
<b>Total tax Expenses</b>		<b>22.24</b>	<b>16.90</b>
<b>Profit for the year</b>		<b>60.09</b>	<b>61.69</b>
<b>Other Comprehensive Income</b>			
A. Items that will not be reclassified subsequently to profit or loss			
Remeasurement gains / (losses) on defined benefit plans		0.27	(0.26)
Tax (expense) / income relating to above		(0.07)	0.07
		<b>0.20</b>	<b>(0.19)</b>
B. Items that will be reclassified subsequently to profit or loss			
<b>Total Other Comprehensive Income net off tax (A + B)</b>		<b>0.20</b>	<b>(0.19)</b>
<b>Total comprehensive income for the year attributable to Equity share holders of the Company</b>		<b>60.29</b>	<b>61.50</b>
Earning per equity share of Face value of ₹ 10 each:			
(1) Basic	38	62.84	64.52
(2) Diluted	38	62.84	64.52

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

**As per our report of even date**
**For Joshi Apte & Co.**  
 Chartered Accountants  
 FRN: 104370W

**On behalf of Board of Directors**  
 Sahyadri Industries Limited  
 CIN: L26956PN1994PLC078941

**Sd/-**  
**(CA Prakash Apte)**  
 Partner  
 (Mem No. 033212)

**Sd/-**  
**J. P. Patel**  
 Chairman &  
 Whole Time Director  
 DIN : 00131517

**Sd/-**  
**S. V. Patel**  
 Managing Director  
 DIN : 00131344

**Sd/-**  
**T. R. Maheshwari**  
 CEO, CFO  
 & Whole Time Director  
 DIN : 00063688

**Sd/-**  
**Shrikant Joshi**  
 Company Secretary  
 M No. A47346

 Place : Pune  
 Date : May 18, 2022

**STATEMENT CASH FLOWS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Profit/ (Loss) Before Tax	82.33	78.59
Adjustment for		
Provision for bad and doubtful debts	1.05	1.61
Unrealised Foreign Exchange Loss / (Gain) (Net)	0.04	0.07
Unrealised Foreign Exchange (Loss) / Gain of P.Y. now realised	(0.07)	(0.08)
Depreciation and Amortization Expenses	14.75	14.05
Gain on disposal of property, Plant and Equipment	(0.03)	(0.60)
Profit on sale of Investments	(2.41)	(2.87)
Re-statement Loss / (Gain) on Mutual Fund	0.43	(0.97)
Interest paid/Finance Cost	4.61	4.88
Interest /Dividend Received	(0.24)	(0.26)
Provision for Leave Encashment and Gratuity	0.77	0.72
Remeasurement of defined employee benefit plans	0.27	(0.26)
<b>Operating Profit/(Loss) before Working capital changes</b>	<b>101.49</b>	<b>94.87</b>
Adjustments for		
Trade receivables	(3.29)	(3.25)
Financial and other assets (Current and non current)	1.56	(12.02)
Inventories	(60.96)	(36.84)
Trade payables	(4.65)	17.03
Financial and other liabilities	(1.51)	10.10
<b>Cash generated from operations</b>	<b>32.63</b>	<b>69.89</b>
(Taxes Paid)/ Refund Received	(22.09)	(20.31)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>10.54</b>	<b>49.58</b>
	(A)	
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets(Net of earlier year Capital WIP if any)	(64.91)	(11.96)
Adjustment for creditors relating to capital purchases	2.19	0.48
Adjustment for advances relating to capital purchases	1.11	(5.86)
Sale of fixed Assets	0.06	0.63
Sale / (Purchase) of Investment (Non-Current) - Net	-	-
Sale / (Purchase) of Investment (Current) - Net	26.39	(16.30)
Profit/(Loss) on Sale of Investments net of purchases during the year	2.41	2.87
Investment in Fixed Deposits	(0.32)	(0.19)
Interest/Dividend Received	0.16	0.23
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>(32.92)</b>	<b>(30.10)</b>
	(B)	

## STATEMENT CASH FLOWS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Secured non current loans raised during the year	24.24	0.85
Less :- Non current loans repayment made during the year	(1.18)	(0.28)
Secured Loans non current Accepted / (Repaid) (net)	23.07	0.57
Secured current Loans	14.68	(13.08)
Unsecured loans raised during the year	-	-
Less :- Unsecured Loan Repayment made during the year	(4.49)	-
Unsecured Loans Accepted / (Repaid) (net)	(4.49)	-
Dividend and Dividend Distribution Tax (including transferred to IEPF)	(6.21)	(1.43)
Interest paid	(4.60)	(4.88)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(C)</b> 22.45	(18.83)
<b>D. NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(A) + (B) + (C)</b> 0.07	0.66
<b>GENERATED DURING THE YEAR</b>		
Cash and Cash Equivalents Opening Balance	0.95	0.29
Cash and Cash Equivalents Closing Balance	1.02	0.95
<b>Cash and cash equivalents comprise of the following:</b>		
Cash on hand	0.07	0.03
Balances with banks - Current accounts	0.00	0.63
Balances with banks - Cash Credit Account	0.95	0.29
	1.02	0.95

The above cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS 7 on statement of cash flow.

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

**As per our report of even date**

**For Joshi Apte & Co.**  
Chartered Accountants  
FRN: 104370W

**On behalf of Board of Directors**  
Sahyadri Industries Limited  
CIN: L26956PN1994PLC078941

**Sd/-**  
**(CA Prakash Apte)**  
Partner  
(Mem No. 033212)

**Sd/-**  
**J. P. Patel**  
Chairman &  
Whole Time Director  
DIN : 00131517

**Sd/-**  
**S. V. Patel**  
Managing Director  
DIN : 00131344

**Sd/-**  
**T. R. Maheshwari**  
CEO, CFO  
& Whole Time Director  
DIN : 00063688

**Sd/-**  
**Shrikant Joshi**  
Company Secretary  
M No. A47346

**Place : Pune**  
**Date : May 18, 2022**

**STATEMENT OF CHANGES IN THE EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

(₹ in Crores unless otherwise stated)

**A. Equity Share Capital**

For the year ended March 31, 2022

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital During the year	Balance as at March 31, 2022
9.56	-	-	-	9.56

**For the year ended March 31, 2021**

Balance as at April 1, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital During the year	Balance as at March 31, 2021
9.56	-	-	-	9.56

**B. Other Equity**

For the year ended March 31, 2022

Particulars	Capital Redemption Reserve	General Reserve	Retained Earning	Total
Balance as at April 01, 2021	3.75	15.72	216.06	235.53
Profit for the year	-	-	60.09	60.09
Remeasurement of net defined benefit plan net of tax effect	-	-	0.20	0.20
Dividends paid	-	-	(6.21)	(6.21)
Transfer to General Reserves	-	-	-	-
<b>Balance as at March 31, 2022</b>	<b>3.75</b>	<b>15.72</b>	<b>270.14</b>	<b>289.61</b>

**For the year ended March 31, 2021**

Particulars	Capital Redemption Reserve	General Reserve	Retained Earning	Total
Balance as at April 01, 2020	3.75	15.72	156.00	175.47
Profit for the year	-	-	61.69	61.69
Remeasurement of net defined benefit plan net of tax effect	-	-	(0.19)	(0.19)
Dividends paid	-	-	(1.43)	(1.43)
Transfer to General Reserves	-	-	-	-
<b>Balance as at March 31, 2021</b>	<b>3.75</b>	<b>15.72</b>	<b>216.06</b>	<b>235.54</b>

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

**As per our report of even date**

**For Joshi Apte & Co.**  
Chartered Accountants  
FRN: 104370W

**On behalf of Board of Directors**  
Sahyadri Industries Limited  
CIN: L26956PN1994PLC078941

**Sd/-**  
**(CA Prakash Apte)**  
Partner  
(Mem No. 033212)

**Sd/-**  
**J. P. Patel**  
Chairman &  
Whole Time Director  
DIN : 00131517

**Sd/-**  
**S. V. Patel**  
Managing Director  
DIN : 00131344

**Sd/-**  
**T. R. Maheshwari**  
CEO, CFO  
& Whole Time Director  
DIN : 00063688

**Sd/-**  
**Shrikant Joshi**  
Company Secretary  
M No. A47346

**Place : Pune**  
**Date : May 18, 2022**

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**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022****1. CORPORATE INFORMATION :**

Sahyadri Industries Limited (“the Company”) (CIN L26956PN1994PLC078941) is listed on Bombay stock exchange (BSE) domiciled in India and was incorporated in 1994 under the provision of the Companies Act, 1956 having registered office at 39/D, Gultekdi, J.N.Marg,Pune 411037. The Company is engaged in the production of cement sheets and accessories, trading of steel doors and in generation of wind power electricity. The Company presently has five operational manufacturing units situated at Maharashtra, Tamilnadu, Andhra Pradesh and Gujarat. The Company has set up Wind Turbine Generators in Maharashtra & Rajasthan.

**2. SIGNIFICANT ACCOUNTING POLICIES FOLLOWED :****2.1 Statement of compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 as amended from time to time and other relevant provisions of the Companies Act, 2013.

**2.2 Basis of preparation and presentation**

The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments and provision for employee defined benefit plans which are measured at fair value.

**2.3 Functional and presentation currency**

The financial statements are presented in Indian Rupees(INR), which is also the Company’s functional currency. All amounts have been rounded off to the nearest Crore, unless otherwise indicated.

**2.4 Current and Non current classification**

The Company presents assets and liabilities in balance sheet based on current/non-current classification.

An asset is stated as current when it is -

- a. Expected to be realised or intended to be sold or consumed in normal operating cycle
- b. Held primarily for the purpose of trading
- c. Expected to be realized within twelve months after the reporting period or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current assets.

Similarly a liability is classified as current if -

- a. It is expected to be settled in normal operating cycle
- b. It is held primarily for the purpose of trading
- c. It is due to be settled within twelve months after the reporting period or
- d. There is no unconditional right to differ the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The Company has ascertained its operating cycle as twelve months for the purpose of current/non current classification of its assets and liabilities.



**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

**2.5 Property, Plant and Equipment (PPE)**

**2.5.1. Measurement and Presentation**

On transition to Ind AS, the Company had elected to continue with the carrying value of all of its property plant and equipment recognised as at April 1, 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property plant and equipment.

Freehold land is carried at Historical cost. Property, plant and equipment are stated at historical cost less depreciation and accumulated impairment, if any. Cost includes its purchase price, import duties, non refundable purchase taxes and expenditure directly attributable for bringing the said asset to its working condition and location for its intended use, including relevant borrowing costs and any expected cost of decommissioning.

The cost of a self constructed item of property, plant and equipment comprises the cost of material, direct labour and any other costs and expenditure directly attributable for bringing the said asset to its working condition and location for its intended use, including relevant borrowing costs and any expected cost of decommissioning.

Material items such as spare parts, stand by equipment and service equipments are classified as PPE when they meet the definition of PPE as specified in Ind AS 16. Subsequent expenditure on PPE is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

**2.5.2. Depreciation/ Amortization**

- i) Depreciation on fixed assets put to commercial use has been provided to the extent of depreciable assets on written down value method at the rates and in the manner prescribed in schedule II of the Companies Act, 2013 over their useful life except on fixed assets installed at Gujarat factory & Windmills installed at Chavaneshwar, wherein depreciation is provided on straight line method in the manner prescribed in schedule II of Companies Act, 2013 over their useful life.
- ii) Lease hold land is amortized over the period of lease.
- iii) Depreciation on addition/disposal is provided on a pro rata basis.
- iv) The residual values and useful lives are reviewed and adjusted if appropriate at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than the estimated recoverable amount.

**2.5.3. Disposal**

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognised.

**2.6 Intangible assets**

**2.6.1. Measurement and Presentation**

On transition to Ind AS, the Company had elected to continue with the carrying value of all its intangible assets recognized as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment, if any.

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## NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022 (CONTD.)

### 2.6.2 Amortization

- i) Computer software are amortized over period of 5 years.
- ii) Windmill rights are amortized over period of 10 years.
- iii) Amortization on addition is provided on a pro rata basis.

### 2.7 Foreign currency transactions

Transactions in foreign currencies initially are recorded at the exchange rate as on the date of transactions as provided in IND AS 21. Realized gain and losses as well as exchange differences arising on translation (at year end exchange rates) of monetary assets and liabilities outstanding at the end of the year are recognized in the statement of profit and loss.

Non monetary items that are measured in terms of historical costs in foreign currency are translated using the exchange rate as at the date of initial transactions as provided in IND AS 21.

### 2.8 Financial Instruments

#### 2.8.1. Financial Assets

##### 2.8.1.1 Classification

The Company classifies its financial assets in the following measurement categories:

- (a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (b) those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in statement of profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

##### 2.8.1.2 Initial Measurements

At the initial recognition, the Company measures the financial assets at its fair value plus in the case of a financial assets not at the fair value through profit or loss, transaction costs that are directly attributable to the acquisition of financial asset. Transaction cost of a financial asset carried at fair value through profit or loss are expensed in profit or loss.

