



Austin Engineering Co. Ltd.

45th Annual Report





AUSTIN ENGINEERING COMPANY LIMITED

45th ANNUAL REPORT 2022-2023

: BOARD OF DIRECTORS :

Mr. HIREN N. VADGAMA	:	Chairman & Executive Director
Mr. RAJAN R. BAMBHANIA	:	Managing Director & CEO
Mr. JIGNESH S. THANKI	:	Whole Time Director (w.e.f. 01-11-2022)
Mr. BHAVESH R. SUREJA	:	Non Executive Independent Director
Mr. JAGDISHCHANDRA B. JAGANI	:	Non Executive Independent Director
Mr. PALAK J. DOSHI	:	Non Executive Independent Director
Mrs. ANILA S. THANKI	:	Non Executive Non Independent Director (w.e.upto. 02-11-2022)
Mrs. SHRUTI K BHADSHIYA	:	Non Executive Independent Director (w.e.f. 01-11-2022)

: AUDITORS :

J. C. RANPURA & CO.
Chartered Accountants
Star Avenue, Dr. Radhakrishna Road, Rajkot-360 001.

: COMPANY SECRETARY :

MR. HEMANT SINGH JHALA

: BANKERS :

BANK OF BARODA

: REGISTRAR & TRANSFER AGENT :

LINK INTIME INDIA PVT. LTD.
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.
Tel: +91 8108116767 Fax: +91 022 49186060
Email: rnt.helpdesk@linkintime.co.in

: REGISTERED OFFICE & WORKS :

Village : Patla, Taluka : Bhesan, Dist : JUNAGADH - 362 030 (Gujarat).
Tel : +91 2873 252223 / 252267 / 252268
Email : info@aec.com

: JUNAGADH OFFICE :

101, G.I.D.C. Estate, Vadal Road, JUNAGADH - 362 003 (Gujarat).

Website visit at <http://www.aec.com>





NOTICE

NOTICE is hereby given that the **Forty Fifth Annual General Meeting** of the Company will be held on **Thursday, 28th September, 2023 at 11.00 a.m.** at the Registered Office of the Company at Village: Patla, Taluka: Bhesan, Dist: Junagadh 362030 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider, and adopt
 - The Audited standalone financial statement of the Company for the financial year ended on **31st March, 2023** together with report of the Board of Directors and Auditors thereon and;
 - The Audited consolidated financial statement of the Company for the financial year ended on **31st March, 2023** together with report of Auditors thereon.
- To appoint a director in place of **Mr. Rajan R. Bambhania (DIN No.:00146211)** who, retires by rotation and being eligible offers himself for re- appointment.
- To appoint a director in place of **Mr. Hiren N Vadgama (DIN No.:00145992)** who, retires by rotation and being eligible offers himself for re- appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint of **Mr. Hiren Narottam Vadgama (DIN No.: 00145992)** as **Chairman & Executive Director** of the Company for a period of 5 (five) years, on expiry of his present term of office i.e. with effect from 01st August, 2023 on the term and conditions including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to **Mr. Hiren Narottam Vadgama**, subject to the same not exceeding the limits specified under schedule V to the Companies Act,2013 or any statutory modification or re-enactment thereof.

“FURTHER RESOLVED THAT he be and is paid usual perquisites as paid to other employees including allowances as allowable under Income tax Act 1961.

“FURTHER RESOLVED THAT the remuneration payable under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof shall be the minimum remuneration payable to him in case of inadequacy of profit of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company or any person authorised on their behalf be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”
- To consider, and, if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint of **Mr. Rajan Ramniklal Bambhania (DIN: 00146211)** as **Managing Director** of the Company for a period of 5 (five) years, on expiry of his present term of office i.e. with effect from 01st August, 2023 on the term and conditions including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to **Mr. Rajan Ramniklal Bambhania**, subject to the same not exceeding the limits specified under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

“FURTHER RESOLVED THAT he be and is paid usual perquisites as paid to other employees including allowances as allowable under Income tax Act 1961.

“FURTHER RESOLVED THAT the remuneration payable under schedule V to the Companies Act,2013 or any statutory modification or re-enactment thereof shall be the minimum remuneration payable to him in case of inadequacy of profit of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company or any person authorised on their behalf be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.
- To consider, and, if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel)





Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for remuneration paid/ payable to **Mr. JIGNESH SHASHIKANT THANKI DIN 00146168 who was appointed as Director (Technical)** of the Company for a period of 5 (five) years from 1st November, 2022 to 30th October, 2027 as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit with effect from 1st August, 2023 to the expiry of his terms and as may be acceptable to **Mr. JIGNESH SHASHIKANT THANKI**, subject to the same not exceeding the limits specified under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

“**FURTHER RESOLVED THAT** he be and is paid usual prerequisites as paid to other employees including allowances as allowable under Income tax Act 1961.

“**FURTHER RESOLVED THAT** the remuneration payable under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof shall be the minimum remuneration payable to him in case of inadequacy of profit of the Company.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or any person authorised on their behalf be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, **MR. DHIREN TARACHAND MITHANI, DIN 10265723** who was appointed as an Additional Independent Director of the Company, under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, on **14th August, 2023**, and who holds office up to the conclusion of the ensuing Annual General meeting and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(l)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, proposing the candidature of **MR. DHIREN TARACHAND MITHANI, DIN 10265723** for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from the date of this Annual General meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guideline.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

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

“**RESOLVED THAT** in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs 40,000/- (Rupees Forty Thousands only) per annum plus tax as may be applicable and reimbursement of out of pocket expenses to be paid to M/s **SAGAR M. KAPADIYA & COMPANY**, Cost Accountant, Rajkot (Registration No. 103615) being the Cost Auditors appointed by the Board of Directors to conduct audit of the cost records of the Company for the Financial Year 2023-24 be and hereby ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-

Place : Patla, Junagadh
Date: 30th May, 2023

Rajan R Bambhanian
Managing Director

Notes:

- 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 HIM SELF/ HER SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
 - A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 - Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority and under its seal as may be applicable



- The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed, not less than 48 hours before the commencement of the meeting.
 - A proxy form is being sent herewith.
2. The Register of Members and Share Transfer books of the Company will remain closed from **Friday, 22nd September, 2023 to Thursday, 28th September, 2023** (Both days inclusive).
 3. Any change in bank particulars and /or address are required to intimate to their depository participant in case of holding of shares in electronic form or to the Company's Registrar and Share Transfer agents, Link Intime India Pvt. Ltd, C-101 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083 in case of holding of shares in physical mode.
 4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained periodically from the concerned Depository Participant and the same should be verified.
 5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 6. Details under **Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
 7. Resolutions at item No. 4 to 8 of special business accompanying this notice were passed by Board of Directors at their meeting held on Monday, 14th August, 2013 and the same are being sent to the members of the Company being sought your approval.
 8. Electronic copy of the Annual Report for the financial year ended on **31st March, 2023** is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
 9. Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for the financial year ended on **31st March, 2023** will also be available on the Company's website <http://www.aec.com> for their downloads. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
 10. Members holding shares in physical mode may also send the request to the Company or its Registrar by letter or by email at rnt.helpdesk@linkintime.co.in to receive the soft copy of the Annual Report by email instead of hard copy. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
 11. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
 12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 10 (Ten) days before the date of the Meeting so that the information required may be made available at the Meeting.
 13. Relevant documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Friday and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of the meeting.
 14. (a) The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2014-15 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of the unclaimed and unpaid dividends amounts lying with the Company as on **28th September, 2023 (date of previous Annual General Meeting)** on the website of the Company. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.
 15. (a) Adhering to the various requirements as set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2021-22, transferred to the IEPF Authority all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. 31st March, 2022. Details of shares transferred to the IEPF Authority are available on the website of the Company at <http://www.aec.com>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
(b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. The concerned members/investors are advised to visit the web link: <http://iepf.gov.in/iepfa/refund.html> or contact our R & T M/s Link Intime India Private Limited for lodging claim for refund of shares and / or dividend from the IEPF Authority
(c) The amount outstanding in unpaid dividend account in respect of financial year 2016 and shares where dividend had remained unpaid for last consecutive seven years will be transferred to the 'Investor Education and Protection Fund' maintained with the Central Government. The Company has placed on its website <http://www.aec.com> the information on unclaimed dividends.





16. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
17. Members holding shares in single name in physical form are advised to make a nomination in respect of their shareholding in the Company. The Nomination form can be downloaded from the Company's website <http://www.aec.com> under the section "Investor Relations".
18. The Company proposed to dispense with the requirement of sending physical copy of annual report in permissible mode to the shareholders holding shares in physical mode as per **SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 Dated: 13.05.2022 on Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA vide Circular dated May 05, 2022 as amended from time to time.**
19. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed Companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode at the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, the Company has proposed to send future communications in electronic mode at the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode, you have the benefit of receiving communications promptly and avoiding loss in postal transit.

20. INSTRUCTION FOR E-VOTING:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended till date, the Company is pleased to provide e-voting facility which will enable the members to exercise their rights to vote at the 45th Annual General Meeting (AGM) by electronic means. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i) The voting period begins on **Monday, 25th September, 2023 (9.00 am)** and ends on **Wednesday, 27th September, 2023 (5.00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, 21st September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 5) If you are already registered for NSDL IDEaS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEaS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 6) If the user is not registered for IDEaS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEaS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 7) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

(v) Login method for e-Voting and joining virtual meetings for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.





- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@aec.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id and mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

(B) OTHERS:

- i. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company
- ii. **PCS Kaushik Jayantilal Shah of M/s K J Shah & Company, Practicing Company Secretary FCS 2420; CP No: 1414** of 305, Hrishikesh II, Opp. Municipal School, Near Navrangpura Bus Stop, Navrangpura, Ahmedabad 380009 has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- iii. The Scrutinizers shall, immediately after the conclusion of voting at the general meeting first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- iv. The results declared along with the scrutinizer’s report shall be placed on the Company’s website <http://www.aec.com> and on the website of CDSL <https://www.evotingindia.com> within two working days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.

Company’s Details:

AUSTIN ENGINEERING COMPANY LIMITED

Village: Patla, Taluka: Bhesan, Dist: Junagadh 362 030, Gujarat, India

CIN: L27259GJ1978PLC003179

E-mail ID: info@aec.com



**Registrar and Transfer Agent:****LINK INTIME INDIA PRIVATE LIMITED**

C-101 247 Park, LBS Marg,
Vikhroli (West), Mumbai – 400083
Phone No.: +91 8108116767
Fax No.: 91 22 49186060
Email: rnt.helpdesk@linkintime.co.in

E-Voting Agency: Central Depository Services (India) Limited

E-mail ID: helpdesk.evoting@cdslindia.com

Scrutinizer: CS K J Shah of M/S K J Shah & Company

Practicing Company Secretary
E-mail ID: kjshahco@gmail.com

RESUME OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AND DIRECTORS APPOINTED SINCE LAST AGM

Particulars	Mr. Rajan R Bambhania	Mr. Hiren N Vadgama	Ms. Dhiren T Mithani
Date of Birth	29-08-1976	26-11-1972	12-08-1967
Appointed on	01-02-2008	10-08-2020	14-08-2023
Qualifications	D.M.E.	D.M.E.	B.com
Expertise in Specific Functional Areas	Engineering	Engineering	Direct Tax Practice and Accounting
Directorship held in other Public Companies (excluding Foreign Companies)	Yes	Yes	No
Membership / Chairmanship of Committees across Public Companies	No.	No.	No
Shareholding	60300	45405	Nil

By Order of the Board of Directors

Place: Patla, Junagadh
Date: 30th May, 2023

Sd/-
Rajan R Bambhania
Managing Director

ANNEXURE TO THE NOTICE

(Explanatory statement pursuant to section 102 of the companies Act, 2013)

Item No. 4, 5 & 6:

Mr. Hiren Narottam Vadgama DIN 00145992 was appointed as **Executive Director** of the Company at its **42nd Annual General Meeting** held on **Monday, 28th September, 2020** to fill up the casual vacancy caused on account of the resignation of **Mr. Narottam Chhaganlal Vadgama** for the remaining tenure which expired on **31st July, 2023**. He is presently drawing salary of **Rs 250000/-** per month and **your approval is also being sought for the said remuneration as Special Resolution.**

Mr. Rajan Ramniklal Bambhania DIN 00146211 was reappointed as **Managing Director** of the Company at its **40th Annual General Meeting** held on **Wednesday 26th September, 2018** for a period of 5 (five) consecutive years which expired on **31st July, 2023**. He is presently drawing salary of **Rs 95000/-** per month. and **your approval is being sought for remuneration as Special Resolution.**

Mr. Jignesh Shashikant Thanki DIN 00146168 was appointed as **Whole-time Director** designated as **Director (Technical)** pursuant to the **postal notice** given under Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, for a period of 5 (five) years which shall expire on **30th October, 2027**. He is presently drawing salary of **Rs 250000/-** per month and **your approval is also being sought for the said remuneration as Special Resolution.**

The Board of Directors on recommendation of Nomination and Remuneration Committee re-appointed **Mr. Hiren N Vadgama as Executive Director** and **Mr. Rajan R Bambhania as Managing Director** for a period of 5 (five) consecutive years with effect from **01st August, 2023**.