##### 2.8.1.3 Subsequent Measurement

###### (i) Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories in to which the Company classifies its debt instruments :

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

Amortised cost : Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flow represent solely payments of principal and interest , are measured at FVOCI. Movements in the carrying amount are taken through OCI except for the recognition of impairment of gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. Gain or loss on the debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

**(ii) Equity Instruments**

The Company subsequently measures all equity instruments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividend from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of a financial assets at fair value through profit or loss are recognised in other income. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

**2.8.1.4 Derecognition of financial assets**

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flow from the financial asset or
- retains the contractual rights to receive the cash flows of the financial assets but assumes a contractual obligation to pay cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, financial assets is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

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## NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022 (CONTD.)

### 2.8.2. Financial Liabilities

#### 2.8.2.1 Classification

The Company classifies its financial liabilities in the following measurement categories:

- (a) those to be measured subsequently at fair value through profit and loss account ;
- (b) those measured at amortised cost.

#### 2.8.2.2 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

#### 2.8.2.3 Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and It intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### 2.8.3 Derivatives

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted at fair value through profit or loss and are included in profit and loss account.

## 2.9 Inventories

Inventories are valued as follows :

- i) Raw material is valued at lower of weighted average cost & net realizable value. However material held for use in the production of inventories are not written down below cost, if the finished product in which they will be incorporated are expected to be sold at or above cost. Cost comprises of its purchase price, non refundable purchase taxes and any directly attributable expenses related to inventories.
- ii) Work in Progress is valued at weighted average cost.
- iii) Finished goods are valued at lower of weighted average cost and net realizable value. Cost for this purpose includes direct cost and attributable overheads .
- iv) Traded goods are valued at weighted average cost or net realizable value whichever is lower.
- v) Stores & spares are valued at weighted average cost after providing for obsolescence and other losses, where considered necessary.
- vi) Scrap and rejected material is valued at net realizable cost.

Net realizable value is estimated selling price in the ordinary course of the business, less the estimated costs of completion and the estimated costs necessary to make the sale.

## 2.10 Trade receivable

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is due within one year, they are classified as current assets.

Commercial receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. A provision for impairment for trade receivables is recognised when there is

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2021 (CONTD.)**

objective evidence that the Company will not be able to collect all amounts due under the original terms of receivables. When receivable is deemed uncollectible it is written off. Any subsequent recovery of previous written off amounts is recognised in the income statement.

**2.11 Impairment of assets**

**2.11.1 Impairment of Financial Assets**

The Company recognises loss allowances for expected credit losses on

- Financial assets measured at amortised cost and
- Financial assets measured at FVOCI- debt investments

At each reporting date, Company assesses whether financial assets carried at amortised cost are credit impaired. Financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cashflows of the financial assets have occurred.

In accordance with Ind AS 109- Financial instruments, the Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime credit loss at each reporting date, right from its initial recognition.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when Company determines that the debtor does not have assets or sources of income that could generate sufficient cashflows to repay the amounts subject to write off. However, the financial assets that have written off could still be subject to enforcement activities in order to comply with the Company's procedures of recovery of amounts due.

**2.11.2 Impairment of Non-Financial Assets**

An impairment loss is the amount by which the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of an asset or a cash generating unit is the higher of its fair value less cost of disposal and its value in use. Fair value is the price that would be received for sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate.

The Company assesses at end of each reporting period whether there is any indication that an asset is impaired. In assessing whether there is any indication that an asset may be impaired, the Company considers external as well as internal source of information. If any such indication exists, the Company estimates the recoverable amount for the individual asset. If and only if the recoverable amount of an asset is less than its carrying amount, the carrying amount of an asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss unless the asset is carried at revalued amount in accordance with another Standard.

If it is not possible to estimate the recoverable amount of the individual asset, the Company determines the recoverable amount of the cash generating unit to which the asset belongs (the asset's cash generating unit). A cash generating unit is the smallest identifiable group of asset that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The Company recognises impairment loss for a cash generating unit if and only if the recoverable amount of the cash generating unit is less than the carrying amount of cash generating unit. The Company allocates impairment loss of cash generating units first to the carrying amount of goodwill allocated to the cash generating unit, if any, and then, to the other assets of the cash generating units pro-rata on the basis of the carrying amount of each asset in the cash generating units. These reductions in carrying amount shall be treated as impairment losses on individual assets and recognised accordingly.

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## NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022 (CONTD.)

### 2.12 Cash and cash equivalents :

Cash and cash equivalents in the balance sheet comprise cash on hand and balance with banks and deposits which are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.13 Borrowings

Borrowings are recognised initially at fair value net of transaction cost incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction cost) and the redemption value is recognised in the income statement over the period of borrowings using the effective interest rate method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer their settlement for at least 12 months after the end of reporting period.

Fees paid for availing loan facilities are recognised as transaction cost of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case fees are deferred until the draw down occurs to the extent there is no evidence that it is probable that some or all of the facilities will be drawn down.

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made to reimburse the holder for a loss it incurred because the specified debtor fails to make a payment when due in accordance with the terms of debt instrument. Financial guarantee contracts are recognised as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortization.

### 2.14 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from supplier. Trade payable are classified as current liabilities if payment is due within one year or less.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### 2.15 Income tax

#### 2.15.1 Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to the items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### 2.15.2 Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profits

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

will be available against which deductible temporary difference and carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that the future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the assets is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted at the reporting date. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liability and the deferred tax assets relate to the same taxable entity and same taxation authorities.

**2.16 Provisions, Contingent Liabilities and Capital Commitments**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event & it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation & in respect of which a reliable estimate can be made of the amount of obligation. If the effect of the time value of money is material, Provisions are discounted and reflected at present value. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability. When discounting is used, the increase in provision due to passage of time is recognized as interest expense.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

Contingent liabilities and Capital Commitments disclosed are in respect of items which in each case are above the threshold limit.

**2.17 Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chairman and Managing director who are responsible for allocating resources to and assessing the performance of operating segments.

Following Business segments have been considered as primary segments :

- a) Building Material
- b) Power Generation

**2.18 Revenue recognition**

The Company recognises revenue as per IND AS 115. Revenue is recognised to the extent that it is probable that economic benefits will flow to the Company and revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking in to account contractually defined terms and excluding taxes or duties collected on behalf of government.

- i) The sale of product is accounted for net of GST. Revenue is recognized when the significant risks and rewards of ownership have been transferred and there is no managerial involvement and effective control over the goods.



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## NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022 (CONTD.)

Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc. For incentives offered to customers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

- ii) Income from services are accounted over the period of rendering of services.
- iii) Carbon credit entitlement :- In the process of generation of wind power the Company also generate carbon emission reduction units which may be negotiated for price in international market under Clean Development Mechanism(CDM) subject to completing formalities and obtaining certificate of Carbon Emission Reduction(CER) as per Kyoto Protocol

In addition Company also explore the possibilities of negotiating Voluntary Emission Reduction (VER) in respect of some to the Company's wind power generation projects. Revenue from CER and VER is accounted on its realization.

- iv) Interest income is recognized using the effective interest rate method when it is probable that economic benefits associated with the transaction will flow to the Company and the amount of revenue can be measured reliably as set out in Ind AS 109 - Financial instruments : recognition and measurement. The effective interest method is the method of calculating amortized cost of a financial asset and of allocating the interest income over the relevant period.
- v) Dividend income is recognized when right to receive payment is established.

### 2.19 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grant related to expense item is recognised as income on a systematic basis over the period that the related cost for which it is intended to compensate are expensed.

When the grant relates to Property, plant and equipment they are included in non current liability as deferred income and is recognized as an income in the equal amount over expected useful life of the related asset.

### 2.20 Employee Benefits

#### 2.20.1 Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employee services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligation in the balance sheet.

#### 2.20.2 Other long-term employee benefit obligation

The liabilities for earned leave is not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yield at the end of the reporting period that have terms approximating to the terms of the related obligations. Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

**2.20.3 Post-employment Obligations**

The Company operates the following post-employment schemes:

- (a) Defined benefit plans - gratuity; and
- (b) Defined contribution plans - provident fund

**Gratuity Obligations**

The liability or assets recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

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

**Defined Contribution Plans**

The Company pays provident fund contributions to Regional Provident Fund Commissioner. The Company has no further payment obligation once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

**2.20.4 Bonus**

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

**2.21 Borrowing Costs**

Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as a part of that asset. Company recognises other borrowing costs as an expense in the period in which it incurred them. Borrowing costs are interest and other costs that the company incurred in connection with the borrowing of funds including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

A qualifying asset is an asset that takes substantial period of time to get ready for its intended use or sale.

**2.22 Lease**

In March 2019, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 - 'Leases'. This standard is effective from 1st April, 2019. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value or in case of few exceptions.

According to the standard all operating leases (with a few exceptions) must therefore be recognized in the balance sheet as lease assets and corresponding lease liabilities should be recognised. The lease expenses, which were recognised previously as a single amount (operating expenses), hereafter will consist of two elements: depreciation and interest expenses.

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## **NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022 (CONTD.)**

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses its weighted average incremental borrowing rate.

For short-term and low value leases, the Company recognises the lease payments as an operating expenses on a straight line basis over the lease term. The standard has become effective from 2019 and the Company has accordingly applied provisions of IND AS 116 in respect of those leases where applicable.

### **2.23 Earnings per share**

#### **2.23.1 Basic earnings per share**

Basic earnings per share is calculated by dividing net profit or loss after tax attributable to ordinary equity shareholders (numerator) by weighted average number of ordinary shares outstanding (denominator) during the period.

#### **2.23.2 Diluted earning per share**

For the purpose of calculating diluted earnings per share, net profit or loss after tax for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### **2.24 Cash dividend distribution to equity holder of the Company**

The Company recognises a liability to make cash or non cash distributions to the equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity, upon such approval.

### **2.25 Critical accounting judgements and key sources of estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affects the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liability. Uncertainties about these estimates could results in outcome that requires a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

#### **Key assumptions :**

The key assumptions concerning the future and other key sources of estimation of uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### **a) Allowance for doubtful debts -**

The Company makes allowances for doubtful debts based on an assessment of the recoverability of the trade and other receivables. The identification of doubtful debt requires use of judgements and estimates. Where the expectation is different from the original estimates, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the period in which such estimates has been changed.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

**(b) Fair value measurement of financial instruments -**

When the fair values of financial assets and financial liabilities recorded in the balance sheet can not be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

**(c) Impairment of assets -**

The Company has used certain judgements and estimates to estimate future projections and discount rates to compute value in use of cash generating unit and to assess impairment.

**(d) Defined Benefit Plans and provision for leave encashment -**

The cost of the defined benefit gratuity plan, present value of gratuity obligation and present value of leave encashment obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may defer from actual developments in the future. These includes the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation and leave encashment provision is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**2.26 Rounding off amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Crore as per the requirement of Schedule III, unless otherwise stated.

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**As per our report of even date  
For Joshi Apte & Co.**  
Chartered Accountants  
FRN: 104370W

**Sd/-**  
**(CA Prakash Apte)**  
Partner  
(Mem No. 033212)

**Place : Pune**  
**Date : May 18, 2022**

**On behalf of Board of Directors**  
Sahyadri Industries Limited  
CIN: L26956PN1994PLC078941

**Sd/-**  
**J. P. Patel**  
Chairman &  
Whole Time Director  
DIN : 00131517

**Sd/-**  
**S. V. Patel**  
Managing Director  
DIN : 00131344

**Sd/-**  
**T. R. Maheshwari**  
CEO,CFO  
& Whole Time Director  
DIN : 00063688

**Sd/-**  
**Shrikant Joshi**  
Company Secretary  
M No. A47346

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022

Note 3A : Property, Plant and Equipment and Other Intangible assets

(₹ in Crores unless otherwise stated)

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-21	Additions During the year	Deductions	As at 31-03-22	As at 01-04-21	Additions During the year	Deductions	As at 31-03-22	As at 31-03-2021
<b>SHEET ASSETS</b>									
Land*	6.43	-	-	6.43	-	-	-	6.43	6.43
Land Development & Fencing	1.58	-	-	1.58	-	-	-	1.58	1.58
Buildings*	71.36	3.88	-	75.25	24.48	3.41	-	47.36	46.89
Plant & Machinery	61.68	3.66	-	65.34	39.01	6.44	-	19.89	22.68
Electrical Installation	6.36	2.38	-	8.75	4.82	0.31	-	3.62	1.54
Office Equipments	0.56	0.66	-	1.22	0.33	0.12	-	0.45	0.23
Furniture & Fixtures	0.53	1.46	-	1.98	0.28	0.06	-	1.65	0.25
Computers	0.46	0.20	-	0.66	0.23	0.17	-	0.40	0.23
Vehicles	2.85	2.62	0.49	4.98	1.30	0.83	0.46	3.31	1.55
<b>Total (A)</b>	<b>151.81</b>	<b>14.87</b>	<b>0.49</b>	<b>166.18</b>	<b>70.43</b>	<b>11.34</b>	<b>0.46</b>	<b>81.31</b>	<b>81.37</b>
<b>WINDMILL ASSETS</b>									
Land*	0.23	-	-	0.23	-	-	-	0.23	0.23
Buildings*	0.04	-	-	0.04	0.01	0.00	-	0.02	0.03
Wind Energy Convertors	58.70	-	-	58.70	17.66	3.28	-	37.76	41.04
Electrical Installation (Windmill)	0.08	-	-	0.08	0.02	0.00	-	0.03	0.05
<b>Total (B)</b>	<b>59.04</b>	<b>0.00</b>	<b>0.00</b>	<b>59.04</b>	<b>17.70</b>	<b>3.29</b>	<b>0.00</b>	<b>20.99</b>	<b>41.34</b>
<b>Total (A+B)</b>	<b>210.85</b>	<b>14.87</b>	<b>0.49</b>	<b>225.22</b>	<b>88.13</b>	<b>14.63</b>	<b>0.46</b>	<b>102.30</b>	<b>122.72</b>
As at March 31, 2021	201.93	9.65	0.74	210.84	75.15	13.67	0.70	88.12	126.78

\*The Company does not have any Immovable Property whose title deeds are not held in the name of the Company

**Note 3B :**

Capital Work in Progress	4.02	52.84	2.80	54.06	-	-	0.00	54.06	4.02
As at March 31, 2021	1.70	2.31	-	4.02	-	-	-	4.02	1.70

**Note 3C : Right of Use Asset#**

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-21	Additions During the year	Deductions	As at 31-03-22	As at 01-04-21	Additions During the year	Deductions	As at 31-03-22	As at 31-03-2021
Right of Use asset Leasehold land	4.11	-	-	4.11	0.32	0.08	-	3.71	3.79
As at March 31, 2021	4.11	-	-	4.11	0.32	0.08	-	3.71	3.79

**Note 4A : Intangible Assets#**

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-21	Additions During the year	Deductions	As at 31-03-22	As at 01-04-21	Additions During the year	Deductions	As at 31-03-22	As at 31-03-2021
Computer Software	0.12	-	-	0.12	0.06	-	-	0.06	0.07
Intangible Rights	0.87	-	-	0.87	0.81	0.05	-	0.86	0.06
<b>As at March 31, 2021</b>	<b>0.99</b>	<b>-</b>	<b>-</b>	<b>0.99</b>	<b>0.87</b>	<b>0.05</b>	<b>-</b>	<b>0.92</b>	<b>0.12</b>
As at March 31, 2021	0.99	-	-	0.99	0.59	0.29	-	0.87	0.41

#The Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year.

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

**Note 4B: Intangible Asset Under Development**

(₹ in Crores unless otherwise stated)

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-21	Additions During the year	Deductions	As at 31-03-22	As at 01-04-21	Additions During the year	Deductions	As at 31-03-22	As at 31-03-2021
Intangible Asset Under Development	-	0.00	-	0.00	-	-	-	-	-
As at March 31, 2021	-	-	-	-	-	-	-	0.00	-

**CWIP Ageing Schedule**

**As on March 31, 2022**

CWIP	Amount in CWIP for a period of			Total	CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years			More than 3 years	Less than 1 year	1-2 years	
Projects in progress	52.24	1.55	0.26	54.06	Projects in progress	2.31	0.32	-	1.38
Projects temporarily suspended	-	-	-	-	Projects temporarily suspended	-	-	-	-

**As on March 31, 2021**

**CWIP Completion Schedule**

**As on March 31, 2022**

CWIP	To be completed in			Total	CWIP	To be completed in			Total
	Less than 1 year	1-2 years	2-3 years			More than 3 years	Less than 1 year	1-2 years	
Projects in progress	48.44	-	-	-	Projects in progress	1.38	-	-	-
PERU Expansion Project	1.31	-	-	-	KDGN Express Feeder	1.38	-	-	-
CWAD - R&D Centre	0.36	-	-	-	Total	1.38	-	-	-
KDGN - Raw Material Automation system	0.22	-	-	-	Projects temporarily suspended	-	-	-	-
MVEJ - Ball Mill Automation	50.33	-	-	-					
<b>Total</b>	-	-	-	-					
Projects temporarily suspended	-	-	-	-					

**As on March 31, 2021**

CWIP	To be completed in			Total	CWIP	To be completed in			Total
	Less than 1 year	1-2 years	2-3 years			More than 3 years	Less than 1 year	1-2 years	
Projects in progress	48.44	-	-	-	Projects in progress	1.38	-	-	-
PERU Expansion Project	1.31	-	-	-	KDGN Express Feeder	1.38	-	-	-
CWAD - R&D Centre	0.36	-	-	-	Total	1.38	-	-	-
KDGN - Raw Material Automation system	0.22	-	-	-	Projects temporarily suspended	-	-	-	-
MVEJ - Ball Mill Automation	50.33	-	-	-					
<b>Total</b>	-	-	-	-					
Projects temporarily suspended	-	-	-	-					

**Intangible Assets Under Development Aging Schedule**

**As on March 31, 2022**

Intangible Assets Under Development	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.00	-	-	-	0.00
Projects temporarily suspended	-	-	-	-	-

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Note 5 Non-current Investments</b>		
Investments in Equity Instruments		
Unquoted investments at fair value through OCI		
Cosmos Co-operative Bank Ltd. 14,647 (PY 14,647 ) Equity Shares of ₹ 100/- each	0.15	0.15
Unquoted investments at fair value through OCI		
Vaishno Cement Co. Ltd. 3,000 (PY 3,000) Equity Shares of ₹ 10/- each	0.00	0.00
Less:- Provision for Diminution	(0.00)	(0.00)
	<u>0.15</u>	<u>0.15</u>
<b>Note 6 Other Non-current Financial Assets</b>		
Deposits	3.51	2.91
	<u>3.51</u>	<u>2.91</u>
<b>Note 7 Other Non-current Assets</b>		
Advances for capital goods purchased	4.75	5.86
Balances with statutory/government authorities	0.37	0.56
Advance Tax and TDS net off provision for tax	0.73	1.28
Others		
- VJPL Incentive Receivable	6.63	5.98
- Other	1.89	1.89
	<u>14.37</u>	<u>15.57</u>
<b>Note 8 Inventories</b>		
(As valued, verified and certified by Management)		
Raw Material	80.07	28.03
Raw Material in transit	11.97	14.02
Stores & Spares	6.30	4.46
Work-in-Progress	0.11	0.08
Finished Goods	75.38	66.31
Stock of Traded Goods	0.38	0.35
Stock of Accessories	0.07	0.07
	<u>174.29</u>	<u>113.32</u>
8.1 For mode of valuation refer note no. 2.9		
<b>Note 9 Current Investments</b>		
Quoted investments at fair value through Profit and Loss A/c		
Investments in Mutual Funds	21.09	47.91
	<u>21.09</u>	<u>47.91</u>



**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Note 10 Trade Receivables</b>		
<b>(Unsecured, Considered good unless otherwise stated)</b>		
Considered Good	42.41	39.81
Considered Doubtful	5.21	5.24
	<u>47.62</u>	<u>45.05</u>
Less: Provision for Doubtful Debts	(5.03)	(4.86)
	<u>42.59</u>	<u>40.19</u>

Ageing of Trade Receivables - As at March 31, 2022							
Particulars	Amount not due for Receipt	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
i ) Undisputed Trade Receivables - Considered Goods	25.20	13.17	1.67	2.37	-	-	42.41
ii ) Undisputed Trade Receivables - Considered Doubtful	-	-	0.49	0.37	0.29	0.73	1.89
iii ) Disputed Trade Receivables - Considered Goods	-	-	-	-	-	-	-
iv ) Disputed Trade Receivables - Considered Doubtful	-	0.78	0.01	0.22	0.37	1.93	3.32
<b>Total</b>	<b>25.20</b>	<b>13.95</b>	<b>2.17</b>	<b>2.97</b>	<b>0.67</b>	<b>2.66</b>	<b>47.62</b>
Less : Provision for Doubtful debts							(5.03)
<b>Total</b>							<b>42.59</b>

Ageing of Trade Receivables - As at March 31, 2021							
Particulars	Amount not due for Receipt	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
i ) Undisputed Trade Receivables -Considered Goods	29.91	5.80	1.55	1.71	0.28	0.57	39.81
ii ) Undisputed Trade Receivables -Considered Doubtful	-	-	0.79	1.27	-	-	2.06
iii ) Disputed Trade Receivables -Considered Goods	-	-	-	-	-	-	-
iv ) Disputed Trade Receivables -Considered Doubtful	-	0.06	0.10	0.51	0.54	1.96	3.18
<b>Total</b>	<b>29.91</b>	<b>5.88</b>	<b>3.27</b>	<b>3.98</b>	<b>0.82</b>	<b>2.53</b>	<b>45.05</b>
Less : Provision for Doubtful debts							(4.86)
<b>Total</b>							<b>40.19</b>

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Note 11a Cash &amp; Cash Equivalents</b>		
<b>Cash in Hand</b>	<b>0.07</b>	0.03
<b>Balance with banks-</b>		
On Current Accounts	<b>0.00</b>	0.63
On Cash Credit Accounts	<b>0.95</b>	0.29
<b>Total Cash &amp; Cash Equivalents (A)</b>	<b>1.02</b>	0.95
<b>Note 11b Other Bank Balances</b>		
(i) Balance in Unpaid Dividend Account	<b>0.11</b>	0.08
(ii) Margin money deposits	<b>0.76</b>	0.40
(iii) Deposits maturing after 3 months	<b>2.42</b>	2.46
<b>Total Other Bank Balance (B)</b>	<b>3.29</b>	2.94
<b>Total Cash &amp; Bank Balance (A + B)</b>	<b>4.31</b>	3.89
<b>Note 12 Loans &amp; Advances</b>		
(Unsecured, considered good)		
Advance to Staff	<b>0.07</b>	<b>0.02</b>
	<b>0.07</b>	<b>0.02</b>
<b>Note 13 Other Current Financial Assets</b>		
Interest accrued on Deposits	0.29	0.20
	0.29	0.20
<b>Note 14 Other Current Assets</b>		
Prepaid expenses	<b>0.63</b>	0.34
Imprest balance with employees*	<b>0.09</b>	0.09
Balances with statutory/government authorities	<b>2.33</b>	-
Advance with Suppliers	<b>15.13</b>	20.00
Others	<b>3.40</b>	3.81
	<b>21.58</b>	24.24

\*Includes due from related parties of ₹ 0.0033 Cr. (PY ₹ 0.0062 Cr.)

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Note 15 Equity Share Capital</b>		
<b>Authorised Share Capital</b>		
120,00,000 Equity Shares of ₹10/- each (As on March 31, 2022 - 120,00,000)	<b>12.00</b>	12.00
<b>Issued, Subscribed and Paid Up capital</b>		
95,61,500 Equity Shares of ₹10/- each fully paid up and issued at par (As on March 31, 2022 - 95,61,500)	<b>9.56</b>	9.56
<b>15.1 Terms / rights attached to equity shares:</b>		
The company has only one class of equity shares having a face value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share. In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.		

**15.2 The details of shareholders holding more than 5% of equity shares**

Name of the shareholders	31 <sup>st</sup> March 2022		31 <sup>st</sup> March 2021	
	% OF HOLDING	NUMBER	% OF HOLDING	NUMBER
Jayesh Purshottam Patel	6.06%	579,350	6.06%	579,350
Trilochana Vipul Patel	6.05%	578,250	6.05%	578,250
Chetan Purshottam Patel	6.01%	574,323	6.01%	574,323
Shilpa Jignesh Patel	5.90%	564,150	5.90%	564,150
Purna Chetan Patel	5.44%	520,000	5.44%	520,000
Harsha Jayesh Patel	5.39%	515,400	5.39%	515,400
Vallabh Lalaji Patel	5.23%	500,471	5.23%	500,471

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

**15.3 Promoters Shareholding**

Promoter name	March 31, 2022			March 31, 2021		
	No. of shares	% of Total Shares	% Change during the year	No. of shares	% of Total Shares	% Change during the year
Jigar Jayesh Patel	23,187	0.24%	-	23,187	0.24%	-
Patel Vallabhbbhai Laljibhai Huf	74,300	0.78%	-	74,300	0.78%	-
Jignesh Patel	133,300	1.39%	-	133,300	1.39%	-
Vipul Vallabh Patel	141,008	1.47%	-	141,008	1.47%	-
Purushottambhai Laljibhai Patel	284,096	2.97%	-	284,096	2.97%	-
Patel Purushottam Laljibhai Huf	291,300	3.05%	-	291,300	3.05%	-
Satyen Vallabhbbhai Patel	324,326	3.39%	-	324,326	3.39%	-
Patel Bharatiben Purushottam	348,125	3.64%	-	348,125	3.64%	-
Patel Parvati Vallabhbbhai	419,803	4.39%	-	419,803	4.39%	-
Geeta Satyen Patel	495,000	5.18%	-	495,000	5.18%	-
Vallabhbbhai Laljibhai Patel	500,471	5.23%	-	500,471	5.23%	-
Patel Harsha Jayesh	515,400	5.39%	-	515,400	5.39%	-
Patel Purna Chetan	520,000	5.44%	-	520,000	5.44%	-
Shilpa J Patel	564,150	5.90%	-	564,150	5.90%	-
Patel Chetan Purushottam	574,323	6.01%	-	574,323	6.01%	-
Trilochana Vipul Patel	578,250	6.05%	-	578,250	6.05%	-
Patel Jayesh Purushottam	579,350	6.06%	-	579,350	6.06%	-
Poonam Roofing Products Pvt. Ltd.	33,602	0.35%	-	33,602	0.35%	-
<b>Total</b>	<b>6,399,991</b>	<b>66.94%</b>	<b>-</b>	<b>6,399,991</b>	<b>66.94%</b>	<b>-</b>

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Note 16 Non-current Borrowings</b>		
<b>Secured</b>		
<u>Term loan from Banks</u>		
For Vehicle*	1.33	0.92
For Others**	22.50	-
	<u>23.83</u>	<u>0.92</u>

\*Rupee Term loans for vehicle are secured by hypothecation of vehicles purchased.