Your approval is therefore sought as recommended by Nomination and Remuneration Committee.

The terms proposed for all Whole-tome Directors as set out at Item No. 4, 5 and 6 are detailed here under:

1. Tenure of Appointment **Mr. Rajan R Bambhanias as Managing Director and Mr. Hiren N Vadgama as Executive Director** shall be for 5 (five) consecutive years with effect from **01st August, 2023.**
2. The terms of remuneration are detailed here under:

Basic Salary	Rs. 2,50,000/- per month for Mr. Hiren N Vadgama and Mr. Jignesh S Thanki (Presently drawing the same remuneration) Rs 1,00,000/- per month for Mr. Rajan R Bambhanias (With increments as the Board may decide from time to time within the limit of schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof)
Performance Bonus	Up to 10% of the Net Profits of the Company or such other quantum of the Net Profits of the Company as may be approved by the Board of Directors at each financial year but within the limit of schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof)
Commission	Up to 5% of the Net Profits of the Company or such other quantum of the Net Profits of the Company as may be approved by the Board of Directors at each financial year but within the limit of schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof)
Perquisites:	In addition to the salary and performance bonus, the following perquisites mentioned in Category A, Category B and Category C shall be allowed and the total value of perquisites shall be restricted to an amount equal to the annual salary.

Category A

Leave Travel Assistance: -	For Self and Family in accordance with the Policy of the Company or as may be decided by the Board from time to time. Family means the spouse, the dependent children and dependent parents.
Club Fee: -	The Company shall pay and/or Reimburse Fees and expenses (excluding Admission and Life Membership Fees) of maximum two clubs.
Mediclaime and Personal Accident Insurance Premium	The Company shall pay Mediclaime and Personal Accident Insurance Policy as per the rules of the Company or as may be decided by the Board from time to time.

Category B

Provident Fund	The Company shall make contribution to Provident Fund, Superannuation Fund or Annuity fund (as per the rules of the Company) to the extent these either singly or put together are not taxable under the Income Tax Act.
Gratuity	The Company shall pay gratuity at the rate not exceeding half a month's salary for each completed year of service subject to maximum amount permissible under the Payment of Gratuity Act, 1972 from time to time.

Category C

Car	The Company shall provide a car with driver at the entire cost of the Company for personal use and office work. The Company shall bill use of car for private purposes.
Entertainment and all Other Expenses	Reimbursement of entertainment and all other expenses actually and properly incurred in the course of business of the Company.
No Sitting Fees	No sitting fee will be paid for attending meetings of the Board or Committee thereof
In case of inadequacy of Profit /Loss during the period of appointment, the remuneration payable to they shall be paid as per limit prescribed in Schedule V of the Companies Act, 2013 or any modification(s) or re-enactment(s) thereto.	
The remuneration referred to above is subject to provisions of Section 197 prescribed under the Act, Rules and in Schedule V to the Companies Act, 2013, which has been amended from time to time and includes lastly amended through notification of the MCA as of 12 September 2018.	
In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.	

None of the directors except **Mr. Hiren N Vadgama, Mr. Rajan R Bambhanias and Mr. Jignesh S Thanki** may be deemed to be concerned or interested in the said resolution.

The above statement may be treated as an abstract of the term and memorandum of interest under section



Item No. 7:

Pursuant to provisions of Section 149, 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 **MR. DHIREN TARACHAND MITHANI, DIN 10265723** on recommendation of Nomination and Remuneration Committee was appointed by the Board as an additional director of the Company in independent capacity with effect from **14th August, 2023** and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act").

Keeping in view of his vast experience, expertise, and knowledge in the field of Finance and Taxation of **MR. DHIREN TARACHAND MITHANI**, your directors recommend for his appointment as Non-executive Independent Director of the Company not liable to retire by rotation for a period of 5 (Five) consecutive years with effect from 14th August, 2023 under **Item No. 7** of the Notice as **Special Resolution**.

In accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to Regulation 17(1C) read with 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of shareholders by way of Special resolution for appointment of a person on the Board of Directors as Independent Director is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from **Mr. Dhiren Mithani** to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. As required under Regulation 25(8) of Listing Regulations.

Mr. Mithani has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective of independent judgement and without any external influence.

Mr. Mithani has given his consent to act as Director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of the Company.

In the opinion of the Board, **Mr. Mithani** fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Mithani does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions is annexed to this Notice.

A copy of the draft letter of appointment of **Mr. Mithani** setting out the terms and conditions of his appointment is available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in this **Special Resolution**.

Your directors recommend the passing of the resolution for your approval by way of **Special Resolution**.

Item No. 8:

The Board, on the recommendation of the Audit Committee, has approved in their meeting held on August 14, 2023 the appointment of M/s **SAGAR M. KAPADIYA & COMPANY**, Cost Accountant, Rajkot (Registration No. 103615) as the Cost Auditors of the Company to audit the cost records of the Company for the financial year ending on March 31, 2024 at a remuneration of Rs 40000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the members of the Company.

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

The Board accordingly, recommends the members for passing of the resolution as set out at item No: 8 of the Notice as an **Ordinary Resolution**.



**DIRECTORS' REPORT**

To the Members,

Your Directors have pleasure in submitting their 45th Annual Report of the Company together with the Audited Statements of Accounts for the year ended **31st March, 2023**.

FINANCIAL RESULTS:

The Company's financial performance for the year ended 31st March, 2023 along with previous year figure is summarized as here under:

Particulars	(Amt Rs in Lakhs)	
	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Gross profit before Interest Depreciation and Tax	594.62	290.76
Less: Interest and Depreciation	122.64	153.77
Profit / (Loss) before Tax	471.98	136.99
Provision for Taxation/ Deferred Tax (Assets) / Liabilities	69.46	(5.14)
Profit / (Loss) after Tax	402.52	142.13
Add: Other Comprehensive Income	(23.89)	19.59
Total Comprehensive Income / Loss	378.63	161.73

REVIEW OF BUSINESS OPERATION AND FUTURE PROSPECTS :

The sales (standalone) during the year were Rs. 10798.04 Lakhs as against Rs 8910.64 Lakhs in the previous year. The sales has thus increased by 21.18% as compared to the last year. The Company made an export worth of Rs 6296.68 during the current year as against Rs. 4279.69 in the previous year. Thus, the Company has increased sales by about 47.13% on export front. The Company made net profit of Rs. 402.52 Lakhs in the current year as against Rs 142.13 Lakhs in the previous year excluding other comprehensive income. Thus, the Company has fared well both on sales and profitability front. The management of the Company has taken several steps to control various overheads which has also added to the profitability of the Company.

DIVIDEND :

Your directors have considered it financially prudent in the long-term interest of the Company to reinvest the profits into the business of the Company to build a strong reserve base and grow the business of the Company. No dividend has therefore been recommended for the year ended on **31st March, 2023**.

FIXED DEPOSITS:

The Company has not accepted any fixed deposits from the public falling within the ambit of section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL:

The paid-up Equity Share Capital of the Company as on **31st March, 2023** was **Rs 3,47,78,000/-** During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options or sweat equity.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajan R. Bambhanian (**DIN No.:00146211**) and Mr. Hiren N Vadgama (**DIN No.:00145992**, Directors of the Company who retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers herself for re-appointment. The Board recommends their appointment for your approval.

The Board places on record the appreciation for guidance and valuable services provided by **Mrs. Anila S Thanki**, Non-executive Woman Director of the Company during her tenure. She has resigned from the Board of Directors with effect from 02nd November, 2023.

The Board placed the matter of the reappointment/ revision in remuneration paid/ payable to all the Whole time Directors to be effective from 01st August, 2013, appointment of independent director, and appointment of cost auditor and the remuneration to be payable to be taken in the next meeting of the Board of Directors.

Ms. Hiral Shah has resigned as Company Secretary with effect from 30/09/2022 and Mr. Hemant Singh Jhala was appointed as Company Secretary with effect from 10/10/2022.

The following are the **Key Managerial Personnel** as defined under Section 2(51) of the Companies Act, 2013:

- Mr. Rajan R Bambhanian (Chief Executive Officer)
- Mr. Siddik A Kotal (Chief Financial Officer)
- Ms. Hiral Shah (Company Secretary up to 30-09-2022)
- Mr. Hemant Singh Jhala (Company Secretary w.e.f. 10-10-2022)



BOARD PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

The Directors expressed their satisfaction with the evaluation process.

COMPOSITION OF VARIOUS COMMITTEES:

The details of various committees constituted by the Board as per the Regulation 18, 19 and 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 are given in the Corporate Governance Report which forms part of this report.

MEETINGS:

During the year **Five** Board Meetings, **Five** Audit Committee Meetings, **One** Nomination and Remuneration Committee Meeting, **One** Stakeholders Relationship Committee Meeting and **One** separate Meeting of Independent Directors were held. The details of the same are given in the Corporate Governance Report. The intervening gaps between the Board meetings were within the period prescribed under the Companies Act, 2013 in compliance to secretarial standards SS-1 issued by ICSI.

INDEPENDENT DIRECTORS AND DECLARATIONS:

The Independent Directors met on **29th May, 2023** without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-Independent Directors and Board as a whole and assessed the quality, quantity, and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to perform their duties effectively and reasonably.

The Company has received necessary declarations from each Independent Director under Section 149 (7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

DIRECTOR DISQUALIFICATIONS AND DISCLOSURE:

None of the Directors of your Company is disqualified as per provisions of Section 164 (2) of the companies Act, 2013 for financial year ended on 31st March, 2023. Your directors have made necessary disclosures, as required under Companies Act, 2013. The Company has obtained certificate dated **27th April, 2023** from **Shahs & Associates, a** peer reviewed firm of **Practicing Company Secretaries** in that regard. The certificate for Non-Disqualification of directors for the financial year ended on **31st March, 2023** is annexed herewith marked as **Annexure "B"** to this Report.

DIRECTORS RESPONSIBILITY STATEMENT:

To the best of the knowledge and belief and according to the information and explanation obtained, the Board hereby submits its responsibility Statement in accordance with the provisions of Section 134(5) of the Companies Act, 2013:

- In the preparation of the Annual Accounts for the year ended on 31st March, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors had 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 31st March, 2023 and of the profit of the Company for the year ended on 31st March, 2023;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on a going concern basis;
- The Directors had laid down Internal Financial Controls ("IFC") and that such Internal Financial Controls are adequate and were operating effectively;
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT:

STATUTORY AUDITORS:

M/s. J C Ranpura & Co., Chartered Accountants, Rajkot, Gujarat (FRN 108647W) were appointed as Statutory Auditors of the Company for a period of Five (5) years from the **conclusion of the 42nd Annual General Meeting till conclusion of 47th Annual general meeting** by the member of the Company at their meeting held on **Monday, 28th September, 2020**.

The Auditors have confirmed that their continuation as Auditor would be within the prescribed limit under section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit & Auditors) Rules, 2014 and that they are not disqualified for the appointment as Auditor.





SECRETARIAL AUDITOR:

The Board had appointed **M/s SHAHS & ASSOCIATES**, a peer reviewed firm of **Practicing Company Secretaries**, to conduct the Secretarial Audit for the financial year ended on **31st March, 2023**. The Secretarial Audit Report for the financial year ended on **31st March, 2023** is annexed herewith marked as **Annexure “A”** to this Report.

The Board of Directors on the recommendations of the Audit Committee appointed **M/s. SHAHS & ASSOCIATES**, a peer reviewed firm of **Practicing Company Secretaries**, to conduct the Secretarial Audit of the Company for the financial year **2023-24**.

There is no qualification, reservation or adverse remarks or disclaimer made by the Statutory Auditors and Secretarial Auditor in their report on the financial statement of the Company for the Financial Year ended on **31st March, 2023**.

INTERNAL AUDITOR:

The Board of Directors on the recommendations of the Audit Committee appointed **M/s. SUBHASH AKBARI & CO.**, Chartered Accountants, and Junagadh as Internal Auditors of the Company for the financial year **2023-24**.

INTERNAL FINANCIAL CONTROLS:

The Company has a proper and adequate system of Internal Control commensurate with its size and the nature of its operations to ensure that all assets are safeguarded and protected against loss from un-authorized use or disposition and those transactions are authorized, recorded, and reported correctly.

DISCLOSURES:

AUDIT COMMITTEE:

Pursuant to Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013, the Audit committee consists of the following directors:

Mr. B. R. Sureja [Chairman of committee]

Mr. J. B. Jagani [Member]

Mr. P. J Doshi [Member]

All the members of Audit Committee are independent directors.

WHISTLE BLOWER POLICY:

The Company has a **WHISTLE BLOWER POLICY** to deal with instances of unethical behaviour, actual or suspected fraud or violation of the company's code of conduct, if any. The details of the **whistle blower policy** are explained in the Corporate Governance Report and also posted on the website of the Company.

DIRECTORS APPOINTMENT AND REMUNERATIONS POLICY:

The Company's policy relating to appointment of directors, payment of managerial remuneration, directors' qualifications, positive attributes, independence of directors and other related matters as provided under Section 178 (3) of the Companies Act, 2013 is furnished in Corporate Governance Report and the same is also posted on website of the Company.