\*\*Term loans for others are secured against Immovable properties located at Perundurai Plant

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)

(₹ in Crores unless otherwise stated)

16.1 Details of Term loan

Name of the Bank	Terms of Repayment	Month in which last installment is due	Prevailing interest rate p.a.	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
<b>Term Loan - Vehicle</b> (From Cosmos, Kotak and HDFC banks)	Monthly	Dec-26	7.59%	1.86	1.29
<b>Term Loan - Others</b>					
ICICI Bank Pune	Monthly	Feb-28	3M T Bill + 0.6%	22.50	-
				24.36	1.29
Less : Current maturities of non current financial borrowings				0.53	0.37
<b>Total</b>				<b>23.83</b>	0.92

16.2 Maturity profile of term loan are as set out below:

Particulars	2022-23	2023-24	2024-25	2025-26	2026-27
Term Loan - Vehicle	0.53	0.46	0.39	0.31	0.17
Term Loan - Others	-	2.92	5.00	5.00	5.00

- 16.3** The Company has not defaulted on repayment of loans and interest payment thereon during the current and previous year.
- 16.4** The Company has utilised funds raised from borrowings from banks and financial institutions for the specific purposes for which they were issued/taken
- 16.5** The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.
- 16.6** The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Note 17 Non-current Lease Liability</b>		
Lease Liability (Refer note no. 37)	0.29	0.30
	<u>0.29</u>	<u>0.30</u>
<b>Note 18 Non-current Provisions</b>		
<b>Employee benefit liabilities</b>		
Leave encashment	1.10	1.06
Gratuity payable (Refer note no. 36.2)	1.00	1.22
	<u>2.10</u>	<u>2.28</u>

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Note 19 Deferred Tax Liabilities (Net)</b>		
Components of Deferred tax assets/liabilities are as under:		
<b>Deferred Tax Liabilities</b>		
Relating to PPE WDV	8.69	8.86
Income Chargeable on realisation basis	0.14	0.24
	<u>8.83</u>	<u>9.10</u>
<b>Deferred Tax Assets</b>		
Expenses allowable on payment basis	2.32	2.23
Defined Benefit Obligations	0.25	0.31
	<u>2.58</u>	<u>2.53</u>
<b>Net Deferred Tax Liabilities (Net)</b>	<u>6.25</u>	<u>6.57</u>
<b>Note 20 Current Borrowings</b>		
<b>Secured</b>		
<b>Working Capital Loans from Banks</b>		
Rupee Loans from Banks	13.39	3.53
Foreign Currency Loans	8.32	3.32
<b>Unsecured</b>		
Short Term Borrowing from Promoters**	33.83	-
<b>Secured</b>		
Current Maturity of Long Term Debt	0.53	0.37
<b>Unsecured</b>		
Current Maturity of Long Term Debt**	-	38.32
	<u>56.06</u>	<u>45.53</u>

\*\*Includes payable to related parties of ₹ 33.83 Cr. (P.Y. ₹ 38.32 Cr.)

**20.1** Working capital rupee loans as on 31st March 2022 are availed from Cosmos Bank, ICICI bank and HDFC Bank. The interest rates on borrowing is 9.25%, 7.50% and 6.95% p.a. respectively. The Working Capital Loan is secured with Pari Passu charge on Inventory, book debts and secondary charge on assets of Chinchwad plant and Kedgaon plant.

**20.2** Foreign currency working capital loan as on 31st March 2022 is availed from ICICI Bank. The interest rates on borrowing is 1.16% p.a.. Secured against raw material against export order and/or receivable of specific export order and secondary charge on assets of Chinchwad plant and Kedgaon plant.

**20.3** Short term borrowings from Directors and Promoters group are unsecured and carries interest @ 10.5% p.a. The maturities of these loans fall on July 2022.

**20.4** The Company has utilised funds raised from borrowings from banks and financial institutions for the specific purposes for which they were issued/taken.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>20.5</b> The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.		
<b>20.6</b> Disclosure of borrowings obtained on the basis of security of current assets		

Quarter	Particulars of Securities provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancy	Remarks
<b>FY 2021-22:-</b>						
Jun-21	Book Debts and Inventory				Material in Transit and book debts more than 120 days are not reported in the statements filed with bank.	Refer summary of reconciliation below
Inventory		83.49	73.10	10.39		
Book Debts		40.49	28.94	11.54		
Sep-21						
Inventory		113.41	106.36	7.05		
Book Debts		42.35	30.47	11.89		
Dec-21						
Inventory		138.44	135.57	2.86		
Book Debts		40.43	33.72	6.71		
Mar-22						
Inventory		174.29	163.75	10.54		
Book Debts		42.59	27.30	15.29		

Quarter	Particulars of Securities provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancy	Remarks
<b>FY 2020-21:-</b>						
Jun-20	Book Debts and Inventory				Material in Transit and book debts more than 120 days are not reported in the statements filed with bank.	Refer summary of reconciliation below
Inventory		46.43	46.46	-0.02		
Book Debts		43.53	25.47	18.06		
Sep-20						
Inventory		70.91	66.99	3.91		
Book Debts		47.80	27.13	20.67		
Dec-20						
Inventory		96.30	84.70	11.60		
Book Debts		39.45	28.65	10.79		
Mar-21						
Inventory		113.32	99.71	13.61		
Book Debts		44.69	25.02	19.67		



**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

Note: The bank to whom the security is being offered are The Cosmos Co-operative bank Limited (Lead Banker) along with HDFC Bank Limited and ICICI Bank Limited.

**Summary of Reconciliation - For FY 2021-22**

Particulars	Quarter			
	Jun-21	Sep-21	Dec-21	Mar-22
<b><u>Inventory &amp; Book Debts</u></b>				
Amount as per books of account	123.97	155.76	178.87	216.88
Amount as reported in the quarterly return/ statement	102.04	136.83	169.29	191.05
Difference	21.94	18.94	9.58	25.83
<b><u>Reconciling items:-</u></b>				
Inventory	-	-	-	-
Material in Transit	(10.38)	(7.05)	(2.79)	(10.54)
Book Debts	-	-	-	-
Building material division Debtors more than 120 days	(12.11)	(0.89)	(10.78)	(6.31)
Advances received from Debtors	2.93	0.70	4.00	-
Windmill Debtors	(2.39)	(11.70)	(0.02)	(8.98)
<b>Sub-total</b>	<b>(21.94)</b>	<b>(18.94)</b>	<b>(9.58)</b>	<b>(25.83)</b>

**Summary of Reconciliation - For FY 2020-21**

Particulars	Quarter			
	Jun-20	Sep-20	Dec-20	Mar-21
<b><u>Inventory &amp; Book Debts</u></b>				
Amount as per books of account	89.96	118.71	135.74	158.01
Amount as reported in the quarterly return/ statement	71.93	94.12	113.35	124.73
Difference	18.03	24.58	22.40	33.28
<b><u>Reconciling items:-</u></b>				
Inventory	-	-	-	-
Material in Transit	0.02	(3.91)	(11.60)	(13.33)
Book Debts	-	-	-	-
Building material division Debtors more than 120 days	(13.95)	(15.40)	(11.33)	(22.46)
Advances received from Debtors	0.00	-	3.43	4.49
Windmill Debtors	(4.11)	(5.27)	(2.90)	(1.98)
<b>Sub-total</b>	<b>(18.03)</b>	<b>(24.58)</b>	<b>(22.40)</b>	<b>(33.28)</b>

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
<b>Note 21 Current Lease Liability</b>			
Lease Liability (Refer note no. 37)		<b>0.01</b>	0.01
		<b>0.01</b>	0.01
<b>Note 22 Trade Payables</b>			
Total outstanding dues of Micro and Small Enterprises		<b>1.41</b>	1.89
Others*		<b>44.81</b>	49.04
		<b>46.22</b>	50.93

\*Includes payable to related parties of ₹ 3.30 Cr. (PY ₹ 2.32 Cr.)

22.1 As defined under Micro, Small and Medium Enterprises Development Act, 2006, the disclosure in respect of the amount payable to such enterprises as at March 31, 2022 has been made in the financial statement based on information received available and identified by the company.

Particulars	As at March 31, 2022	As at March 31, 2021
a) the principal amount remaining unpaid to any suppliers as at the end of each accounting year.	1.41	1.89
b) the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	-	-
c) the amount of interest paid by the Company in terms of Section 16, of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
d) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year ) but without adding the interest specified under MSMED Act, 2006.	0.00	0.00
e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.00	0.00
f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

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**22.2 Ageing of Trade Payables - As at March 31, 2022**

Particulars	Unbilled	Not Due	Below 1 Year	1 - 2 Year	2-3 Year	More than 3 Year	Total
MSME	-	1.15	0.26	-	-	-	1.41
Trade Creditors	7.94	22.24	14.25	0.35	0.01	0.03	44.81
<b>Total</b>	<b>7.94</b>	<b>23.39</b>	<b>14.51</b>	<b>0.35</b>	<b>0.01</b>	<b>0.03</b>	<b>46.22</b>

**22.2 Ageing of Trade Payables - As at March 31, 2021**

Particulars	Unbilled	Not Due	Below 1 Year	1 - 2 Year	2-3 Year	More than 3 Year	Total
MSME	-	1.33	0.56	-	-	-	1.89
Trade Creditors	11.82	17.87	19.31	0.01	0.02	0.01	49.04
<b>Total</b>	<b>11.82</b>	<b>19.20</b>	<b>19.87</b>	<b>0.01</b>	<b>0.02</b>	<b>0.01</b>	<b>50.93</b>

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
<b>Note 23 Other Current Financial Liabilities</b>			
Deposits from Stockists/dealer/supplier		<b>11.53</b>	10.18
Unclaimed Dividend*		<b>0.11</b>	0.08
Other Payables***		<b>5.99</b>	6.44
		<b><u>17.63</u></b>	<u>16.71</u>
* There are no amount due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.			
***Includes payable to employees, interest accrued but not due on unsecured loans etc.			
*** includes payable to related parties of ₹ 3.17 Cr. (P.Y. ₹ 4.81 Cr.)			
<b>Note 24 Other Current Liabilities</b>			
Payables for capital goods purchased		<b>2.97</b>	0.78
Advances from customers		<b>5.08</b>	4.49
GST/VAT/TDS/Service tax/Withholding taxes, other taxes and contribution payables		<b>1.23</b>	3.46
		<b><u>9.28</u></b>	<u>8.73</u>
<b>Note 25 Provisions for Employee Benefits</b>			
Leave encashment		<b>0.53</b>	0.45
Provision for Bonus*		1.66	1.53
		<b><u>2.19</u></b>	<u>1.98</u>
*includes payable to related parties of ₹ 0.45 Cr. (P.Y. Rs. 0.38 Cr.)			