RELATED PARTY TRANSACTIONS AND POLICY:

All transactions with related parties are placed before the Audit Committee for its approval. An omnibus approval from Audit Committee is obtained for the related party transactions which are repetitive in nature. Accordingly, the disclosure of related party transactions, as required under Section 134(3)(h) of the Act, in Form AOC – 2, is not applicable.

All related party transactions, entered into during the financial year under review, were on an arm's length basis and were in the ordinary course of business. Your Company has not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Act and SEBI Listing Regulations, as applicable till March 31, 2023.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at <http://www.aec.com>.

RISK MANAGEMENT POLICY:

The Board of Directors is overall responsible for identifying, evaluating, and managing all significant risks faced by the Company. The Board approved Risk Management policy, which acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed across the organization.

The Company follows well established and detailed risk assessment and minimization procedures, which are periodically reviewed by the top management. The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

In the opinion of the Board, none of the risks faced by the Company threaten its existence. The Company has also posted the policy in respect of transactions with "Related Parties" on its website.

In view of non-applicability of formation of Risk Management Committee, the Company has not formed the said committee.

MATERIAL CHANGES AND COMMITMENTS :

No material changes and commitments affecting the financial position of the Company has occurred between the end of financial year to which this financial statement relate and the date of this report .

ANNUAL RETURN WEB LINK:

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, the Annual Return as on March 31, 2023 of the Company is available on Company's website and can be accessed at <http://www.aec.com>





PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of Loans, guarantees or investments made under Section 186 and its applicability have been furnished in **notes annexed to our financial statements.**

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 is furnished in **Annexure “C”** attached to this report and it forms the part of this report.

PARTICULARS OF EMPLOYEES AND REMUNERATIONS:

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is annexed to this Report as **Annexure “D”**, forming part of this Report.

As per Section 136 (1) of the Companies Act, 2013, the report and accounts are being sent to the shareholders of the Company, excluding the statement of particulars of employees under the said proviso. Any shareholder interested in obtaining a copy of the said statement may write to the Secretarial department at the Registered Office of the Company.

SUBSIDIARY COMPANY:

In accordance with the General Circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss account and other documents of **Austin Engineering Company** (Formerly known as Accurate Engineering Inc.), the wholly owned subsidiary company, are not being attached with the Balance Sheet of the Company. The Company will make available the Annual Accounts of the said subsidiary company and its related detailed information to any member of the Company who may be interested in obtaining the same and also on Company's website <http://www.aec.com>.

The Annual Accounts of the subsidiary company will also be kept open for inspection at the registered office of the Company and the subsidiary company.

A statement as required in the prescribed form AOC-1 pursuant to section 129 (3) of the Companies Act, 2013 is given in the **Annexure “E”** and it forms the part of this report.

CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with the provisions of Section 129 (3) of the Companies Act, 2013, read with Regulation 33 of SEBI Listing Regulation the Company has prepared Consolidated Financial statements of the Company and its wholly owned subsidiary **Austin Engineering Company** (Formerly known as Accurate Engineering Inc.) which forms part of this report

CORPORATE GOVERNANCE:

As per Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, separate reports on Corporate Governance, Management Discussion and Analysis and a certificate from the Company's Auditors form part of this Report. Your Company is committed to maintain the highest standards of Corporate Governance, reinforcing the valuable relationship between the Company and its Stakeholders.

TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO IEPF:

Pursuant to the provisions of Section 125 of the Companies Act, 2013, the declared dividends which remained unpaid or unclaimed for a period of seven years, (FY 2014-15) were transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, notified by the Ministry of Corporate Affairs and subsequent amendment thereof, the Company has also transferred shares to IEPF Authority in respect of the dividend which had not been paid or claimed by shareholders for seven consecutive years or more.

The Company sent individual notices to the concerned shareholders, whose shares and dividend were liable to be transferred to IEPF Authority, to their latest available addresses. The Company displayed full details of such shareholders, dividend, and shares on its website at www.aec.com. The shareholders are requested to verify the details of the shares liable to be transferred as aforesaid.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has constituted an Internal Complaints Committee (ICC) in due compliance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received regarding sexual harassment.

Your directors state that during the year under review, no complaints relating to sexual harassment were received during the year nor any cases filed pursuant to the said Act.

INSURANCE:

The Company takes a very pragmatic approach towards insurance. Adequate cover has been taken for all movable and immovable assets for various types of risks.

DETAILS OF APPLICATIONS MADE OR PROCEEDINGS PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:

During the year under review, there were no application made or proceedings pending in the name of the Company under **Insolvency and Bankruptcy Code 2016.**





DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON VALUATION AND ONE TIME SETTLEMENT (OTS) WHILE AVAILING LOAN FROM BANK AND FINANCIAL INSTITUTION:

During the year under review, there were no one time settlement of loan taken from banks and financial institution.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators /Courts/ Tribunals which would impact the going concern status of the Company and its future operations.

FRAUDS REPORTING:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee, Board, and /or Central Government under Section 143 (12) of the Companies Act, 2013 and Rules framed there under.

INDUSTRIAL RELATIONS :

The industrial relation with workmen and staff continued to be extremely cordial during the year under review.

ACKNOWLEDGMENT :

Your Directors wish to place on record their gratitude for the continued co-operation and patronage extended by their esteemed customers both in OEM and aftermarket segments. The Directors would also like to place on record their sincere appreciation for the continued co-operation, guidance, support, and assistance during the year under report by our Bankers, all the customers, suppliers of the Company including Government agencies. The Board of Directors also wishes to express its appreciation for the efforts and contribution made by the employees at all levels during the year under report.

By order of the Board of Director

Place : Patla, Junagadh

Date : 30th May, 2023

Sd/-

Hiren N Vadgama

Chairman & Executive Director



**ANNEXURE “A”****FORM NO. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED ON 31.03.2023**

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

To,

The Members,

AUSTIN ENGINEERING COMPANY LIMITED

Village:Patla, Tal-Bhesan, Via-Ranpur Sorath

Post-Vishal Hadmatiya, JUNAGADH GJ 362030 IN

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Austin Engineering Company Limited CIN L27259GJ1978PLC003179** (hereinafter called the “Company”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon. It is further stated that **we have also relied up on the scanned documents and other papers in digital/ electronic mode** submitted to us by the official of the Company for the financial year ended on **31st March, 2023**.

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 **in digital/electronic mode** by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the **financial year ended on 31st March, 2023 (“Audit Period”)** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

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

1. The Companies Act, 2013 (the Act) and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. 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;
5. 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, as amended from time to time;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time; 2009;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable during the Audit Period);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the Audit Period);**
 - 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 2009;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable during the Audit Period); and**
 - h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; **(Not Applicable during the Audit Period);**
6. The other laws, as informed and certified by the Management of the Company, which are specifically applicable to the Company based on the industry are as listed in **Annexure – I** and **we report that** based on the examination of the relevant documents and records, and as certified by the Management, prime facie it appears that the proper system exist in the Company to confirm compliance of the applicable laws.

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

- i. The Listing Agreements entered into by the Company with Stock Exchanges
- ii. Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from December, 2015)
- iii. Secretarial Standards (SS-1 & SS-2) issued by the Institute of Company Secretaries of India.





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

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman 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.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

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, there were no instances of:

- (1) Public / Rights / Preferential issue of Shares / Debentures / Sweat Equity
- (2) Redemption/Buy Back of Securities.
- (3) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- (4) Foreign Technical Collaborations.
- (5) Merger / Amalgamation / Reconstruction etc.

**For, SHAHS & ASSOCIATES
Company Secretaries**

**Sd/-
Kaushik Shah
Partner**

**FCS No 2420 CP No 1414
UDIN: F002420E000172271
Peer Review No.833/2020**

**Place: Ahmedabad
Date: 27th April, 2023**

Note: This report is to be read with our letter of even date which is annexed as Annexure-II and forms an integral part of this report.

Annexure “I”

1. THE GOODS AND SERVICE TAX (GST)
2. THE INCOME TAX ACT, 1961
3. THE COSTOMS ACT, 1962
4. THE FACTORIES ACT, 1948
5. THE APPRENTICE ACT, 1961
6. THE CONTRACT LABOUR (REGULATION AND ABOLITION) ACT,1970
7. THE PAYMENT WAGES ACT, 1965
8. THE PAYMENT OF BONUS ACT, 1965
9. THE PAYMENT OF GRATUITY ACT, 1972
10. THE MINIMUM WAGES ACT, 1946
11. THE EMPLOYEES PROVIDENT FUND & MISC. PROVISIONS ACT,
12. THE WORKMEN’S COMPENSATION ACT,1923
13. THE INDUSTRIAL (DEVELOPMENT AND REGULATION) ACT, 1951
14. THE CHILD LABOUR (PROHIBITION AND REGULATION) ACT, 1986
15. COVID -19 GUIDELINES.

**For, SHAHS & ASSOCIATES
Company Secretaries**

**Sd/-
Kaushik Shah
Partner**

**FCS No 2420 CP No 1414
UDIN: F002420E000172271
Peer Review No.833/2020**

**Place: Ahmedabad
Date: 27th April, 2023**



**Annexure “II”**

To,

The Members,

AUSTIN ENGINEERING COMPANY LIMITED

Village: Patla, Tal-Bhesan, Via-Ranpur Sorath

Post-Vishal Hadmatiya, JUNAGADH GJ 362030 IN

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 (“CSAS”) prescribed by the Institute of Company Secretaries of India (“ICSI”). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our Report of even date is to be read along with this letter:

- a. 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.
- b. 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.
- c. We have not verified the correctness and appropriateness of the financial statement of the Company.
- d. The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management.
- e. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- f. 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, SHAHS & ASSOCIATES
Company Secretaries

Sd/-
Kaushik Shah
Partner

FCS No 2420 CP No 1414
UDIN: F002420E000172271
Peer Review No.833/2020

Place: Ahmedabad
Date: 27th April, 2023





ANNEXURE “B”

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,
AUSTIN ENGINEERING COMPANY LIMITED
Village: Patla, Tal-Bhesan, Via-Ranpur Sorath
Post-Vishal Hadmatiya, JUNAGADH GJ 362030 IN

We have examined the relevant registers, records, forms, returns and disclosures including thereon in digital/ electronic mode received from the Directors of **Austin Engineering Company Limited** having **CIN L27259GJ1978PLC003179** and having its registered office at **Village:Patla, Tal-Bhesan, Via-Ranpur Sorath Post-Vishal Hadmatiya, Junagadh GJ 362030 IN** (here in after referred to as ‘the Company’), and as 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.**

S.N.	Name of Director	DIN	Date of appointment in Company
1	HIREN NAROTTAM VADGAMA	00145992	10/08/2020
2	JIGNESH SHASHIKANT THANKI	00146168	01/11/2022
3	RAJAN RAMNIKLAL BAMBHANIA	00146211	01/02/2008
4	BHAVESH RATILAL SUREJA	00169883	15/03/2003
5	JAGDISHCHANDRA BHAGWANJIBHAI JAGANI	07645671	25/10/2016
6	PALAK JAYESHBHAI DOSHI	08444518	13/05/2019
7	SHRUTI KAUSHAL BHADSHIYA	09762048	01/11/2022

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

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

For, SHAHS & ASSOCIATES
Company Secretaries

Sd/
Kaushik Shah
Partner

FCS No 2420 CP No 1414
UDIN: F002420E000172260
Peer Review No.833/2020

Place: Ahmedabad
Date: 27th April, 2023



**ANNEXURE “C”****FORM A****1. CONSERVATION OF ENERGY:**

1. Energy Conservation measures taken:
Regular preventive measures for the maintenance of Machinery & Electric equipments
2. Additional investments and proposals, if any, being implemented for reduction of consumption of energy: **None**
3. Impact of measures in (a) and (b) for reduction of energy consumption and consequent impact on the cost of production of goods.
The aforesaid measures have resulted in a saving in the consumption of electricity & Fuel.
4. Total Energy Consumption and Energy Consumption per unit of production as per prescribed Form A is not applicable as the Company is not covered under the list of specified industries and hence not given.

FORM B**1. RESEARCH & DEVELOPMENT:**

- **Specific areas in which R & D is carried out by the Company:**

The R & D efforts of the Company are directed towards quality assurance, improvement/ up-gradation of existing product lines, minimizing dependence on scarce and imported raw materials, development of new products and subjecting them to stringent endurance tests.

- **Benefits derived as a result of the above R & D:**

The benefits are improvement in the quality of the existing range of products, cost reduction, development of new products, energy saving, export promotion and import substitution.

- **Future plans of action:**

R & D efforts are being planned as a continuous exercise to improve quality, reduce costs and try for import substitution as far as possible.

- **Expenditure on R & D:**

Expenditure on R & D is not quantifiable at present since it is a continuous exercise, forming part of our Technical Department.

2. TECHNOLOGY, ADOPTION & ABSORPTION & INNOVATION:

The Company is making continuous efforts towards modernization and technology up-gradation and innovations.

Quality of earnings has improved substantially and is well accepted by OEM as import substitute.

Technology imported during last five years: Nil.

3. FOREIGN EXCHANGE EARNING AND OUTGO:**(Rs. in Lakhs)**

S.N.	FOREIGN EXCHANGE EARNINGS :	2022-23	2021-22
1	Exports of Goods on FOB basis	5502.49	3959.56
2	Backing Test Charges Income	0	0
	Total Foreign Exchange Earned	5502.49	3959.56
	FOREIGN EXCHANGE OUTGO:		
1	Import of CIF Value of Raw Materials, Capital goods & Spares.	112.15	119.53
2	Traveling	7.00	0.11
3	Sales Commission	12.00	0.00
4	Foreign Marketing & Sales Promotion Expenses	0.00	0.00
5	Mould Charge	0.00	0.00
6	Bank Loan Interest (FCNR)	0.00	0.00
	Total Foreign Exchange Used	131.15	119.64

By order of the Board of Director

Sd/-

Hiren N Vadgama

Chairman & Executive Director

Place: Patla, Junagadh

Date: 30th May, 2023

ANNEXURE “D”

PARTICULARS OF REMUNERATION:

- The information required under section 197 of the act and rules made there-under, in respect of employees of the Company is follows:
- The ratio of remuneration of each director to the median remuneration of employees for the financial year;

Executive Director	Ratio to median remuneration (As per MGT-9)
Mr. Rajan R Bambhania	6.94
Mr. Mr. Hiren N. Vadgama	18.04
Mr. Jignesh S Thanki	5.83

- The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, Manager if any, in the financial year:

Name of Person	% Increase in Remuneration
Mr. Rajan R Bambhania	9.47
Mr. Hiren N. Vadgama*	39.36
Mr. Jignesh S Thanki*	N.A.
Mr. Siddik A Kotal-CFO*	2.94
Company Secretaries**	81.71

***Remuneration includes perquisites.**

Mr. Jignesh Thanki was appointed during this year and hence no comparison. The salary of Hiren Vadgama was increased during the interim period of the current year.

****In view of changes in CS during financial year, instead name wise, we have taken as a whole for comparison purpose. The increase was attributed mainly of their working tenure**

- The percentage increase in the median remuneration of employees in the financial year: **7.42%**
- The number of permanent employees on the rolls of the Company as at **31st March, 2023 : 494**
- The explanation in relationship between average increase in remuneration and company performance:
The increment of each employee is based on their performance/ contribution made towards the profitability of the Company. Thus, the increments of the employee relate to the overall performance of the Company.
- Comparison of the remuneration of Key Managerial Personnel against the performance of the Company: (Rs. In Lakhs)

Particulars	Amount (As Per MGT-9)
Remuneration of KMP during the financial year 2022-23 (aggregated)	77.77
Revenue from operation	10798.04
Remuneration (as % of revenue)	0.72%
Profit / (Loss) Before Tax (PBT)	471.98
Remuneration (as % of PBT)	16.48%

- Variation in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotation of the shares of the Company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variation in the net worth of the company as at the close of the financial year and previous financial year;

Particulars	Unit	As at31-03-2023	As at31-03-2022	Variation in %
Closing rate of share at BSE	In Rs.	177.50	53.80	229.93
EPS (Standalone)	In Rs.	11.57	4.09	182.89
Market Capitalization	Rs. / Lakhs	3866.74	1871.06	106.66
Price Earnings Ratio(Standalone)	Ratio	15.34	13.15	16.65

- Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there any exceptional circumstances for increase in the managerial remuneration:

There is increase in average salary of employee other than managerial remuneration to the tune of 3.69% as compared to the increase in managerial remuneration to the tune of 59.76%. The increase in managerial remuneration is not comparable in view the new appointment of Whole time Director and revising the remuneration during the interim period of the current year.

- Comparison of each remuneration of Key Managerial Personnel against the performance of the Company; (Rs. In Lakhs)

Particulars	Chief Executive Officer (as per MGT-9)	Chief Financial Officer	Company Secretary
	Amount	Amount	Amount
Remuneration	15.41	6.31	3.04
Revenue	10798.04	10798.04	10798.04
Remuneration (as % of revenue)	0.14%	0.06%	0.03%
(Loss) / Profit before Tax (PBT)	471.98	471.98	471.98
Remuneration (as % of PBT)	3.26%	1.34%	0.64%

- The key parameters for any variable component of remuneration availed by Directors: **N.A.**
- The rationale of the remuneration of the highest paid to the director to that of the employees who are not directors but receive remuneration in excess of highest paid during the year: **N.A.**
- Affirmation that the remuneration is as per the policy of the company:

The Company's remuneration policy is driven by the success and performance of the individual employees of the company. The Company affirms remuneration is as per the remuneration policy of the company.



**ANNEXURE “E”****Form AOC-1**

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

PART “A”: SUBSIDIARIES

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	AUSTIN ENGINEERING COMPANY (Formerly known as Accurate Engineering Inc)
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	SAME PERIOD i.e., 01.04.2022 TO 31.03.2023
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	US\$ AS AT 31/03/23 1 US \$ = 82.22 INR
4.	Share capital	50000
5.	Other Equity	90288
6.	Total assets	2283378
7.	Total Liabilities	2143090
8.	Investments	NIL
9.	Turnover	5431459
10.	Profit/(Loss) before taxation	39098
11.	Provision for taxation	NIL
12.	Profit (Loss) after taxation	39098
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

NOTES: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations - **NIL**
- Names of subsidiaries which have been liquidated or sold during the year. **NIL**

PART “B”: ASSOCIATES AND JOINT VENTURES

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

Name of associates/Joint Ventures	N.A.
1. Latest audited Balance Sheet Date	N.A.
2. Shares of Associate/Joint Ventures held by the company on the year end	N.A.
i. No:	N.A.
ii. Amount of Investment in Associates/Joint Venture	N.A.
iii. Extend of Holding%	N.A.
3. Description of how there is significant influence	N.A.
4. Reason why the associate/joint venture is not consolidated	N.A.
5. Net worth attributable to shareholding as per latest audited Balance Sheet	N.A.
6. Profit/Loss for the year	N.A.
i. Considered in Consolidation	N.A.
ii. Not Considered in Consolidation	N.A.
1. Names of associates or joint ventures which are yet to commence operations. –N.A.-	
2. Names of associates or joint ventures which have been liquidated or sold during the year. – N.A.	

By order of the Board of Director

Place: Patla, Junagadh
Date: 30th May, 2023

Sd/-
Hiren N Vadgama
Chairman & Executive Director





REPORT ON CORPORATE GOVERNANCE

The Board of Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended for the financial year ended **March 31, 2023**.

1. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance is the underlying corporate philosophy that governs the way a corporation is managed. It is a mechanism by which principles, policies and procedures of a company are built on the foundation of fundamental ethical values. It refers to the entire system by which the company is managed and monitored in a transparent manner. The Company's philosophy on corporate governance oversees business strategy and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Corporate Governance is an inclusive term that encompasses business ethics and awareness of the environmental and social interest of the communities in which an organization operates. The Corporate Governance framework typically comprises elements of legislation, regulation, self-regulation and ethical business practices. There are various features of corporate governance like reporting, disclosure, risk management etc that are instrumental in upholding the basic values and tenets of corporate governance. The Company's governance framework and philosophy are based on the bedrock of ethics, values, and trust. As part of its growth strategy, AECL emulates the "best practices" that are followed in the domain of corporate governance globally.

The Company believes that the governance process must aim at managing the affairs without undue restraints for efficient conduct of its business, so as to meet the aspirations of shareholders, employees, and society at large

2. BOARD OF DIRECTORS:

Your Board of Directors closely monitors the performance of the company and the management approves the plans, reviews the strategy, and strives to achieve organizational growth. Your Board ensures statutory and ethical conduct and place high importance on the internal financial reporting. It shoulders the responsibility and holds itself accountable to the shareholders as well as other stakeholders for the long-term well-being of the Company.

The Company is managed by the Board of Directors consisting of highly qualified and experienced professionals from different fields, which formulates strategies, policies and reviews its performance periodically. The Chairman and Whole-time Directors manages the business of the Company under the overall supervision, guidance, and control of the Board.

COMPOSITION:

Your Company endeavors to have a judicious mix of executive, non-executive, and independent directors, so as to have independence on the Board and separate its function of governance from that of management. Your Company also had a woman director which brings diversity on the Board. As on **31st March, 2023**, the Board comprised of 7 (Seven) Directors including 4 (Four) non-executive independent directors which also includes 1 (One) woman director.

None of the Directors on the Company's Board is a member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees (Committees being, Audit Committee and Stakeholders Relationship Committee) across all the Companies in which he or she is a director as per regulation 26 of SEBI (LODR) Regulations, 2015. Necessary disclosures have been made by each Director.

The Chairman of the Board is an Executive Director. The experiences of all directors have diverse expertise in the field of finance, marketing, production, economics, administration, and management which strengthens the governance and management of the Company's affairs.

The details of Directors along with their attendance in the various meeting and their directorship are given here under:

Name of the Directors	No. of Board Meeting Attained During the year	Whether Attained AGM held on Sep 28, 2021	No. of other Director		No. of outside Committee(s)	
			Public	Private	Public	Private
Mr. H. N. Vadgama Chairman & Executive Director	4	Yes	1	3	0	0
Mr. R. R. Bambhania Managing Director	5	Yes	1	3	0	0
Mr. Jignesh S Thanki Executive Director From 01-11-2022	2	Yes	1	3	0	0
Dr. B. R. Sureja - Non-Executive Independent Director	5	Yes	1	0	2	0
Mr. Jagdishchandra B. Jagani - Non-Executive Independent Director	5	Yes	0	0	0	0
Mrs. Anila S. Thanki Non-Executive Woman Director Up to 02-11-2022	3	Yes	0	1	0	0
Mr. Palak J Doshi Non-Executive Independent Director	5	Yes	1	0	3	0
Mrs. Shruti K Bhadeshiya Non-Executive Independent Woman Director	2	Yes	0	0	0	0





BOARD MEETINGS AND PROCEDURES:

(A) Scheduling and selection of Agenda items for Board Meetings:

- i. Dates of the board meetings are decided in advance. The board meetings are convened by giving appropriate notice after obtaining the approval of the Chairman of the Board. Detailed agenda, management reports and other explanatory statements are circulated in advance amongst the members for facilitating meaningful, informed, and focused decisions. To address specific urgent need, meetings are also being called at shorter notice. The Board is also authorized to pass resolution by circulation for all such matters, which are of utmost urgent nature.
- ii. Where it is not practicable to attach any document or the agenda is of confidential nature, the same is placed on the table with the approval of the Chairman of the Board. In special and exceptional circumstances, additional or supplemental item(s) on the agenda are permitted. Sensitive subject matters are discussed at the meeting without written materials being circulated.
- iii. The agenda of the board meetings is drafted by the secretarial department along with the explanatory notes and these are submitted to the Chairman and Managing Director for their approval. All divisions/departments in the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/ approval/ decision in the Board Meetings
- iv. Detailed presentations are made at the Board / committee meetings covering finance, major business segments and operations of the Company and on Auditors reports before taking on record the quarterly/ half yearly/annual financial results of the Company.
- v. As per the convenience of the Members of the Board, the Board Meetings are usually held at the Company's Registered Office at Village Patla, Taluka Bhesan, Dist. Junagadh.
- vi. The Members of the Board have complete access to all information of the Company. The Board is also free to recommend inclusion of any matter in agenda for discussion. Senior Management Officials are called to provide additional inputs to the items discussed by the Board as and when necessary.

(B) Recording minutes of proceedings at the Board Meeting:

The Minutes of the proceedings of each Board Meeting is recorded and the same is sent to all Directors for their comments, if any. The said minutes are getting approved usually before the next Board Meeting. Thereafter, the minutes are entered in the minute's book and the same are signed by the Chairman as prescribed in the Companies Act, 2013.

(C) Compliances:

The secretarial department is responsible for preparation of agenda papers for the meetings and is required to ensure adherence to all the applicable provisions of laws, rules, guidelines etc. The said department has to ensure compliance to all the applicable provisions of the Companies Act, 2013, SEBI Guidelines, SEBI (LODR) Regulations, 2015, and other statutory requirements pertaining to capital market. The Board of Directors reviews quarterly compliance report confirming adherence to all applicable laws, rules, regulations, and guidelines.

BOARD MEETINGS:

During the year **2022-23**, **5 (Five)** Board Meetings were held on **30th May, 2022, 10th August, 2022, 22nd October, 2022, 14th November, 2022 and 13th February, 2023**. The Company has held at least one Board Meeting in every quarter and the gap between two Board Meetings have not exceed one hundred and twenty days. The necessary quorum was throughout present in all the meetings. Leave of absence was granted to the concerned directors who could not attend the respective Board Meeting.

The details of attendance of Directors at the Board Meetings are as under:

Date of Board Meeting for 22-23	No. of Directors Present
30-05-2022	4
10-08-2022	5
22-10-2022	6
14-11-2022	6
13-02-2023	7

The Company did not have any material pecuniary relationship or transactions with the Independent Non-Executive Directors during the year 2022-23.

(D) Disclosure regarding Directors retiring by rotation and being re-appointed:

Mr. Hiren N Vadgama and Mr. Rajan R Bambhania, the director retires by rotation at the ensuing Annual General meeting and being eligible, offers themselves for re-appointment.

A brief resume and the profile of **Mr. Hiren N Vadgama and Mr. Rajan R. Bambhania**, the directors retiring by rotation, and being eligible for re-appointment at the ensuing Annual General Meeting of the Company are given in the notice of Annual General Meeting, annexed to this Annual Report.