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
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Particulars	As at March 31, 2022	As at March 31, 2021
<b>Note 26 Revenue from Operations</b>		
Sale of products	529.82	460.80
Sale of wind power	11.29	9.71
	<u>541.11</u>	<u>470.51</u>
<b>Other operating income</b>	1.37	1.49
	<u>542.48</u>	<u>472.00</u>
<b>Note 27 Other Income</b>		
Interest Income	0.24	0.26
Profit on Sale of assets	0.03	0.60
Realised gains on Financial assets Investment measured at FVTPL	2.41	2.87
Unrealised gains on Financial assets Investment measured at FVTPL	-	0.97
Other non - operating income *	0.80	0.92
Net gain on exchange fluctuation	0.39	-
	<u>3.87</u>	<u>5.62</u>
* Includes VJPL incentive of ₹ 0.64 Cr. (P.Y. ₹ 0.91 Cr. )		
<b>Note 28 Cost of Raw Materials Consumed</b>		
Cost of raw materials consumed	285.83	256.92
	<u>285.83</u>	<u>256.92</u>
<b>Note 29 (Increase) / Decrease in Inventories</b>		
<b>Opening Stock :</b>		
Work In Progress	0.08	0.03
Finished Goods	66.31	49.43
Traded goods	0.35	0.36
	<u>66.74</u>	<u>49.82</u>
<b>Less:- Closing Stock :</b>		
Work In Progress	0.11	0.08
Finished Goods	75.38	66.31
Traded goods	0.38	0.35
	<u>75.88</u>	<u>66.74</u>
<b>(Increase) / Decrease in Inventories (Net)</b>	<u>(9.14)</u>	<u>(16.92)</u>

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
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(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Note 30 Employee Benefit Expenses</b>		
Salaries , Wages, Bonus and leave Encashment	29.48	27.32
Contribution to the Provident Fund and other Funds	2.16	1.81
Welfare Expenses	0.99	1.02
	<u>32.63</u>	<u>30.15</u>
30.1 Additional disclosure as per IND AS 19 is provided in Note No. 36		
<b>Note 31 Finance Cost</b>		
Interest Expenses	4.60	4.71
Interest on Income Tax	0.01	0.17
	<u>4.61</u>	<u>4.88</u>
<b>Note 32 Depreciation and Amortisation Expenses</b>		
Depreciation of PPE	14.63	13.67
Right of Use	0.08	0.08
Amortisation of intangible assets	0.05	0.29
	<u>14.75</u>	<u>14.05</u>
<b>Note 33 Other Expenses</b>		
<b>(A) Manufacturing Expenses:</b>		
Stores and Consumables	10.36	7.69
Power, fuel and Water Charges	23.42	19.10
Labour charges, sub-contracting charges and machine hire charges	18.53	15.12
Machinery and Moulds maintenance	8.45	7.65
Windmill maintenance	3.74	3.44
Insurance	0.41	0.23
Other manufacturing expenses	3.75	3.83
<b>(A)</b>	<u>68.65</u>	<u>57.05</u>

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
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(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>(B) Administration, Selling and Establishment Expenses:</b>		
Professional and Consultancy fees	2.89	2.95
Travelling, conveyance and vehicle maintenance	2.87	1.97
Rent	0.37	0.34
Building Repairs and maintenance	0.15	0.43
Rates and Taxes	0.41	0.38
Insurance	0.33	0.37
Power, fuel and water charges	0.02	0.33
Other Repairs	1.47	0.97
Unrealised gains on Financial assets Investment measured at FVTPL	0.43	-
Breakages and Damages	2.37	4.54
Sales promotion and Advertisement Expenses	2.66	3.93
Exchange Fluctuation Loss	0.00	0.72
Commission on sales	0.51	0.36
Carriage outward, Packing and Forwarding Expenses	43.51	27.23
Trade Mark Fees	2.46	2.14
Provision for Bad and Doubtful debts	1.05	1.61
Remuneration to auditors (Refer Note No. 33.1)	0.09	0.09
CSR Expenses (Refer Note No. 40 & 41)	1.02	0.96
Other Miscellaneous Expenses	4.07	3.57
	(B)	
<b>Total</b>	<b>66.69</b>	<b>52.90</b>
	(A+B)	
	<b>135.34</b>	<b>109.95</b>
<b>33.1 Payment to Statutory Auditors</b>		
(In respect of debit to Profit and Loss A/c)		
<i>As a Auditor</i>		
Satutory Audit Fees	0.07	0.07
Limited Review of Quarterly Results	0.02	0.02
	0.09	0.09
<i>In Other Capacity</i>		
Certification Work etc.	-	0.00
	-	0.00
<b>33.2 Cost Auditor</b>		
Cost Audit Fees	0.00	0.00

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
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(₹ in Crores unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Note 34 Exceptional Items</b>	-	-
<b>Note 35 Contingent Liabilities And Commitments</b>		
<b>35.1 Contingent liabilities not provided for :</b>		
a) Bank Guarantees / Letters of Credit	12.54	20.79
b) Due towards disputed statutory liability (Total amount disputed ₹ 3.21 Cr. , amount paid ₹ 0.21 Cr., net under protest ₹ 3.00 Cr.)	3.21	4.00
c) Claims against the company not acknowledged as debts The Company does not have any Benami property. Also, no proceeding has been initiated or pending against the Company for holding any Benami property.	-	0.00
<b>35.2 Commitments</b>		
Estimated amount of contracts remaining to be executed on Capital Account net of advances and not provided for	17.43	19.80

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Note 36 Disclosures In Accordance With Ind As 19 On “Employee Benefits”</b>		
<b>36.1 Defined contribution plan</b>		
Contribution to the defined contribution plan recognized as expense for the year are as under		
Employer's Contribution to Provident Fund (Including administrative expenses) The Provident Fund contributions are contributed to the Regional Provident Fund Commissioner. The company has no further payment obligation once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.	1.57	1.30
<b>36.2 Defined benefit plan</b>		
The Employee Gratuity Fund Scheme is a defined benefit plan. The present value of the obligation is based on Actuarial Valuation using Projected unit credit method.		



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Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current service cost	0.30	0.27
Net Interest	0.06	0.05
Mortality charges and taxes	-	-
<b>Total Expense</b>	<b>0.36</b>	<b>0.32</b>
<b>Amount recognized in Other comprehensive income</b>		
<b>Remeasurement of DBO</b>		
1. Remeasurements - changes in demographic assumptions	-	-
2. Remeasurements - changes in financial assumptions	(0.06)	0.04
3. Remeasurements due to plan experience	(0.08)	0.21
4. Remeasurement of Plan assets	(0.12)	0.02
<b>Expense/(Income) recognized as OCI</b>	<b>(0.27)</b>	<b>0.26</b>
<b>Reconciliation of opening and closing balance of changes in present value of defined benefit obligation</b>		
Opening defined benefit obligation	3.42	2.93
Service cost	0.30	0.27
Interest cost of DBO	0.19	0.17
Remeasurement of DBO	(0.14)	0.24
Benefits paid	(0.29)	(0.20)
Closing defined benefit obligations	3.47	3.42
<b>Reconciliation of opening and closing balance of changes in fair value of plan assets</b>		
Opening fair value of plan assets	2.20	1.91
Net interest on plan assets	0.13	0.12
Contribution by employer	0.32	0.38
Remeasurement of Plan assets	0.12	(0.02)
Benefits paid		
1. Regular benefit payments from the fund	(0.29)	(0.20)
2. Benefit payments as settlement from the fund	-	-
3. Mortality Charges & Taxes	-	-
<b>Closing balance of fair value of plan assets</b>	<b>2.48</b>	<b>2.20</b>

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Particulars	As at March 31, 2022	As at March 31, 2021
<b>Amount recognized in the balance sheet including reconciliation of the present value of the Defined benefit obligation and fair value of the plan assets to the assets and liabilities recognized in balance sheet</b>		
Present value of Defined benefit obligation	3.47	3.42
Fair value of plan assets	2.48	2.20
Net liability recognized in balance sheet	1.00	1.22
Short Term unfunded obligations	-	-
Long Term unfunded obligations	1.00	1.22
<b>The plan assets have been primarily invested in insurer managed funds.</b>		
<b>Actuarial Assumptions</b>		
Discount rate (per annum)	6.22%	5.81%
Salary increment rate (per annum)	7.00%	7.00%
Attrition Rates	15.00%	15.00%
Mortality Rates	IALM* (2012-14)	IALM* (2012-14)
(* India Assured Lives Mortality)		

**DBO Sensitivity Analysis :**

Discount rate, salary escalation rate and attrition rate are significant actuarial assumptions. The change in the present value of defined benefit obligation for a change in assumed actuarial assumption is given below holding all other assumptions constant.

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
DBO assumptions	3.47	3.42
Discount rate +1%	3.33	3.27
Discount rate -1%	3.63	3.57
Salary escalation rate +1%	3.62	3.56
Salary escalation rate -1%	3.34	3.29
Attrition rate 25% increase over assumed rate	3.45	3.38
Attrition rate 25% decrease over assumed rate	3.51	3.46
<b>Expected Contribution to the Gratuity Funds in the next year : ₹ 1.32 Crore</b>		
<b>Maturity Profile</b>		
The weighted average duration of the defined benefit obligation is 5.21 years. (Weighted by discounted cash flows)		

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
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**Note 37 Ind AS 116 “ Leases “**

**Operating lease where Company is a lessee:**

The Company has entered into non-cancellable operating lease for land. Effective April 01, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to the lease contract existing on 1st April, 2019 using modified retrospective method. In accordance with transitional provisions of Ind AS 116 " Leases", the Company recognised the lease liability at the date of initial application i.e. April 01, 2019 at the present value of remaining lease payments, discounted using incremental borrowing rate of the Company. The Company recognised right-of-use asset at an amount equal to the lease liability. Right-of-use asset is depreciated on straight line method based on balance number of months of lease term.

On transition, the adoption of the new standard resulted in recognition of lease liability of ₹ 0.33 Cr and corresponding 'Right of use' asset of ₹ 3.94 Cr as at 1st April, 2019.

The weighted average incremental borrowing rate applied to lease liabilities as at April 01, 2021 is 9.50%.

Following practical expedients were elected on initial application of the Standard:

- (i) Not to apply this standard to contracts that were not previously identified as containing a lease in terms of IND AS 17
- (ii) Applied exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- (iii) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>(A) Changes in the carrying value of Right-of-use Asset</b>		
Opening Balance	3.79	3.87
Add: Recognised during the year in terms of IND AS 116	-	-
Less: Deletion	-	-
Less: Amortization during the year	(0.08)	(0.08)
<b>Closing Balance</b>	<b>3.71</b>	<b>3.79</b>
<b>(B) Changes in Lease Liability</b>		
Lease liability as on 1st April, 2021	0.31	0.32
Add: Recognised during the year in terms of IND AS 116	-	-
Add: Interest cost accrued during the year	0.03	0.03
Less: Payment of lease liability	0.04	0.04
Less: Deletion	-	-
Lease liability at the year end	<b>0.30</b>	<b>0.31</b>
<b>(C) Current and Non-current Lease Liability</b>		
Current Lease Liability	0.01	0.01
Non-current Lease Liability	0.29	0.30
	<b>0.30</b>	<b>0.31</b>

Rental expenses of ₹ 0.37 Crores (P.Y. ₹ 0.34 Crores) in respect of obligation under short-term leases or cancellable in nature have been charged to Statement of Profit and Loss.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
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(₹ in Crores unless otherwise stated)

The table below provides contractual maturities of lease liability as on 31st March, 2022 on an undiscounted basis:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<u>Non cancellable operating lease obligations</u>		
- Not Later than one year	0.04	0.04
- Later than one year but not later than five years	0.17	0.17
- <b>Later than five years</b>	<b>0.32</b>	0.37
	<u><b>0.53</b></u>	<u>0.58</u>

The Company does not face a significant liquidity risk with regard to its lease liability as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Note 38 Earning per Share (EPS)</b>		
- Net Profit after tax as per Statement of Profit and Loss attributable to the Equity Shareholders (₹ in Crores) - (A)	<b>60.09</b>	61.69
- Basic / Weighted average number of Equity Shares outstanding during the year - (B)	<b>9,561,500</b>	9,561,500
- Nominal value of Equity Shares (₹)	<b>10.00</b>	10.00
- Basic / Diluted Earning per Share (₹) - (A)/(B)	<b>62.84</b>	64.52

Note: The company did not have any potentially dilutive securities in any of the periods presented.

**Note 39 Segment information**

**39.1 Segment description :**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chairman and Managing Director who are responsible for allocating resources to and assessing the performance of operating segments. Following business segments have been considered as primary segments :

- a) Building Material segment, which consists of manufacturing and trading of asbestos sheets, flat sheets, non-asbestos flat sheets, accessories for roofing products, doors and other building material.
- b) Power Generation segment, which consists of generation of electricity through windmills.

**39.2 Segment accounting policies:**

In addition to the significant accounting policies applicable to the business segments as set out in note 2 above, the accounting policies in relation to segment accounting are as under:

**i. Segment revenue and expenses:**

Segment revenue and expenses include the respective amounts identifiable to each of the segments. Unallocable items in segment results include income from bank deposits, dividend, profit on sale of investments and corporate expenses.

**ii. Segment assets and liabilities:**

Segment assets include all operating assets used by a segment and consist principally of operating cash, trade receivables, inventories and fixed assets (net of allowances and provisions), which are reported as direct off sets in the balance sheet. Segment liabilities include all operating liabilities and consists principally of creditors and accrued liabilities.

The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the Company's financial statements.

**iii. Inter segment revenue :**

The company adopts a policy of pricing inter segment revenue at comparable cost to the transferee segment.