(E) Separate meeting of Independent Directors:

Separate meeting of Independent Directors was held on **29th May, 2023** to evaluate the performance of Non-Independent Directors and the Board as a whole as well as the performance of the Chairman of the Company. In that meeting, Independent Directors have reviewed the flow and availability of information from the Management to the Board.



(F) Code of Conduct:

The Board of Directors of the Company has laid down a “Code of Conduct” for all Board Members including Independent Directors and Members of Senior Management of the Company. The Code of Conduct is posted on the website of the Company at <http://www.aec.com> The Board Members (including Independent Directors) and Senior Management have affirmed compliance with the “Code of Conduct” for the year ended **31st March, 2023**.

The Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is posted on the website of the Company at <http://www.aec.com>

Usually, the Company Secretary and sometimes in its place the Manager of the Company has been appointed as Compliance Officer and they are responsible for adherence to “Code of Conduct for Prohibition of Insider Trading, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.”

(G) Whistle Blower Policy:

The Company has adopted a well-defined ‘Whistle-Blower Policy’ and established vigil mechanism to provide for adequate safeguard against victimisation of Directors and employees who use the mechanism. The mechanism also provides for direct access to the Chairperson of Audit Committee in appropriate cases.

Employees use this channel to report concerns related to discrimination, retaliation, and harassment, and are assured of complete anonymity and confidentiality. During the year under review, no such cases were reported, and no personnel have been denied access to the Audit Committee.

The details of such mechanism are communicated to all the directors and employees and the Whistle blower policy is also uploaded on the website of the Company at <http://www.aec.com>

(H) CEO / CFO Certificate:

The Managing Director/CEO and the Chief Financial Officer of the Company have furnished the requisite certificate to the Board of Directors under Regulation 17(8) of SEBI (LODR) Regulations, 2015.

COMMITTEES MEETINGS AND PROCEDURES:

“AECL” governance structure comprises of Board of Directors, Committees of the Board, and the Management. The Company has rigorously stood by the core principles of corporate governance, which have been the edifice of its multi-fold governance model, with the Board of Directors (“Board”) and the Committees of the Board (“Committees”) at the apex, and the management structure at the operational level. The Board and its committees guide, support and complement the management team’s ideas and initiatives, which in turn assumes accountability, strives to achieve the set objectives and enhances stakeholder value.

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of the diverse matters. The Board supervises the execution of its responsibilities by the Committees and is responsible for their actions. The minutes of the meetings of all the committees are placed before the Board for review.

There are three Board Committees constituted/ reconstituted as at date:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

The terms of reference of the Board Committees are determined by the Board from time to time. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

(1) AUDIT COMMITTEE:

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors, and the Board of Directors to oversee the financial reporting process of the Company. The Committee’s purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report.

The terms of reference and role of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.

Composition of Committee:

The Audit Committee comprises of three Non-Executive Independent Directors viz. (1) Mr. B. R. Sureja (2) Mr. J. B. Jagani (3) Mr. P. J. Doshi who all have adequate financial and accounting knowledge.

Meeting and attendance of Audit Committee:

Five Audit Committee meetings were held on **25th May, 2022, 8th August, 2022, 20th October, 2022, 12th November, 2022 and 11th February, 2023**. The attendance of Audit Committee member is given hereunder:

Name of the Director	Category	Nos. of Meeting Attended
Mr. B. R. Sureja	Chairman of Committee	5
Mr. J. B. Jagani	Member of Committee	5
Mr. P. J. Doshi	Member of Committee	5

The Audit committee at its meeting held on **29th May, 2023** reviewed the Annual Accounts for the year 2022-23 and recommended the same for approval of the Board of Directors.

The Audit Committee invites such of the executives and directors, as it considers appropriate to be present at its meetings. The Manager, the Accountant, the Statutory Auditors, and the Internal Auditors are normally invited to this meeting.



Terms of Reference:

The Audit Committee reviews the financial statements of the Company along with its subsidiary and also performs the following functions:

- to review the audit plan and Company's external auditors report;
- to recommend appointment, remuneration and terms of appointment of auditors of the company;
- to review the financial statements of the Company before their submission to the Board;
- to review with management the quarterly financial statements of the Company before their submission to the Board;
- to review the co-operation given by the Company's officers to the external auditors;
- to discuss nature and scope of audit before audit commences with statutory auditors;
- to review the scope and results of internal audit procedures;
- to nominate external auditors for re-appointment;
- to review and accord its approval for interested person transactions;
- to generally undertake such other functions and duties as may be required by statute or by the Listing manual, and by such amendments made thereto from time to time;
- It shall have the authority to investigate into any matter relating to accounts as referred to it by the Board and for this purpose; they shall have full access to information contained in "Accounting records" of the Company.

The minutes of Audit Committee Meetings are reviewed by the Board of Directors at the subsequent Board Meeting.

(2) NOMINATION AND REMUNERATION COMMITTEE:

The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of Section 178 of Companies Act, 2013, and Regulation 19 of SEBI (LODR) Regulations, 2015.

Composition of Committee:

The Company has set up a Nomination and Remuneration committee which consist of three Non-Executive Independent Directors namely (1) Mr. B. R. Sureja (2) Mr. J. B. Jagani and (3) Mr. P. J. Doshi

The Company pays remuneration by way of salary and perquisites to their whole-time directors and senior managerial personnel subject to the requisite approval from the Board of Directors of the Company or from the shareholders as may be required under the "act".

During the Financial Year 2022-23, Mr. Rajan R. Bambhania, the Managing Director of the Company have been paid monthly remuneration of **Rs. 95,000/-** and Mr. Hiren N. Vadgama, the Chairman & Executive Director of the Company a monthly remuneration of **Rs.2,50,000/-** for the period served by them in the Company. Mr. Jignesh S. Thanki, the Director (Technical) of the Company have been paid monthly remuneration **Rs.2,50,000/-** with effect from 1st November, 2022 for the period served by him the Company. All other Directors have been paid Rs.2500/- as sitting fees for each meeting attended by them subject to a maximum Rs. 10,000/- in a year

The remuneration committee at its meeting held on **26th May, 2022** reviewed the performance and recommend remuneration package to the Managing/Whole-time Directors and also Senior Managerial Personnel of the Company.

Terms of Reference:

The role of the Remuneration Committee is to facilitate the transparency, accountability, and reasonableness of the remuneration of Directors and Senior Management Personnel.

The Remuneration Committee will recommend to the Board a framework of remuneration for the Directors, key managerial personnel and other employees and determine specific remuneration packages for each Director.

All aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options, and benefits-in-kind shall be covered by the Remuneration Committee.

Remuneration Policy:

The Non-Executive Independent Directors of the Company are paid by way of sitting fees. There is no other pecuniary relationship or transaction by the Company with Non-Executive Directors.

The Company pays remuneration to its Executive Chairman, Managing Directors and Whole-time Directors by way of Salary, perquisites, and bonus. The remuneration is approved by the Board and is within the overall limits as prescribed under the "act" and approved by the shareholders.

The minutes of Nomination & Remuneration Committee are reviewed by the Board of Directors at the subsequent Board Meeting.

Details of remunerations, sitting fees, etc. paid to Directors for the year ended **31st March, 2023**.

Name of the Directors	Remuneration Directors Per Month	Sitting fees paid for attending Board/Audit Committee Maximum Rs.10,000/- in a year.
Mr. Hiren N. Vadgama	2,50,000	Nil
Mr. Rajan R. Bambhania	95,000	Nil
Mr. Jignesh S. Thanki w.e.f.01 st November, 2022	2,50,000	Nil
Mr. Bhavesh R. Sureja	Nil	10,000
Mr. Jagdishchandra. B. Jagani	Nil	10,000
Mrs. Anila S. ThankiUp to 02-11-2022	Nil	5,000
Mr. Palak J. Doshi	Nil	10,000
Mrs. Shruti K Bhadeshiya w.e.f.01 st November, 2022	Nil	5,000

NOTE: The Non-Executive Directors are not entitled to any remuneration except sitting fees for attending Board/ Committee meetings. As regards to Whole-time Directors they are entitled to remuneration as per terms of appointment.



(3) STAKEHOLDER RELATIONSHIP COMMITTEE:

The constitution and terms of reference of Stakeholders Relationship Committee of the Company are in compliance with the provisions of Section 178 of Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.

Composition of Committee:

The Shareholders/Investors Grievance Committee was constituted to look into the redressal of shareholders/investors grievances, if any, like transfer/transmission/demat of shares, loss of shares certificate, non-receipt of annual report, dividends etc.

Scope of Committee:

The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services.

The Composition of Shareholder Committee is as follow:

NAME OF THE DIRECTORS & POSITION	CATEGORY
Mr. B. R. Sureja -Independent Non-Executive Director	Chairman of Committee
Mr. H. N. Vadgama -Chairman & Executive Director	Member of Committee
Mr. R. R. Bambhania - Managing Director	Member of Committee

One meeting of Shareholder/Investor Grievances Committee was held on **28th April, 2022**

The Committee places a certificate of Registrar & Transfer Agent about the details of complaints received and their disposal during the quarter.

Redressal of Investor Grievances:

The Company and its Registrar & Transfer Agent addresses all complaints, suggestions, and grievances expeditiously and replies are sent within 7-10 days except in case of dispute over facts or other legal impediments and procedural issues. The Company endeavours to implement suggestions as and when received from the investors.

The Company has received Nil no. of complaint from shareholders during the Financial Year 2022-23.

The minutes of Stakeholders Relationship Committee are reviewed by the Board of Directors at the subsequent Board Meeting.

1. GENERAL BODY MEETINGS:

The last Three Annual General Meetings of the Company were held are given below:

Financial Year	Date	Location of the Meeting	Time
2019-20	28/09/2020	Village: PATLA, Tal: BHESANDist.: JUNAGADH 362 030	11:00 a.m.
2020-21	28/09/2021	Village: PATLA, Tal: BHESANDist.: JUNAGADH 362 030	11:00 a.m.
2021-22	28/09/2022	Village: PATLA, Tal: BHESANDist.: JUNAGADH 362 030	11:00 a.m.

During the financial year ended 31st March, 2023, Postal Ballot process were carried out pursuant to provisions of section 110 of companies act, 2013 read with companies (management and administration) rules, 2014 and all were deemed to be passed on 15th December, 2022 with requisite majority and the details of the said resolutions passed have been furnished elsewhere hereunder.

All resolutions moved at the last Annual General Meeting were passed in the manner of "Poll" by the requisite majority of members since the Company has given a facility of e-voting to their members as being mandated by the SEBI.

The followings are the Special Resolutions passed at the previous three Annual General Meetings

Whether AGM Held	Special Resolution Passed	Summary
1. 28.09.2020	YES	Appointment and/ or Remuneration of Mr. Hiren N. Vadgama as an Executive Director for a period of 5 (Five) years.
2. 28.09.2021	NIL	NOT APPLICABLE
3.28.09.2022	YES	Appointment of Mr. Jagdishchandra B Jagani as Independent Director for second term for consecutive 5 years from 25 th October, 2021

Postal Ballot:

During the year under review, following 5 (Five) Nos of resolutions were passed through the Postal Ballot pursuant to provisions of section 110 of companies act, 2013 read with companies (management and administration) rules, 2014 and all were deemed to be passed on 15th December, 2022 with requisite majority

ITEM NO. 1: APPOINTMENT OF SHRUTI KAUSHAL BHADSHIYA DIN 0009762048 AS DIRECTOR NOT LIABLE TO RETIRE BY ROTATION AS NON- EXECUTIVE WOMAN INDEPENDENT DIRECTOR AS SPECIAL RESOLUTION

ITEM NO. 2: REGULARISING THE APPOINTMENT OF MR. JIGNESH SHASHIKANT THANKI DIN 00146168 AS DIRECTOR LIABLE TO RETIRE BY ROTATION AS ORDINARY RESOLUTION

ITEM NO. 3: APPOINTMENT/ REMUNERATION TO MR. JIGNESH THANKI AS WHOLE TIME OF DIRECTOR DESIGNATED AS DIRECTOR (TECHNICAL) AS SPECIAL RESOLUTION

ITEM NO. 4: REVISION IN REMUNERATION TO MR. RAJAN RAMNIKAL BAMBHANIA DIN 00146211 AS MANAGING DIRECTOR AS SPECIAL RESOLUTION





ITEM NO. 5: REVISION IN REMUNERATION TO MR. HIREN NAROTTAM VADGAMA DIN 00145992 AS CHAIRMAN & EXECUTIVE DIRECTOR AS SPECIAL RESOLUTION

Special resolutions proposed to be conducted through Postal Ballot:

None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot. Any special resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

Procedure for Postal Ballot:

The procedure for Postal Ballot shall be as per the provisions contained in this behalf in the Companies Act, 2013 and Rules made there under, viz., Companies (Management and Administration) Rules, 2014 and any amendments thereof from time to time. Electronic voting facility has been provided to all members, to enable them to cast their votes electronically. The Company engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The members had the option to vote either by physical ballot or e-voting.