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Particulars	31st March 2022	31st March 2021
<b>(I) Segment Revenue</b>		
a) Building Material	531.05	462.19
b) Power Generation	15.52	13.33
	<u>546.57</u>	<u>475.52</u>
Less : Inter Segment Revenue	4.09	3.52
Net Sales / Income from Operations	<u>542.48</u>	<u>472.00</u>
<b>(II) Segment Results Profit / (Loss) before tax and interest from each segment</b>		
a) Building Material	78.30	75.41
b) Power Generation	6.43	3.96
	<u>84.73</u>	<u>79.37</u>
Less :- (I) Finance cost	4.61	4.88
(II) Unallocable Expenditure net of unallocable Income	-	-
Add:- Un-allocable income Net of unallocable Expenditure	2.21	4.11
Profit / (Loss) Before Income Tax	<u>82.33</u>	<u>78.59</u>
<b>(III) Segment Assets</b>		
a) Building Material	386.70	271.73
b) Power Generation	52.00	54.27
c) Unallocable	24.33	53.05
	<u>463.03</u>	<u>379.05</u>
<b>(IV) Segment Liabilities</b>		
a) Building Material	162.04	131.19
b) Power Generation	1.71	2.68
c) Unallocable	0.11	0.08
	<u>163.86</u>	<u>133.95</u>
<b>(V) Geographical segment</b>		
<b>a) Revenue by location of customers</b>		
India	496.58	435.07
Outside India	45.90	36.93
	<u>542.48</u>	<u>472.00</u>
<b>b) Non-current assets by location of assets</b>		
India	198.81	149.27
Outside India	-	-
	<u>198.81</u>	<u>149.27</u>

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
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(₹ in Crores unless otherwise stated)

**Note 40 Corporate Social Responsibility expenditure**

Expenditure incurred on corporate social responsibility activities is ₹ 1.02 Crores (Previous Year ₹ 0.96 Crores.). Average net profit/(loss) for last three financial years calculated as per section 198 of Companies Act, 2013 is ₹ 50.89 Crores (Previous Year ₹ 35.50 Crores).

**41 Details of Corporate Social Responsibility (CSR) expenditure**

**A) Accounting classification and fair value :**

The following table shows the carrying amounts and fair values of Financial assets and financial liabilities including their levels in the fair value hierarchy -

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
1. Amount required to be spent by the company during the year	1.02	0.71
2. Amount of expenditure incurred	1.02	0.96
3. Shortfall at the end of the year (1-2)	0.00	-
4. Total of previous years shortfall	-	0.25
5. Reason for shortfall	NA	NA
6. Nature of CSR activities	Promoting education, Eradicating hunger	Promoting education, Eradicating hunger

In case of excess amount spent, the following disclosure should be made#:

Year	In case of Section 135(5) Excess amount spent			
	Opening Balance	Amount required to be spent during the year	Amount spent during the year	Closing Balance
FY 2021-22	-	1.02	1.02	(0.00)

**Note 42 Financial Instruments and Risk Management**

**A) Accounting classification and fair value :**

The following table shows the carrying amounts and fair values of Financial Assets and Financial Liabilities including their levels in the fair value hierarchy -

Particulars	As at March 31, 2022				As at March 31, 2021			
	Carrying amount	Level of inputs used			Carrying Amount	Level of inputs used		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial assets</b>								
<b>At Amortised cost</b>								
Trade receivables	42.59				40.19			
Cash & cash equivalents	1.02				0.95			
Other Balance with Bank	3.29				2.94			
Loans & Advances	0.07				0.02			

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Particulars	As at March 31, 2022				As at March 31, 2021			
	Carrying amount	Level of inputs used			Carrying Amount	Level of inputs used		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Others								
-Non current	3.51	-	-	-	2.91	-	-	-
-current	0.29	-	-	-	0.20	-	-	-
At fair value through OCI								
Investments	0.15	-	-	0.15	0.15	-	-	0.15
<b>At fair value through Profit and Loss Account</b>								
Investments	21.09	21.09	-	-	47.91	47.91	-	-
<b>Financial Liabilities</b>								
<b>At Amortised cost</b>								
Borrowings								
-Non current	23.83	-	-	-	0.92	-	-	-
-current	56.06	-	-	-	45.53	-	-	-
Lease Liability								
-Non current	0.29	-	-	-	0.30	-	-	-
-current	0.01	-	-	-	0.01	-	-	-
Trade payables	46.22	-	-	-	50.93	-	-	-
Others								
-Non current	-	-	-	-	-	-	-	-
-current	17.63	-	-	-	16.71	-	-	-
<b>At fair value through Profit and Loss Account</b>								
-current (Derivative Contracts not designated as hedge)	-	-	-	-	-	-	-	-



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**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

The financial instruments are categorized in to three levels based on the inputs used to arrive at fair value measurements as described below -

Level 1 - Quoted prices in active markets for identical assets and liabilities.

Level 2 - Inputs other than the quoted prices included within level 1 that are observable for assets or liability either directly or indirectly.

Level 3 - Inputs based on unobservable market data

Management uses its best judgement in estimating fair value of financial instruments. However there are inherent limitations in any estimation techniques. Therefore for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the company could have realised or paid in sale transactions as on respective date. As such the fair value of financial instruments subsequent to the reporting date may be different from the amounts reported at each reporting date.

**B) Financial Risk Management**

The company has a exposure to the following risks arising from financial instruments -

- Credit risk
- Liquidity risk
- Market risk

**Risk Management**

The Company's senior management oversees the management of these risks. The senior management assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the company.

**i. Credit Risk**

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments

Trade Receivable:

Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

Cash and cash equivalents:

Bank deposits are made with reputed banks and hence credit risk associated with it is generally low.

**ii. Liquidity Risk**

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time. The company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liability when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

The table below analysis the company's financial liabilities into relevant maturity grouping based on their contractual maturities

Particulars	Less than 1 Year	1 to 5 Years	> 5 Years	Total
<b>Year ended March 31, 2022</b>				
Borrowings	56.06	19.25	4.58	<b>79.89</b>
Other Financial Liabilities	17.63	-	-	<b>17.63</b>
Trade & Other Payable	46.22	-	-	<b>46.22</b>
Lease Liability	0.01	0.07	0.23	<b>0.30</b>
	<b>119.92</b>	<b>19.31</b>	<b>4.81</b>	<b>144.05</b>

Particulars	Less than 1 Year	1 to 5 Years	>5 Years	Total
<b>Year ended March 31, 2021</b>				
Borrowings	45.53	0.92	-	<b>46.45</b>
Other Financial Liabilities	16.71	-	-	<b>16.71</b>
Trade & Other Payable	50.93	-	-	<b>50.93</b>
Lease Liability	0.01	0.06	0.25	<b>0.31</b>
	<b>113.18</b>	<b>0.98</b>	<b>0.25</b>	<b>114.40</b>

**iii. Market Risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from change in the price of financial instruments. Market risk comprises of three types of risks: interest risk, foreign currency fluctuation risk and other price risk such as commodity price risk. The objective of market risk management is to manage and control market risk exposure within acceptable parameters while optimizing profits.

**a) Foreign currency risk:**

The summary of quantitative data about the Company's exposure to currency risk is as follows:

(₹ in Crores)

Particulars	31.03.2022	31.03.2021
Trade Receivables		
US \$	9.53	7.48
Trade Payables		-
US \$	0.06	7.07
Trade Advances		-
US \$	20.70	-
Advance from customers		-
US \$	0.47	0.18
Euro €	-	-
Dealer Deposit		-
US \$	-	-
Foreign currency borrowings		-
US \$	8.32	3.32
Interest on Foreign Currency Borrowings		-
US \$	-	-
Derivative Contracts		-
US \$	-	-
Net exposure to foreign currency risk (assets)	21.38	(3.09)

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

Foreign currency sensitivity analysis:

The following table demonstrates sensitivity to a reasonable possible change in foreign currency exchange rates with all other variables held constant:

(₹ in Crores)

Change in US \$	Profits/(Loss)		Equity net of tax	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
5% increase	1.07	(0.15)	0.78	(0.12)
5% decrease	(1.07)	0.15	(0.78)	0.12

**b) Interest rate risk:**

The Company's exposure to the changes in market interest rate relates to floating rate obligations.

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

(₹ in Crores)

Particulars	31.03.2022	31.03.2021
Borrowings		
Floating (includes current and non-current maturities)	32.21	6.84
Fixed (includes current and non-current maturities)	47.69	39.61
<b>Total</b>	<b>79.89</b>	<b>46.45</b>

Interest rate sensitivity analysis:

The following table demonstrates sensitivity to a reasonable possible change in interest rates with all other variables held constant

(₹ in Crores)

Change in Interest rate	Profits/(Loss)		Equity net of tax	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
2% increase	(0.64)	(0.07)	(0.47)	(0.05)
2% decrease	0.64	0.07	0.47	0.05

**Note 43 Capital Management**

The Company's objectives when managing capital are to (a) maximize shareholders' value and provide benefit to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders.

(₹ in Crores)

Particulars	31.03.2022	31.03.2021
Total Debt (Bank and other borrowings)	80.20	46.76
Equity	299.17	245.10
Debt to Equity (net)	0.27	0.19

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

**Note 44 Related party transactions :**

List of persons and the relationship with related parties as certified by management with whom transactions have taken place during the year with value of transactions is as follows :

**NAME OF THE RELATED PARTY -**

**I) Associates -**

- a) Poonam Roofing Products Pvt.Ltd.
- b) Poonam Tiles
- c) JVS Comatsco Industries Pvt Ltd

**II) Key Management Personnel -**

- a) Mr.Jayesh P. Patel - Chairman, Whole-time Director
- b) Mr.Satyen V. Patel - Managing Director
- c) Mr.T.R.Maheshwari - CEO, CFO, Whole-time Director
- d) Mr. Suresh U. Joshi - Whole-time Director
- e) Mr. Shrikant Joshi - Company Secretary

**III) Relatives of Key Management Personnel -**

- a) Mr. Purushottam L. Patel
- b) Mr.Vallabh L. Patel
- c) Ms. B.P.Patel
- d) Ms. P. V. Patel
- e) V L Patel (HUF)
- f) S V Patel (HUF)
- g) Ms. Shilpa J Patel
- h) Mr. V. V. Patel
- i) Ms. Geeta S.Patel
- j) Ms. Trilochana V Patel
- k) V V Patel (HUF)
- l) Mr. Jigar Patel
- m) Mr Chetan Patel
- n) Mr. J V Patel
- o) Ms. Harsha J Patel
- p) P L Patel (HUF)

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

**Transactions during the year with related parties**

Particulars	Associates		Key Management Personnel		Relatives Of Key Management Personnel	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
1) Transactions during the year						
a) Unsecured Loan						
i) Taken during the year	-	-	-	-	-	3.23
ii) Repaid during the year	-	-	0.93	-	3.55	-
b) Revenue Items						
i) Labour Charges	1.51	1.11	-	-	-	-
ii) Repairs and Maintenance -Machinery	1.14	1.16	-	-	-	-
iii) Trade Mark Fees	2.46	2.14	-	-	-	-
c) Interest						
Interest on Unsecured Loan paid during the year	1.50	1.50	0.12	0.20	2.01	2.32
d) Rent paid	0.00	0.00	-	-	-	-
e) Managerial Remuneration paid during the year*	-	-	7.28	7.93	0.24	0.23
f) Dividend Paid	0.02	0.01	0.60	0.83	3.55	0.13
g) Rent Deposit paid back	-	-	-	-	-	-
2) Balance outstanding as on year end**						
a) Debts Due	3.30	2.32	-	-	0.00	0.01
b) Debts receivable	-	-	0.00	0.01	-	-
c) Unsecured Loan / ICD	14.25	14.25	1.00	1.93	18.58	22.13
d) Managerial Remuneration Payable	-	-	0.60	0.91	0.02	0.04
e) Managerial Remuneration Pay-able-Commission	-	-	2.72	3.93	-	-
f) Interest Payable on Unsecured Loan	0.11	0.12	0.01	0.02	0.15	0.18

\* Managerial remuneration includes employers PF contribution but excludes post employment benefit of gratuity and Provision for leave benefit scheme, as separate figures for KMP and relatives of KMP is not available being actuarially determined on an overall basis.

The sitting fees paid to non-executive directors is ₹ 0.0255 Cr. and ₹ 0.0192 Cr. for the year ended March 31, 2022 and March 31, 2021 respectively.

NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)

(₹ in Crores unless otherwise stated)

**Note 45 Income Tax**

45.1 Reconciliation of tax expenses and accounting profit multiplied by tax rate

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
<b>Profit before income tax expense</b>	<b>82.33</b>	78.59
Tax at the Indian tax rate of 25.168% ( 2020-21 : 25.168%)	<b>20.72</b>	19.78
Effect of non-deductible expenses	<b>1.91</b>	1.52
Effect of tax exempt income	-	-
Effect of Tax of Earlier Years	-	-
Effect of other	<b>(0.39)</b>	(2.91)
Effect of deferred tax change in rate	-	(1.50)
<b>Income Tax expense of current year</b>	<b>22.24</b>	16.90

45.2 Deferred Tax Liabilities/ (Assets) (net)

The balance comprise of temporary differences attributable to

Particulars	As at 31.03.2022	As at 31.03.2021
<b><u>Deferred Tax Liabilities</u></b>		
Relating to PPE WDV	<b>8.69</b>	8.86
Income chargeable on realization basis	<b>0.14</b>	0.24
	<b>8.83</b>	9.10
<b><u>Deferred Tax Assets</u></b>		
Expenses allowable on payment of liabilities	<b>2.32</b>	(2.23)
Defined Benefit Obligations	<b>0.25</b>	(0.31)
	<b>2.58</b>	(2.53)
<b>Net Deferred Tax Liabilities</b>	<b>6.25</b>	6.57

**Movement in deferred tax liabilities**

Particulars	PPE WDV	Others	Total
As on 31.03.2021	8.86	0.24	9.10
Charged/(credited)			
To Profit and loss	(0.17)	(0.10)	(0.27)
To OCI	-	-	
As on 31.03.2022	<b>8.69</b>	<b>0.14</b>	<b>8.83</b>

**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

**Movement in deferred tax assets**

Particulars	Expenses allowable on payment basis	Defined Benefit Obligation	Tax Losses	Total
As on 31.03.2021	(2.23)	(0.31)	-	(2.53)
Charged/(credited)				
To Profit and loss	(0.10)	-		(0.10)
To OCI	-	0.06	-	0.06
As on 31.03.2022	<b>(2.32)</b>	<b>(0.25)</b>	-	<b>(2.58)</b>

Particulars	2021-22	2020-21
Total Deferred Tax charged/ (credited) to profit and loss	<b>(0.37)</b>	(4.63)
Total Deferred Tax charged/ (credited) to OCI	<b>0.06</b>	(0.07)

**Note 46** The Company has not advanced any loans or advances in the nature of loans to specified persons viz. promoters, directors, KMPs, related parties; which are repayable on demand or where the agreement does not specify any terms or period of repayment.

**Note 47** The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other 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 to or on behalf of the Ultimate Beneficiaries.

**Note 48** The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other 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.

**Note 49** The Company does not have any transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**Note 50** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**Note 51** Disclosure related to Struck-Off Companies

Name of the struck off company	Nature of transactions with struck off company	As At March 31, 2022		As At March 31, 2021	
		Balance outstanding	Relationship with the struck off company, if any	Balance outstanding	Relationship with the struck off company, if any
V R FIRE SOLUTIONS PVT LTD	Payables	NA	NA	0.0001218	No Relation



**NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2022 (CONTD.)**

(₹ in Crores unless otherwise stated)

**Note 52 Dividends**

Dividends paid during the year ended March 31, 2022 include an amount of ₹ 3.50 per equity share towards final dividend for the year ended March 31, 2021 and an amount of ₹3 per equity share towards interim dividends for the year ended March 31, 2022. Dividends paid during the year ended March 31, 2021 include an amount of ₹ 1.50 per equity share towards interim dividends for the year ended March 31, 2021.

Dividends declared by the Company are based on the profit available for distribution. On May 18, 2022, the Board of Directors of the Company have proposed a final dividend of ₹3 per share in respect of the year ended March 31, 2022 subject to the approval of shareholders at the Annual General Meeting.

**Note 53 Ratio Analysis**

Ratios	Numerator	Denominator	2021-22	2020-21	Variance	Reason
(a) Current ratio	Total current assets	Total current liabilities	2.01	1.85	8%	
(b) Debt-Equity ratio	Debt consists of borrowings and lease liabilities.	Total equity	0.27	0.19	41%	Refer Note 1
(c) Debt service coverage ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest	Debt service = Interest and lease payments + Principal repayments	1.68	1.91	-12%	
(d) Return on Equity Ratio	Net Profits after taxes	Average total equity	0.22	0.29	-23%	
(e) Inventory turnover ratio,	Cost of goods sold	Average Inventory	1.92	2.53	-24%	
(f) Trade Receivables turnover ratio,	Revenue from operations	Average trade receivables	13.11	12.00	9%	
(g) Trade payables turnover ratio,	Cost of goods sold	Average trade Payables	5.70	5.67	1%	
(h) Net capital turnover ratio,	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	4.08	4.46	-8%	
(i) Net profit ratio,	Profit for the year	Revenue from operations	0.11	0.13	-15%	
(j) Return on Capital employed,	Profit before tax and finance costs	Capital employed = Net worth + Total Debt + Lease liabilities + Deferred tax liabilities	0.23	0.28	-19%	
(k) Return on investment	Income generated from invested funds	Average invested funds in treasury investments	0.04	0.07	-45%	Refer Note 2

Note 1 - During FY 21-22, the Company has availed Term Loan Facility from Bank to Finance its expansion at Perundurai Plant

Note 2 - Majority investments of the Company are in Mutual Funds. Drop in the returns on investment is due to market volatility

**Note 54 Note on De-merger**

The Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT'), has approved the Scheme of Arrangement between Poonam Roofing Products Private Limited and Sahyadri Industries Limited and their respective shareholders vide order dated 28<sup>th</sup> April 2022. The Company will comply with the relevant regulatory requirements once the scheme becomes effective i.e. after filling of certified copy of the order with the Registrar of Companies.

**Note 55 Update on Code on Social Security, 2020**

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on

which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

#### Note 56 Recent pronouncements

Recent pronouncements Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

**Ind AS 103 – Reference to Conceptual Framework** The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 16 – Proceeds before intended use** The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract** The amendments specify that that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

The Company does not expect the amendment to have any significant impact in its financial statements

**Ind AS 109 – Annual Improvements to Ind AS (2021)** The amendment clarifies which fees an entity includes when it applies the ‘₹10 percent’ test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements

The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 106 – Annual Improvements to Ind AS (2021)**

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration.

The Company does not expect the amendment to have any significant impact in its financial statements.

**Note 57** Previous years' figures have been regrouped/rearranged, wherever necessary.

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

#### As per our report of even date

**For Joshi Apte & Co.**  
 Chartered Accountants  
 FRN: 104370W

**On behalf of Board of Directors**  
 Sahyadri Industries Limited  
 CIN: L26956PN1994PLC078941

**Sd/-**  
**(CA Prakash Apte)**  
 Partner  
 (Mem No. 033212)

**Sd/-**  
**J. P. Patel**  
 Chairman &  
 Whole Time Director  
 DIN : 00131517

**Sd/-**  
**S. V. Patel**  
 Managing Director  
 DIN : 00131344

**Sd/-**  
**T. R. Maheshwari**  
 CEO, CFO  
 & Whole Time Director  
 DIN : 00063688

**Sd/-**  
**Shrikant Joshi**  
 Company Secretary  
 M No. A47346

**Place : Pune**  
**Date : May 18, 2022**

**NOTICE  
OF  
ANNUAL GENERAL MEETING**

## NOTICE

**NOTICE** is hereby given that the **28th Annual General Meeting** of the Members of Sahyadri Industries Limited is scheduled to be held on Friday, 05th August 2022 at **03.30 p.m.** through Video Conferencing / Other Audio Visual Means to transact the following businesses:

### ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022 TOGETHER WITH THE REPORT OF THE AUDITORS' AND BOARD OF DIRECTORS.**

To consider and, if thought fit, to pass with or without modification following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT,** the Audited Financial Statements of the Company for the financial year ended March 31, 2022 along with reports of the Board of Directors and Independent Auditors thereon as laid before meeting, be and are hereby received," considered, approved and adopted."

2. **TO APPOINT MR. TULJARAM MAHESHWARI (DIN: 00063688) AS A DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

To consider and, if thought fit, to pass with or without modification following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT,** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Tuljaram Maheshwari (DIN: 00063688) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. **TO CONFIRM THE PAYMENT OF THE INTERIM DIVIDEND OF ₹ 3 PER EQUITY SHARE AND DECLARE A FINAL DIVIDEND OF ₹ 3 PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2022.**

To consider and, if thought fit, to pass with or without modification following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** a interim dividend at the rate of ₹ 3.00/- per equity share of Face Value ₹ 10/- each (fully paid-up) of the Company declared and paid by board for the Financial Year ended on 31st March, 2022 be and is hereby approved."

**"FURTHER RESOLVED THAT** a dividend at the rate of ₹ 3/- per equity share of face Value ₹ 10/- each (fully paid-up) of the Company be and is hereby declared for the financial year ended on 31st March, 2022 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended on 31st March, 2022."

### SPECIAL BUSINESS

4. **TO RATIFY REMUNERATION PAYABLE TO THE COST AUDITOR, MR. NARHAR K. NIMKAR, FOR THE FINANCIAL YEAR 2022- 23.**

To consider and, if thought fit, to pass with or without modification following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT,** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 ("the Act") read Rule 14 (a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendments thereof, for the time being in force) consent of the Company be and is hereby accorded for the payment of remuneration Rs.30,000/- (Rupees Thirty Thousand only) (Plus GST, allowances, and reimbursement of out of pocket expenses) to Company's Cost Auditor Mr. Narhar K. Nimkar (M.No-6493) Cost Accountants, appointed by Board of Directors of the Company to conduct Audit of the Cost records maintained by the Company for the Financial year ending on 31st March 2023.

**FURTHER RESOLVED THAT,** Mr. Jayesh Patel, Whole time Director or Mr. Satyen Patel, Managing Director be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

5. **TO RE-APPOINTMENT ADV. SHRIKANT MALEGOANKAR (DIN:07901434) AS AN INDEPENDENT DIRECTOR FOR SECOND TERM.**

To consider and, if thought fit, to pass with or without modification following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT,** pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013, read with schedule IV to the said Act and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, and clause 17 of SEBI (Listing Obligation and Disclosure requirement) Regulation, 2015, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, Adv. Shrikant Malegaonkar (DIN: 07901434) who holds office as an independent director up to August 07, 2022 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from August 07, 2022 up to August 06, 2027.

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

6. **TO CONSIDER AND APPROVE ALTERATION IN TERMS AND CONDITIONS OF APPOINTMENT OF MR. JAYESH PATEL, CHAIRMAN AND WHOLE TIME DIRECTOR. (DIN : 00131517)**

To consider and, if thought fit, to pass with or without modification following resolution as **SPECIAL RESOLUTION:**

**"RESOLVED THAT** in partial modification to the resolution passed by members through postal ballot dated 23rd November

2020 relating to the appointment of Mr. Jayesh Patel, Chairman and Whole time Director (DIN : 00131517) of the company, the consent of members of the Company be and is hereby accorded to the partial revision in clause (d) commission payable of said resolution as under:

"Such remuneration by way of commission not exceeding 10%, in addition to the salary, allowances and perquisites payable, calculated with reference to the net profit of the company in a financial year as is permissible within the overall limit under section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V to the said Act and as may be recommended by the Nomination and Remuneration Committee of the Company at the end of respective financial year.

Commission recommended shall be distributed first to Mr. T. R. Maheshwari, CEO, CFO and Whole Time Director of the company after taking into consideration recommendations of Mr. Satyen Patel, Managing Director of the company to the Nomination and Remuneration Committee for the respective financial year and then shall be equally distributed among the Mr. Satyen Patel and Mr. Jayesh Patel".

**FURTHER RESOLVED THAT**, clause (d) of commission payable as altered above shall be effective from financial year 2021-22 and shall remain applicable for the remaining period of his appointment.

**FURTHER RESOLVED THAT**, all other terms and conditions of the Special Resolution No. 1 passed through Postal Ballot dated 23rd November 2020 shall remain same.

**FURTHER RESOLVED THAT**, any of the directors and company secretary, be and are hereby severally authorised to do all the acts, deeds and things which are necessary to the appointment of aforesaid person and to give effect to the above resolution.

**7. TO CONSIDER AND APPROVE ALTERATION IN TERMS AND CONDITIONS OF APPOINTMENT OF MR. SATYEN PATEL, MANAGING DIRECTOR. (DIN : 00131344)**

To consider and, if thought fit, to pass with or without modification following resolution as **SPECIAL RESOLUTION**:

"**RESOLVED THAT** in partial modification to the resolution passed by the members at 26th Annual General Meeting which was further modified by members through postal ballot dated 23rd November 2020 relating to the appointment of Mr. Satyen Patel, Managing Director (DIN : 00131344) of the company, the consent of members of the Company be and is hereby accorded to the further partial revision in clause (d) Commission Payable of said resolutions as under

"Such remuneration by way of commission not exceeding 10%, in addition to the salary, allowances and perquisites payable, calculated with reference to the net profit of the company in a financial year as is permissible within the overall limit under section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V to the said Act and as may be recommended by the Nomination and Remuneration Committee of the Company at the end of respective financial year.

Commission recommended shall be distributed first to Mr. T. R. Maheshwari, CEO, CFO and Whole Time Director of the company after taking in to consideration recommendations of Mr. Satyen Patel, Managing Director of the company to the Nomination and Remuneration Committee for the respective financial year and then shall be equally distributed among the Mr. Satyen Patel and Mr. Jayesh Patel".

**FURTHER RESOLVED THAT**, clause (d) of commission payable as altered above shall be effective from financial year 2021-22 and shall remain applicable for the remaining period of his appointment.

**FURTHER RESOLVED THAT**, all other terms and conditions of the special resolution no. 6 passed in the 26th Annual General Meeting shall remain same.

**FURTHER RESOLVED THAT**, any of the Directors and Company Secretary, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person and to give effect to above resolution.

**8. TO CONSIDER AND APPROVE ALTERATION IN TERMS AND CONDITIONS OF APPOINTMENT OF MR. TULJARAM MAHESHWARI (DIN: 00063688) CEO, CFO AND WHOLE TIME DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification following resolution as **SPECIAL RESOLUTION**:

"**RESOLVED THAT**, in partial modification to the Resolution No. 4 passed by members through postal ballot dated 23rd November 2020 relating to the appointment of Mr. Tuljaram Maheshwari (DIN: 00063688), CEO and CFO of the company as a Whole time Director of the company, the consent of members of the Company be and is hereby accorded to the partial revision to add new sub clause (ii) of Commission Payable under Clause vi in the said resolution as under:

Sub clause (ii) of Commission Payable under Clause vi :

"Such remuneration by way of commission not exceeding 10%, in addition to the salary, allowances, perquisites payable and super performance allowance calculated with reference to the net profit of the company in a financial year as is permissible within the overall limit under section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V to the said Act and as may be recommended by the Nomination and Remuneration Committee of the Company at the end of respective financial year.