DISCLOSURES:

- During the year under review, besides the transactions mentioned elsewhere in the annual report, there were no significant related party transactions or pecuniary transactions by the Company with its promoter, directors, management, and subsidiaries for the year ended on 31st March, 2023 that had a potential conflict with the interests of the Company at large.
- The Audit Committee is briefed of the related party transactions undertaken by the Company in the ordinary course of business; the material individual transactions which were not in the normal course of business and material individual transactions with related parties or others, which were not at arm's length basis together with management's justification for the same.
- The Senior Management has made disclosures to the Board relating to all material, financial and commercial transactions stating that they did not have personal interest that could result in the conflict with the interest of the Company at large.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or any other statutory authority relating to the capital markets during the last 3 years. No penalties or strictures have been imposed by them on the Company.
- The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of Financial Statements, the Company has not adopted a treatment different from that prescribed in any Accounting Standard. The Managing Director (CEO) have certified to the Board in accordance with **Regulation 17(8) of SEBI (LODR) Regulations, 2015** pertaining to CEO certification for the financial year ended on **31st March, 2023**.
- As required the financial statements for the period ended 31st March, 2023 have been prepared in compliance to IND-AS.

3. MEANS OF COMMUNICATION:

The Company does not send its half-yearly reports to each shareholder as the same is not required to be sent legally.

The quarterly, half-yearly and full year results are regularly submitted to the stock exchange in accordance with the listing agreement and are published in newspapers like Indian Express and Financial Express.

The website of the Company is <http://www.aec.com>

4. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting:

Date & Time: **Thursday, 28th September, 2023 at 11.00 a.m.**

Venue: **Village: PATLA, Taluka: BHESAN, Dist.: JUNAGADH-362 030**

- Financial year: **2022-23 (1st April to 31st March)**
- Date of Book Closure: **22nd September, 2023 to 28th September, 2023** (Both days inclusive)
- Listing on Stock Exchange: Bombay Stock Exchange Limited

The annual listing fees for the year 2023-24 have been paid to the aforesaid stock Exchange.

Stock Code: 522005 (BSE) ISIN No. INE759F01012

Market Price Data:

The monthly high and low shares traded on the Bombay Stock Exchange Limited during financial year 2022-23.

Month	Year	High (Rs.)	Low (Rs.)	Month	Year	High (Rs.)	Low (Rs.)
April	2022	68.20	54.05	October	2022	137.75	103.40
May	2022	66.40	51.30	November	2022	131.45	106.50
June	2022	76.00	56.00	December	2022	145.00	102.20
July	2022	68.95	57.60	January	2023	131.00	111.00
August	2022	97.00	65.05	February	2023	138.85	111.10
September	2022	117.5	85.00	March	2023	134.95	115.65

Registrar & Share Transfer Agents:

LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083

Phone No.: +918108116767, Fax No.: 022 49186060

Email: rnt.helpdesk@linkintime.co.in



- **Share Transfer Systems:**

Presently, the share transfer received in physical form are processed and the share certificate are returned within the stipulated time as stipulated by the Regulator from the date of receipt, subject to the documents being valid and complete in all respects.

- **Distribution Pattern of shareholding as on 31st March, 2023:**

No. of Equity Shares Held	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	3774	87.7879	5096540	14.6545
501- 1000	216	5.0244	1726430	4.9641
1001- 2000	141	3.2798	2088300	6.0047
2001- 3000	41	0.9537	1038170	2.9851
3001- 4000	29	0.6746	1054080	3.0309
4001- 5000	18	0.4187	836180	2.4043
5001- 10000	35	0.8141	2323940	6.6822
10001 and above	45	1.0868	20614360	59.2741
Grand Total	4299	100.00	3477800	100.00
Physical Mode	620	14.4219	147901	4.2527
Electronic Mode	3679	85.5780	3329899	95.7473

- **Shareholding Pattern as on 31st March, 2023:**

Category	Number of Shares	% of Holding
Indian Promoters/Relatives	1188453	34.17
Resident Individuals & Corporate	2261383	65.02
Fin. Institutions/Banks/Mutual Fund	2400	0.07
NRIs	25564	0.74
TOTAL	3477800	100.00

- **Dematerialization of equity shares and liquidity:**

The Company's equity shares are compulsorily dematerialized with effect from 17.10.2002. The Company's ISIN No. **INE759F01012**. Any shareholder, desirous of dematerialization of their shares, is required to approach any Depository Participant for opening of account or for any operational clarification; the Share Certificates are required to be sent to the Company through Depository Participant only.

Nearly **95.75%** of total equity shares of the Company are held in dematerialized form with following depository.

NSDL: 1892892 Shares (54.43%) CDSL: 14377007 Shares (41.32%) as at 31st March, 2023.

- **Outstanding GDRs/ADRs/Warrants or any Convertible Instruments conversion date and likely impact on equity:**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

- **Plant Location:**

Village: PATLA, Taluka: BHESAN,
District: JUNAGADH 362 030 (Gujarat)
Phone: 02873 – 252223 / 252267 / 252268
Fax: 02873-252225 & 0285-2661505
E-mail: info@aec.com
Website: <http://www.aec.com>

- **Address for Correspondence:**

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, and please write to:

LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083
Phone No.: 91 8108116767, Fax No.: 91 22 49186060
Email: rnt.helpdesk@linkintime.co.in

For general correspondence write to:

AUSTIN ENGINEERING COMPANY LIMITED

Village: PATLA, Taluka: BHESAN,
District: JUNAGADH 362 030 (Gujarat)
Phone: 02873 – 252223 / 252267 / 252268
Fax: 02873-252225 & 0285-2661505
E-mail: info@aec.com

5. CEO and CFO CERTIFICATION:

The CEO's and CFO's certification of the financial statements and a declaration that all Board Members and senior management have affirmed compliance with the Company's Code of Business Ethics for the year ended **31 March, 2023** is attached with this report.



**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD:**

We, **Mr. R. R. Bambhania, Managing Director** and **Mr. Siddik Kotal, Chief Financial Officer** of Austin Engineering Company Limited, certify that:

1. We have reviewed the financial statements for the year **31st March, 2023** and to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing Generally Accepted Accounting Principles including Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors and reports significant issues to the Audit Committee of the Board. The Statutory Auditors and Audit Committee are apprised of any corrective action taken or proposed to be taken with regard to significant deficiencies and material weaknesses.
4. We have indicated to the Auditors and to the Audit Committee:
 - a) that there are no significant changes in internal control over financial reporting during the year;
 - b) that there are no significant changes in accounting policies during the year;
 - c) that there are no instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the Company's internal control system over financial reporting.

Rajan R. Bambhania
Sd/-
Managing Director

Siddik Kotal
Sd/-
Chief Financial Officer

Place: Patla, Junagadh
Date: 30th May, 2023

6. DECLARATION BY CEO UNDER REGULATION 26 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT:

In accordance with Regulation 26 of SEBI (LODR) Regulations, 2015 with the Stock Exchange, I hereby confirm that, all Directors and the Senior Management Personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the financial year ended on **31st March, 2023**.

FOR AUSTIN ENGINEERING COMPANY LIMITED

Place: Patla, Junagadh
Date: 30th May, 2023

Sd/-
R. R. Bambhania
Managing Director

7. AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER REGULATION 27 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
THE MEMBERS OF
AUSTIN ENGINEERING COMPANY LIMITED

We have examined the compliance of conditions of corporate governance by **AUSTIN ENGINEERING COMPANY LIMITED** during the year ended on **31st March, 2023** as stipulated in Regulation 27 of the SEBI (LODR) Regulations, 2015 of the said Company with the stock exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. 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.

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

We have been explained that no investor grievances remaining unattended/pending for a period exceeding one month as **on 31st March, 2023**.

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

For **J C RANPURA & CO.**
Chartered Accountants
FRN: 108647W

Sd/-
(**Mehul J. Ranpura**)
Partner

Place: Rajkot
Date: 30th May, 2023

Membership No. 128453
UDIN: 23128453BGRRGW7584





MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW- ECONOMY & BEARING INDUSTRY:

The rearmost World Economic Outlook published by the International Monetary Fund (IMF) has projected a slightly less caliginous picture than what we anticipated a while ago. Among the top reasons cited were the robust consumer spending and a less severe energy extremity than anticipated post-Russia's irruption of Ukraine. Nonetheless, global frugality still faces major headwinds. Global growth is now anticipated to fall from 3.4 percent in 2022 to 2.8 percent this time, before rebounding to 3 percent in 2024. The 2023 growth protuberance is in line with the October 2022 estimate of 2.7, as the IMF visualizes far smaller countries facing recession this time and no longer anticipates a global downturn. One of the main reasons behind the watchful and auspicious outlook is the rearmost downcast trend in inflation, suggesting that inflation may have peaked in 2022. The projection given by IMF on global inflation is that it will dip to 6.6 in 2023 and 4.3 in 2024, which is still above pre-pandemic situations of about 3.5 percent, but significantly lower than the 8.8 percent observed in 2022. (Source: International Monetary Fund)

Global Outlook:

Global Economic growth is expected to dampen to 2.7% in 2023 which is 0.2% higher than what was predicted in October of last year in World Economic Outlook (WEO) but lower than the documented (2000-19) average of 3.8%. The upswing in central bank outlays to fight inflation and Russia's insurgence in Ukraine continue to chew on the economic activity. The fleeting spread of COVID-19 in China's provinces dampened growth in 2022, but the recent and more current reopening has shown a path for a quicker-than-expected recovery. As a bonus, strong labor markets and solid remuneration growth could strengthen consumer demand, while alleviating supply chain disruptions could assist in cooling down inflation and curb the need for more monetary tightening.

Current Scenario:

Asia's third sizeable economy recorded a year-on-year growth of 4.4% in October-December, dropping from 11.2 percent a year back and 6.3 percent in the aforementioned quarter. The GDP growth forecast for India as provided by the IMF for FY 2023-24 has dropped by 20 basis points to 5.9 percent and for FY25 by 50 basis points to 6.3 percent. Despite a noteworthy drop in the growth rate projections from 6.8 percent to 5.9 percent, India reinstates its position as the fastest growing economy in the world. The deluge from the recent turmoil in financial markets in the United States and Europe constitutes an impending risk to interim investment flows to markets coming to the fore, including India.

Future Outlook:

In contention with the rest of the world, India too encountered an exceptional set of challenges in tightening the financial atmosphere and alleviated supply chain disruptions from a prolonged and arduous war in Europe but combated them better than most notable economies. As stated by the survey, India is the world's third-largest economy in PPP (purchasing power parity) terms and sizably fifth in terms of the exchange rate. With the indication that inflation may not be too worrisome, borrowing/ commandeering costs are likely to remain 'higher for longer' as deep-rooted inflation may prolong the tightening cycle. India's recovery from Covid 19 was quick, with a growth outlook to be supported by solid domestic demand, and a boost in capital investment, but accentuated the defiance of the rupee with the prospect of further interest rate hikes by the US Fed. This optimistic and buoyant growth forecasts stem from several positives like the recoiling of private consumption giving a boost to production activity, higher capital expense, and near-universal vaccination coverage permitting people to spend on contact-based services such as restaurants, hotels, shopping malls, and cinemas. Supporting further economic growth is the expansion of public digital platforms and measures such as PM Gati Shakti, the NLP (National Logistics Policy), and the PLI (Production-linked incentive) schemes to bolster manufacturing output. (Source: International Monetary Fund and IBEF)

Bearing Market and Future Development:

In 2022, the global bearing market expanse is anticipated to grow at a CAGR of 10.6% from 2023 to 2030 (Source: <https://www.grandviewresearch.com/industry-analysis/bearings-market>). The roller bearings segment in 2022 accounted for the largest revenue share of more than 47.37%. Against all odds, this segment is also appraised to continue its supremacy and materialize as the quickest-growing segment for the years to come. Bearings are virtually part of every kind of equipment's or machinery, thoroughly ranging from automobile parts, farm equipment, and household appliances to segments comprising defense and aerospace equipment. These factors are projected to drive this market.

(a) Indian Automotive & Agriculture Industry:

The Automotive Market for India was valued at USD 100 billion in 2021 and is anticipated to hit USD 160 billion in 2027, inscribing a CAGR of 8.1% over the forecast period (2022-2027). The automobile sector accounts for 7.1% of India's GDP and 49% of the manufacturing GDP. Hence, the automobile sector in India is a significant driver of macroeconomic growth and technological advancement. Being a significant driver in the bearing market, it is said to propel India bearing market size from US\$ 1,772.6 Mn in 2021 to US\$3,374.4 Mn by the end of 2027 thus registering growth at a CAGR of 10.9%.

With the onset of a steep growth of about 26% in FY22, the momentum continued into FY23 registering a staggering 32.88% uptick as compared to FY22 with figures inching towards the one-million-unit sales mark.

The Indian Agriculture tractor market surpassed their all-time records and have registered an increase of about 12% in sales over last year with 944,000 units in FY23. Few reasons include an increase in farm income as a consequence of rising MSP (minimum support prices) as well technological advancements in 40HP plus tractors aiding to this increased demand. Mahindra tops the list with TAFE, John Deere and CNH following up on the list. Tractors in the range of 41-60 HP have proven to be the market leader and is expected to sustain growth at a CAGR of 5.78%.

(b) Indian Industrial Industry:

India is gradationally progressing on the road to Industry 4.0 through the Government of India's enterprises like the National Manufacturing Policy aimed at increasing the share of manufacturing in GDP to 25 percent by 2025 and the PLI (Production Linked Incentive) scheme for manufacturing which was launched in 2022 to develop the core manufacturing sector proportionate with global manufacturing norms.



Industrial Production in India ballooned 5.2% year-on-year in January of 2023, following a 4.3% ascension in December and equated to market forecasts of a 5% increase. Yields from the manufacturing sector rocketed to 3.7%, mining 8.8% and electricity 12.7%. Considering the April 2022- January 2023 period, the artificial product went up 5.4%. (Source: Report released by the Ministry of Statistics and Programme Implementation)

(C) Future Growth Rates:

The Indian government continues to bestow momentum on the Manufacturing and Mining industry. Early January 2023, the mining growth stood at 8.8% versus 9.8% back in December last year, while the manufacturing output stood at 3.7% versus 2.6% and electricity growth came in at 12.7% versus 10.4%. Expectations are that the mining production in India will be 2% by this quarter's end. The current projections for 2024 and 2025 are 3.10% and 2.50% respectively with a CAGR of 3.07% (2023– 2025). India's output of 8 core industries registered a growth of 7.8% in January 2023 against 4% growth during January 2022 (Source: Ministry of Commerce) The production of coal, fertilizers, electricity, steel, cement, natural gas, and refinery products increased early this year in January over the corresponding month of last year. The government has recently taken several initiatives to boost growth in the industrial sector. Among notable ones are PLI (Production linked incentive), PM Gati Shakti (Multimodal connectivity infrastructure), Bharat Mala (Northeast India connectivity), Startup India, Make in India 2.0, Atmanirbhar Bharat Campaign, Disinvestment plans, and MSME innovative schemes.

Additionally, there are measures that have commenced to strengthen the railway infrastructure. As per the Union budget, which was discussed, Indian Railways finalized a tender to procure 90,000 freight wagons by 2025. The investment involved is about INR 1 trillion. They are also set to achieve a loading of 2024 MT (metric ton) in 2024 from the current 1600-1700 MT loading in 2023. Also, Indian Railways launched the National Rail Plan, Vision 2024, to facilitate the implementation of important and critical projects, such as multitrack congested routes, achieving 100% electrification, upgradation of the speed to 160 kmph on the Delhi- Howrah/Mumbai routes, upgrade speeds to 130 kmph on all other golden quadrilateral/diagonal (GQ/GD) routes /circuits thus eliminating all level crossings for the same, by 2024. Indian Railways have prepared an NRP (National Rail Plan) which is directed at formulating certain strategies based on both functioning capacities and business-oriented policy initiatives to increase the modal allotment of the Railways in freight to 45%.

As it is known, the bearing industry is highly capital intensive and technology driven. The market is driven mainly by two key user segments namely automotive and industrial sectors. Organized sector companies including global bearing majors meet the needs of the Indian market through a mix of domestic manufacturing and imports. The business is further divided into Original Equipment Manufacturer (OEM) and End User Market. In terms of consumption, organized sector dominates the OEM market and industrial aftermarket demand, while the unorganized sector primarily caters to the low performance and lower end cost-sensitive segment of the aftermarket.

Your Company, with its overall reputation and its wide range of products will continue to deliver the performance and sustainable results to its customers.

OPPORTUNITIES:

The Indian Economy is presently growing positively and is expected to play a significant role in the global economy. Apart from accelerating the economic reforms, the industry has to address the challenges of job creation, growth-oriented investments and innovating outreaches to drive sustainable and inclusive growth. Indian urbanization is taking shape at rapid pace. The governments' ambitious call for "Make in India", "Youth development as the Starts-up" "The Atmanirbhar Yojana" creates various opportunities in this industry. Indian Railways is all set to upgrade with major spend allocated for key development projects. The growth of bearing industry thus seems to be on positive mood.

THREATS:

Bearing industry being capital intensive, there is always a threat of under utilization of expensive resources to be used and lesser absorption of fixed cost faced by the Company. Continual increase in raw material and consumables is another area of threat. Increase in labour cost will have to be matched by the corresponding increase in the productivity to retain competitiveness of industry. The shortage of appropriately skilled labour across is emerging as a significant and complex challenge to the company's growth and future.

Your Company continues to focus on quality and technology innovations besides further developing application engineering and R & D capabilities to strengthen the competitiveness.

STRENGTH:

The Directors and the top management of the Company are well experienced and technically qualified and sound. The Company is in this line of business for more than three decades and enjoys high reputation in the name of its brand and in the market. The Company has wide market network with established customer base. The Company is able to obtain skilled workmen at comparatively lower cost.

SEGMENT WISE PERFORMANCE:

The Company primarily operates in two segments of activities namely "Bearing", "Power". The segment wise revenue results and capital employed has been given here under by way of amount Rupees in Lakhs.

	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Particulars	Bearing	Bearing	Power	Power	Total	Total
1. Segment Revenue	10,963.50	8952.46	83.70	71.66	11,047.19	9,024.12
2. Segments Results (PBT)	407.72	84.42	64.26	52.57	471.98	136.99
3. Capital Employed	5,296.80	4,980.30	42.81	44.46	5,633.25	5,254.63

INTERNAL CONTROL SYSTEMS:

An important aspect of good Corporate Governance is a well-defined "Internal Control" and "Internal Audit" system. Therefore, your company views internal audit as a continuous process to keep management regularly appraised about the existence, adequacy and effectiveness of control systems and processes in the operations of the organization.





The Company has a sound system of internal controls for financial reporting of various transactions and compliance with relevant laws, rules, and regulations. The Company has well documented policies, procedures, and authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the business.

The Internal Audit Department has extensive audit programs for the year. The post audit checks and reviews are also carried out to ensure follow up on the observations made by the Audit Committee. The Audit Committee reviews the internal audit reports and the adequacy of internal controls periodically and takes corrective action as and when necessary.

All transactions are authorized as per company's approval and signature guidelines, which are recorded and reported in an organized manner.

FINANCE:

"AECL" operates primarily in bearings and related components segments which are used in a wide range of applications across industries. The government policy appears to be on positive front. The macro environment has improved.

Your company has been consistently practicing prudent finance and working capital management. The strong focus on working capital and liquidity management has helped timely generation of sufficient internal cash flow to invest in long-term strategic objectives of the company.

BUSINESS STRATEGY AND OUTLOOK:

"AECL" is the leading manufacturer of all types of anti-friction bearings, and it offers wide range of varieties to the different segments of people.

The Company blend optimism with caution as it looks ahead to short term future. Easing of inflation and liquidity will set better chance for investment and consumption.

At the company level, the majority of product range is the import substitute and we are focussing more and more on export front. A number of steps for strict cost control and improving efficiency and production at all levels have been taken which is expected to further enhance the performance of company in the years to come. At the core of "AECL", technical up gradation and advancement is a perpetual effort soliciting involvement of the top management which itself endeavours to encourage new development, continuous quality improvement and strong desire to prove that your company's technology is proficient to compete with any top technologically advanced organization and thus, resulting in unshakeable customer confidence in India and abroad for "AEC" bearings.

The Company is trying to focus on sharpening its competitiveness and offering various product- mixes which is totally market driven.

The Company restricts its export domain only to the most quality-conscious market like the United States and European Union which accounts majority of its revenue. We have 100% subsidiary in USA which also acts on marketing front. What may come as a surprise to the most is that, despite our very modest size, we have the widest range of bearings in the domestic market, weighing from 50 gms to over 500 kgs.

We manufacture bearings for demanding applications. It is among a handful of customized bearing manufacturer worldwide producing bearings of 1800 mm diameter.

Ours special bearing range includes:

1. Steel Plant bearings
2. Mining Equipment.
3. Material handling equipment.
4. Bearings for cement, sugar, paper and other continuous process industry
5. Special bearings for high-speed heavy-duty turbines (used in power plants)
6. Oilfield applications
7. Agro-machinery
8. Gear Box
9. Motor/Pumps

HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The Company believes that the quality of its employees is the key to its success in the long run and therefore is committed to provide necessary human resource development and training opportunities to equip them with skill, enabling them to adapt to contemporary technological advancements. Industrial relations during the year continued to be cordial. The company is committed to maintain good relations through negotiations and meetings and it encourages its employees to be "entrepreneurial" and focus on experimenting and being innovative.

The performance linked bonus and rewards were instituted, which not only helped to improve productivity but also brought the culture of healthy competitive performance within the organization. The gap between existing and desired skills has been filled up in the employees through training and development.

Your Company firmly believes that Human Resource Development strategies and practices will continue to provide sustained competitive advantage. The management of your company deeply appreciates the spirit and commitment of dedication of its employees.

CAUTIONARY STATEMENT:

Certain statements in the Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations, or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied therein. Important factors that could make a difference include raw material availability and prices thereof, cyclical demand and pricing in the company's principal markets, changes in government regulations and tax regime, economic developments within India and the countries in which the company conducts business and other incidental factors. The Company will not be in any way responsible for any actions based on such statements and undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.



INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF
AUSTIN ENGINEERING COMPANY LIMITED
Junagadh.

Report on the Standalone Ind AS Financial Statements

Opinion

- We have audited the accompanying standalone Ind AS financial statements of **M/s. Austin Engineering Company Limited**, Junagadh (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, statement of Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone Ind AS financial statements").
- In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the Profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2023. 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.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

- Completeness of revenue (as described in note 1 (b) (xv) (Summary of significant accounting policies) and note 24 of notes to the financial statements for the year ended March 31, 2023

Key audit matters	How our audit addressed the key audit matter
<p>The Company has revenue from sale of products which includes finished goods and scrap sales. The Company is engaged in manufacturing of forged and machined bearing rings and automotive components as per specification provided by the customers and based on the schedules from the customers.</p> <p>The Company recognizes revenue from sale of goods at a point in time when control of the goods is transferred to the customer, based on the terms of the contract with customers which varies for each customer. Determination of point in time includes assessment of timing</p>	<p>We performed the following audit procedures, amongst others:</p> <ul style="list-style-type: none"> We obtained an understanding of the Company's sales process, including design and implementation of controls over timing of recognition of revenue from sale of goods and tested the operating effectiveness of these controls We reviewed the Company's accounting policies for revenue recognition in context of the applicable accounting standard. Obtained customer contracts on sample basis and read the terms to assess various performance obligations in the contract, the point in time of transfer of control and pricing terms. Tested on a sample basis sales invoices for identification of point in time for transfer of control and terms of contract with customers. Further, we performed procedures to test on a sample basis whether revenue was recognized in the appropriate period by testing shipping records, good inwards receipt of customer, sales invoice, inco-terms etc. and testing the management assessment involved in the process, wherever applicable. Attended and observed the inventory count performed by the management at year-end and obtained confirmations for inventory lying with third parties.





Key audit matters	How our audit addressed the key audit matter
<p>of transfer of significant risk and rewards of ownership, establishing the present right to receive payment for the products, delivery specifications including Inco terms, timing of transfer of legal title of the asset and determination of the point of acceptance of goods by customer. Further, the pricing of the products is dependent on metal indices and foreign exchange fluctuation making the price volatile.</p> <p>Due to judgments relating to determination of point in time in satisfaction of performance obligations with respect to sale of products, this matter has been considered as key audit matter.</p>	<ul style="list-style-type: none"> • Circulated the confirmations for outstanding trade receivables on sample basis on year end, and performed alternate procedures for the confirmations not received. • We also performed various analytical procedures to identify any unusual sales trends for further testing • We assessed the disclosure is in accordance with applicable accounting standards.

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

- 1 The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexure to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the standalone Ind AS financial statements and our auditor’s report thereon.
- 2 Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- 3 In connection with our audit of the stand alone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- 4 If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibility for the Standalone Ind AS Financial Statements

- 1 The Company’s Board of Directors is responsible for the matters stated in section 134(5)of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standard (Ind AS) specified under Section 133 of the act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- 2 In preparing the standalone Ind AS 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.
- 3 The Board of Directors are responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Standalone Ind AS Financial Statements

- 1 Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.
- 2 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 standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure, and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 3 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.
- 4 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.
- 5 From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the stand alone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2020 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 As required by Section 143(3) of the Act, based on our audit we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The standalone balance sheet, the standalone statement of profit and loss statement and other comprehensive income, the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) There is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
 - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A." Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (h) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act read with schedule V of the act.





- (i) With respect to the other matters to be included in the Auditor's 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:
- (a) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - (b) The Company did not have any long-term contracts including derivative contracts; for which there were any material foreseeable losses.
 - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (d) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note No. 53(a) of the financial statements attached herewith, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person/s or entity/ies including foreign entity/ies ("Intermediaries"), with the understanding, whether recoded in writing or otherwise, that the Intermediaries 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 on the behalf of the Ultimate Beneficiaries.
 - (e) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note No. 53(b) of the financial statements attached herewith, no funds have been received by the Company from any person/s or entity/ies including foreign entity/ies ("Funding Party/ies"), with the understanding, whether recoded 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/ies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on the behalf of the Ultimate Beneficiaries.
 - (f) Based on the audits procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that representations under sub-clauses (i) and (ii) of clause (e) of Rule 11 contain any material misstatement.
 - (g) No dividend has been declared or paid during the year by the Company.
 - (h) as proviso to rule 3(1) of the Companies Rules, 2014 applicable for the company only w.e.f. April 1, 2023 reporting under this clause is not applicable.