Such percentage of commission would be distributed by Board within the aforesaid limit after taking in to consideration recommendations of Mr. Satyen Patel, Managing Director of the company to the Nomination and Remuneration Committee for the respective financial year."

**FURTHER RESOLVED THAT**, sub clause (ii) of clause vi of Commission Payable shall be effective from financial year 2021-22

and shall remain applicable for the remaining period of his appointment.

**FURTHER RESOLVED THAT**, all other terms and conditions of the Resolutions No. 3 and 4 passed through Postal ballot dated 23rd November 2020 shall remain same.

**FURTHER RESOLVED THAT**, any of the directors and company secretary, be and are hereby severally authorised to do all the acts, deeds and things which are necessary to the appointment of aforesaid person and to give effect to the above resolution.

**On behalf of Board of Directors**  
**SAHYADRI INDUSTRIES LIMITED**  
Sd/- Sd/-  
**Jayesh Patel Satyen Patel**  
**Chairman & Managing Director**  
**Whole Time Director (DIN: 00131344)**  
**(DIN: 00131517)**

**Date: May 18, 2022**

**Place: PUNE**

**Notes :**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act'), with respect to the Special Business to be transacted at the Annual General Meeting (the 'Meeting/AGM') is annexed hereto. The Board of Directors of the Company at its meeting held on 18th May, 2022 considered that the Special Business under Item Nos 4 to 8 being considered unavoidable, be transacted at the AGM of the Company.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are annexed.
3. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
5. Pursuant to Section 91 of the Companies Act, 2013, the Company has notified closure of the Register of Members and Share Transfer Books from Saturday,30th July 2022 to Friday,05th August 2022(both days inclusive) for the purpose of AGM and to determine entitlement of dividend on equity shares.
6. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
7. Electronic copy of relevant documents referred to in the accompanying Notice and the Statement will be made available for inspection by the Members through an e-mail. The Members are requested to send an email to [cs@silworld.in](mailto:cs@silworld.in) for the same.
8. Electronic copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the Members at the time of the AGM.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/RTA of the Company.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA of the Company.
11. Non-Resident Indian Members are requested to inform their Depository Participant, immediately of:
  - A. Change in their residential status on return to India for permanent settlement.
  - B. Particulars of their bank account maintained in India with complete Bank Name, Branch, Account Type, Account Number and Address of The Bank With Pin Code Number, if not furnished earlier.
12. The Final Dividend, if approved, will be paid within 30 (Thirty) days from the date of approval/declaration to those Members whose name appear in the Register of Members as at the close of business hours on 29th July 2022..
13. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates of various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
14. The requisite form for claiming tax exemption can be downloaded from Company Website [www.silworld.in](http://www.silworld.in). and required to submitted to company at [cs@silworld.in](mailto:cs@silworld.in) and to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) on or before 05th August 2022



### RATIONAL FOR AGM THROUGH VC/OAVM ARE AS UNDER:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 21/2021 and 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, December 14, 2021 and 05 May, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Company is convening the Annual General Meeting ('AGM') through VC/OAVM without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020 and circular no.2/2022 dated 5th May 2022, 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 Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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.
4. 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.
5. 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 and May 05, 2020 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.
6. 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.silworld.in](http://www.silworld.in) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. 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 and MCA Circular No. 2/2021 dated January 13, 2021, Circular No. 2/2022 dated 5th May 2022 and other applicable circulars for the time being in force.

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

Cut-off date for e-Voting	Friday,29th July 2022
Remote e-Voting start date and time	Tuesday,02nd August 2022 at 09:00 A.M. (IST)
Remote e-Voting end date time	Thursday,04th August 2022 at 05.00 P.M. (IST)
Date of AGM	Friday, 05th August 2022 at 03.30 PM.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 29th July 2022, 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 29th July 2022.

#### 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:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p>
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP 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 &amp; voting during the meeting.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="748 1059 1045 1251" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e.NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

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 IN300***12*****.
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***.

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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 General 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.

### **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 Mrs. Ashwini Inamdar(C.P No: 11226) by e-mail at [ashwini.i@mehta-mehta.com](mailto:ashwini.i@mehta-mehta.com)\_with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), to the company at [cs@silworld.in](mailto:cs@silworld.in). and to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (SMT. Pallavi Mhatre) at [evoting@nsdl.co.in](mailto: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 company at [cs@silworld.in](mailto:cs@silworld.in) and to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

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 [cs@silworld.in](mailto:cs@silworld.in) and RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). 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](mailto: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. Once the vote on a resolution is cast by members, the members will not be allowed to change it subsequently or cast the vote again.

The facility of voting through Remote e-Voting system will also be made available during 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.

### **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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@silworld.in](mailto:cs@silworld.in) atleast 7 days prior to meeting mentioning. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7(Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@silworld.in](mailto:cs@silworld.in) and RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance (7) Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@silworld.in](mailto:cs@silworld.in). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act 2013

#### ITEM NO 2 OF THE NOTICE

The additional information required under Regulations 26 and 36 of SEBI (LODR) 2015.

Name of the Director	Mr. Tuljaram Maheshwari (DIN : 00063688)
Age	62 years
Qualification	B.Com, University of Rajasthan Chartered Accountant – ICAI
Experience (including expertise in specific functional area) / Brief Resume	He has a varied and rich experience of 38 years with large organizations in the field of strategic planning, general administration, corporate finance, accounts and audit, sales and marketing operations, joint ventures, mergers and acquisitions etc
Terms and Conditions of Re-appointment	No change proposed for re-appointment.
Remuneration last drawn(including sitting fees, if any)	Kindly refer Corporate Governance Report.
Date of first appointment on the Board	08/10/2020
Shareholding in the Company as on March 31, 2022	25000 Equity shares of Rs. 10/- each
Relationship with other Directors / Key Managerial Personnel	Not Applicable.
Number of meetings of the Board attended during the financial year (2021-22)	Kindly refer Corporate Governance Report.
Directorships of other Boards as on March 31, 2022	Not Applicable
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	Not Applicable

None of the Directors and Key Managerial Personnel or their relatives except Mr. Tuljaram Maheshwari is concerned or interested, financially or otherwise in the Resolution set out in Item No 2.

The Board recommends the proposed resolution as set out in Item No 2 of the Notice for approval of the Members.

#### ITEM NO 4 OF THE NOTICE

The Board of Directors at their meeting held on 18th May 2022, on the recommendations of the Audit Committee, had appointed Mr. Narhar. K. Nimkar (M.No 6493) Cost Accountants as the Cost Auditors of the Company for auditing the Cost records maintained by the Company for Financial Year ending on 31st March 2023 and also fixed their remuneration for the said purpose.

Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014 (including any statutory modification or amendments thereof, for the time being in force) remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

None of the Directors and Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out in Item No 4.

The Board recommends the proposed resolution as set out in Item No 4 of the Notice for approval of the Members.

#### ITEM NO 5 OF THE NOTICE

Adv. Shrikant Malegaonkar was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 28th September, 2017 to hold office for a term of 5 consecutive years w.e.f. 7th August 2017 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee at its Meeting held on 18th May, 2022 after taking into account the performance evaluation of the Independent Director during the first term of five years and considering the knowledge, acumen, expertise and experience in the respective fields and the substantial contribution made by the Director during his tenure as an Independent Director since his appointment, and the consent along with the declaration received from Mr. Malegaonkar to confirm that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Schedule IV to the Act and under Regulation 16 (1) (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and that he is neither disqualified from being appointed as a



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Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority, has recommended to the Board that continued association of the Director as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Adv. Shrikant Malegaonkar as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from August 07, 2022 to August 06, 2027 and not liable to retire by rotation.

Brief profile of the above Independent Director is as under:

Name of the Director	Shrikant Malegonkar (DIN: 07901434)
Reason for Re-appointment	Adv. Shrikant Malegaonkar was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 28th September, 2017 to hold office for a term of 5 consecutive years w.e.f. 7th August 2017 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.). The Nomination & Remuneration Committee at its Meeting held on 18th May, 2022 after taking into account the performance evaluation of the Independent Director during the first term of five years and considering the knowledge, acumen, expertise and experience in the respective fields and the substantial contribution made by the Director during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of the Director as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Adv. Shrikant Malegaonkar as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from August 07, 2022 to August 06, 2027 and not liable to retire by rotation
Age	60 Years.
Term of Appointment	For a period of 5 (Five) years with effect from August 07, 2022 up to August 06, 2027.
Brief Profile	Mr. Shrikant Malegaonkar is a professional Advocate with experience of over 25 years in labour laws, industrial relations and practicing Advocate at Pune Labour/Industrial Court and Bombay High Court
Remuneration last drawn (including sitting fees, if any)	Please refer report of Corporate Governance
Remuneration proposed to be paid.	NA
Date of first appointment on the Board.	07th August 2017
Shareholding in the Company as on date of appointment.	NIL
Relationship with other Directors / Key Managerial Personnel.	NA
Number of meetings of the Board attended during the financial year (2021-22)	Kindly refer Corporate Governance Report.
Directorships with other Body Corporate.	Viteza Technosolutions Pvt. Ltd.
Membership / Chairmanship of Committees of other Boards.	NIL

Mr. Shrikant Malegoankar(DIN; 07901434) is not debarred from holding Office of Director/Independent Director by virtue of any order of SEBI or any other Authorities.

### ITEM NO 6. AND 7 OF THE NOTICE

Mr. Jayesh Patel was re- appointed as Chairman and Whole Time Director of the Company for 5 (Five) Consecutive years with effect from 08th October 2020 by passing a Special Resolution through Postal Ballot dated 23rd November 2020.

Mr.Satyen Patel was re- appointed as a Managing Director of the Company for 5 (Five) Consecutive Years with effect from 15th June 2020 by the members at Annual General Meeting held on 29th September 2020 by way of passing a Special Resolution.

Further member amended the “clause d-Commission payable” of Terms and Conditions of appointment of resolution passed for appointment of Mr.Satyen Patel at Annual General Meeting held on 29th September 2020 by passing a Special Resolution through Postal Ballot dated 23rd November 2020.

Your Directors at their meeting held on 18th May 2022 considered and approved the recommendation of Nomination and Remuneration Committee with regards to the revision of Terms and Condition of appointment of Mr.Tuljaram Maheshwari for addition of clause “Commission Payable” linked to the net profit of the company, subject to the approval of shareholders in ensuing Annual General meeting. Said revision requires alteration of “clause d-Commission payable” to the Mr.Jayesh Patel and Mr.Satyen Patel .

Accordingly, Board approved recommendation of Nomination and Remuneration Committee for alteration of clause as “clause d-Commission payable” to Mr.Jayesh Patel Chairman and whole Time Director and Mr.Satyen Patel Managing Director, calculated with reference to the net profit of the company in the respective financial year as “the commission payable shall be distributed first to Mr. Tuljaram Maheshwari, CEO, CFO and Whole Time Director of the company after taking in to consideration recommendations of Mr.Satyen Patel, Managing Director of the company to the Nomination and Remuneration Committee for the respective financial year and then shall be equally distributed among the Mr.Satyen Patel and Mr.Jayesh Patel.

Alteration shall be effective from financial year 2021-22 and shall remain applicable for the remaining period of their appointment. All other terms and conditions of appointment of respective director shall remain same.

None of the Directors and Key Managerial Personnel or their relatives except Mr.Jayesh Patel and Mr.Satyen Patel are concerned or interested, financially or otherwise in the Resolution set out in Item No 6 and 7.

The Board recommends the proposed resolution as set out in Item No 6 and 7 of the Notice for approval of the Members.

#### **ITEM NO 8. OF THE NOTICE**

Mr.Tuljaram Maheshwari CEO, CFO of the company was appointed as Whole Time Director of the Company by the members of company for 5 (Five) Consecutive years with effect from 08th October 2020 by passing a Special Resolution through Postal Ballot dated 23rd November 2020.

Your Directors at their meeting held on 18th May 2022 considered and approved the recommendation of Nomination and Remuneration Committee with regards to alteration of terms and conditions for addition of new sub-clause “Commission payable” to Mr.Tuljaram Maheshwari for respective financial year linked to Net Profit of the company in terms and conditions of his appointment, which shall be subject to the approval of the members of the Company.

Alteration shall be effective from financial year 2021-22 and shall remain applicable for the remaining period of his appointment. All other terms and conditions of appointment of respective director shall remain same.

None of the Directors and Key Managerial Personnel or their relatives except Mr.Tuljaram Maheshwari are concerned or interested, financially or otherwise in the Resolution set out in Item No 8.

The Board recommends the proposed resolution as set out in Item No 8 of the Notice for approval of the Members.





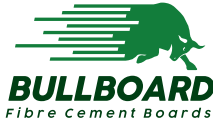




Best track records on every front!







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