For **J C RANPURA & Co.**
Chartered Accountants
FRN: 108647W

(Mehul J. Ranpura)
Partner
Membership No. 128453
UDIN: 23128453BGRRGW7584

Place: Rajkot
Date: 30.05.2023



Annexure A

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

- 1 We have audited the internal financial controls over financial reporting of **M/s. Austin Engineering Company Limited, Junagadh** (hereinafter referred to as the “**Company**”) as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls:

- 1 The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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:

- 1 Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- 2 Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- 3 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting:

- 1 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting:

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

Opinion:

- 1 In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **J C Ranpura & CO.,**
Chartered Accountants
[FRN:108647W]

(MEHUL J. RANPURA)

Partner

(Membership No. 128453)

UDIN: 23128453BGRRGW7584

Place: Rajkot
Date:30.05.2023





ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

In terms of the information and explanations sought by us and given by the Company as certificate and the books of account made available to us in the normal course of audit and to the best of our knowledge and belief, we report that, in our opinion:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant, and equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) These property, plant, and equipment have been physically verified by the management during the year at reasonable intervals. Discrepancies, having regard to size of the Company, considered as minor, were noticed on such verification and the said discrepancies were appropriately recognized in the financial statements by way of writing off of its assets.
- (c) The title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant, and Equipment (including Right of Use assets) or intangible asset or both during the year, and hence, this clause is not applicable to the Company.
- (e) No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The Management has conducted physical verification of inventory including lying with third parties at reasonable intervals during the year. In our opinion the coverage and the procedure at each verification by the management i.e. appropriate discrepancies of 10% or more in the aggregate for each class of inventories were noticed* on each physical verification and have been properly dealt within the books of accounts.
- (b) The Company has been, during the financial year 2022-23, sanctioned working capital limit in excess of five crore rupees, in aggregate, from bank on the basis of security of current assets. As mentioned in Note No. 19(A) of the Financial Statement attached herewith, the quarterly returns or statements filed by the Company with bank are in agreement with the books of account of the Company except for the Trade Receivable filed with Bank was not in agreement with books of account and the reason for such non-agreement is given in the table in the said note 19(A).
- (iii) The Company has not, during the year, made investment in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties.
 - (a) As the Company has not, during the year, provided loans, or provided advances in the nature of loans or stood guarantee, or provided security to any other entity, this clause is not applicable for the year under audit.
 - (b) As the Company has not, during the year, made investments, or provided guarantee, or given any security, this clause is not applicable for the year under audit.
 - (c) As the Company has not, during the year, granted any loans and advances in the nature of loans, this clause is not applicable for the year under audit.
 - (d) As the Company has not granted any loans and advances in the nature of loans, this clause is not applicable for the year under audit.
 - (e) As the Company has not granted any loans and advances in the nature of loans, this clause is not applicable for the year under audit.
 - (f) As the Company has not granted any loans and advances in the nature of loans, this clause is not applicable for the year under audit.
- (iv) The Company has complied with section 185 and 186 of the Companies Act, 2013, wherever applicable.
- (v) The Company has not accepted deposits, and therefore this clause is not applicable for the year under audit.
- (vi) We have broadly reviewed the books of accounts relating to materials, labors, and other items of cost maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act, and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- (vii) (a) The Company generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and any other statutory dues to the appropriate authorities. No undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, goods and services tax, cess, and other material statutory dues were in arrears as at 31st March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of income tax, sales tax, service tax, wealth tax, duty of customs, duty of excise, value added tax, goods and services tax, and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Central Excise as at March 31, 2023 have not been deposited by the Company on account of disputes:



Name of the Statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	72.71	Financial year 2009-10, 2010-11 & 2012-13	CESTAT, WZB - Ahmedabad
Central Excise Act, 1944	Excise Duty and Penalty	63.34	Financial year 2012-13 to 2017-18	CCEC (A) – Rajkot & PC(A) GST & CE Rajkot

- (viii) There were no transactions, not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessment under the Income-tax Act, 1961.
- (ix) (a) The Company has not taken any loans or other borrowings and therefore, this clause is not applicable for the year under audit.
- (b) As certified by the management of the Company and as per books of account produced before us, the Company is not a declared willful defaulter by any bank or financial institution or other lender.
- (c) As the Company did not avail any term loan, this clause is not applicable for the year under audit.
- (d) As per books of account produced before us, the Company has not utilized short-term funds for long term purposes, and therefore, this clause is not applicable for the year under audit.
- (e) As certified by the management of the Company and on the basis of books of account examined by us, the Company has not taken any loans from any entity or person on account of or to meet the obligation of its subsidiaries, associates, or joint ventures.
- (f) As certified by the management of the Company, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.
- (x) (a) On the basis of the records examined by us during the year, the Company has not raised money by way of initial public offer or further public offer (including debt instruments), and therefore, this clause is not applicable.
- (b) On the basis of our verification of records and information furnished to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and therefore, the requirement of sections 42 and 62 of the Companies Act, 2013 is not required to be complied with.
- (xi) (a) On the basis of our examination of the books of account and other relevant records and information made available to us, prima facie, we have not noticed any fraud (i.e. intentional material misstatements resulting from fraudulent financial reporting and misappropriations of assets) on or by the company, during the year. Further, the management has represented to us that no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- (b) The auditor of the company has not filed any report under sub-section (12) of section 143 of the Companies Act, 2013 in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014.
- (c) As represented by the management, there are no whistle-blower complaints received by the Company during the year.
- (xii) (a) This clause is not applicable to the Company as the Company is not Nidhi Company.
- (b) This clause is not applicable to the Company as the Company is not Nidhi Company.
- (xiii) All transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable Indian Accounting Standards.
- (xiv) (a) As certified by the management of the Company, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have duly considered the reports of Internal Auditor for the period under audit.
- (xv) In our opinion and according to the information and the explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him.
- (xvi) (a) In our opinion and according to the information and the explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) As certified by the management of the Company, the Company has not conducted any Non-Banking Financial or Housing Finance activities.
- (c) This clause is not applicable to the Company.
- (d) This clause is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the financial year under audit and in the immediately preceding financial year.
- (xviii) This clause is not applicable for the financial year under audit.





- (xix) On the basis of the financial ratios disclosed in note 51 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) This clause is not applicable to the Company for the financial year under audit.
- (b) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirements for report on clause 3(xx)(a) and (b) of the order is not applicable to the company.
- (xxi) There are no qualification or adverse remark by the respective auditor in the Companies included in the Consolidated Financial Statement. Accordingly the requirement to report on clause 3(xxi) of the order is not applicable to Holding Company.

For J C RANPURA & Co.,
Chartered Accountants
[FRN:108647W]

Place: Rajkot
Date: 30.05.2023

(MEHUL J. RANPURA)
Partner
(Membership No. 128453)
UDIN: 23128453BGRRGW7584



Standalone Balance Sheet As At 31 March, 2023

(Rs. in Lakhs)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
[A] ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	4	920.86	797.76
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangibles assets	5	195.55	204.63
(f) Intangible assets under development		-	-
(g) Biological Assets other than Bearer plants		-	-
(h) Financial assets			
(i) Investments	6	22.72	22.72
(ii) Trade receivables		-	-
(iii) Loans	7	-	-
(iv) Other financial asset	8	85.33	86.32
(i) Deferred tax assets (net)	9	270.92	233.00
(j) Other non current assets	10	-	41.06
Total non-current assets		1,495.37	1,385.48
2 Current assets			
(a) Inventories	11	3,257.36	4,336.94
(b) Financial assets			
(i) Investments	12	300.59	150.59
(ii) Trade receivables	13	2,381.17	1,622.84
(iii) Cash and cash equivalents	14	434.21	786.16
(iv) Bank balances other than (iii) above		-	-
(v) Loans	7	-	-
(vi) Other (to be specified)	8	262.60	334.01
(c) Current tax asset (net)	9	-	-
(d) Other current assets	10	314.45	162.18
Total current assets		6,950.38	7,392.72
TOTAL ASSETS		8,445.76	8,778.20
EQUITY AND LIABILITIES			
1 Equity			
Equity share capital	15	347.78	347.78
Other equity	16	5,285.48	4,906.85
Total equity		5,633.26	5,254.63
Liabilities			
1 Non-current liabilities			
Financial liabilities			
a) Borrowings		-	-
b) Other financial liabilities		-	-
c) Other non-current liabilities	17	5.00	5.00
d) Deferred tax liabilities (net)		-	-
Long-term provisions	18 A	868.69	914.82
Total non-current liabilities		873.69	919.82
2 Current liabilities			
Financial Liabilities			
a) Borrowings	19	-	376.32
b) Trade payables	20	1,331.76	1,793.41
c) Other financial liabilities	21	0.87	3.26
Other current liabilities	22	118.21	19.13
Current tax liabilities	30	6.32	19.21
Short term provisions	18 B	481.65	392.43
Total current liabilities		1,938.82	2,603.76
TOTAL EQUITY AND LIABILITIES		8,445.76	8,778.20
Summary of significant accounting policies	2		
The accompanying notes are integral part of the financial statements. This is the balance sheet referred to in our report of even date.			

As per our report attached of even date

For **J C Ranpura & CO.**Firm Registration No. 108647W
Chartered Accountants**MEHUL J. RANPURA**Partner
M. No. 128453
UDIN: 23128453BGRRGW7584Place : Rajkot
Date : 30.05.2023**S. A. Kotal**
Chief Financial Officer**Hemant N. Jhala**
Company Secretary

For and on behalf of the Board of Directors

H. N. Vadgama Chairman & Exe. Director**R. R. Bambhania** Managing Director**J. S. Thanki** Executive DirectorPlace : PATLA, Taluka, BHESAN, Dist.. JUNAGADH
Date : 30.05.2023

**Standalone Statement of Profit and Loss for the Year ended 31 March, 2023** (Rs. in Lakhs)

Particulars	Note No.	Figures for the current reporting period	Figures for the previous reporting period
I Revenue from operations	23	10,798.04	8,910.64
II Other income	24	249.16	113.48
III Total Income (I+II)		11,047.19	9,024.12
IV Expenses			
Cost of materials consumed	25 (a)	2,993.80	3,747.08
Purchases of stock-in-trade	25 (b)	1,036.87	1,099.37
Changes in inventories of finished goods, stock-in-trade and work-in-progress	25 (c)	1,116.71	(456.34)
Employee benefits expense	26	1,673.21	1,576.75
Finance costs	27	26.61	63.62
Depreciation and amortisation expense	28	96.03	90.23
Other expenses	29	3,631.98	2,766.41
Total expenses (IV)		10,575.22	8,887.13
V Profit before Exceptional Items and Tax		471.98	136.99
VI Exceptional items		-	-
VII Profit before Tax from Continuing Operations		471.98	136.99
VIII Tax expense			
1) Current tax	30A	116.96	34.46
2) Prior Period Tax		(15.28)	-
3) Deferred tax	30B	(32.23)	(39.60)
IX Profit (Loss) for the period from Continuing Operations		402.52	142.13
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax)(X-XI)		-	-
XIII Profit (Loss) for the period (IX+XII)		402.52	142.13
XIV Other Comprehensive Income	31		
A i) Items that will not be reclassified to profit and loss		(32.28)	26.48
ii) Income tax relating to items that will not be reclassified to profit or loss		8.39	(6.88)
B i) Items that will be reclassified to profit or loss		-	-
ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the year		(23.89)	19.59
XV Total Comprehensive Income for the Period (XII + XIV) (comprising Profit/(Loss) and Other Comprehensive Income for the period)		378.63	161.73
XVI Earnings per equity share	32		
1) Basic		11.57	4.09
2) Diluted		11.57	4.09
XVII Earnings per equity share			
1) Basic			
2) Diluted			
XVIII Earnings per equity share			
1) Basic			
2) Diluted			
Summary of significant accounting policies	2		

The accompanying notes are integral part of the financial statements.

This is the statement of profit and loss referred to in our report of even date.

As per our report attached of even date

For and on behalf of the Board of Directors

For **J C Ranpura & CO.**

Firm Registration No. 108647W

Chartered Accountants

MEHUL J. RANPURA

Partner

M. No. 128453

UDIN: 23128453BGRRGW7584

Place : Rajkot

Date : 30.05.2023

S. A. Kotal
Chief Financial Officer

Hemant N. Jhala
Company Secretary

H. N. Vadgama Chairman & Exe. Director

R. R. Bambhania Managing Director

J. S. Thanki Executive Director

Place : PATLA, Taluka, BHESAN, Dist.. JUNAGADH

Date : 30.05.2023



Standalone Cash Flow Statement for the year ended 31 March 2023

(₹ in Lakhs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	471.98	136.99
Adjustments for:		
Depreciation and amortisation expense	96.03	90.23
Profit on sale of PPE (Net)	(3.47)	-
Deferred income on security deposit received	-	(8.00)
Interest income	(10.55)	(17.79)
Gain on fair valuation of financial instruments (net)	-	-
Dividend income	-	-
Gain on foreign currency transactions (net)	-	-
Finance costs	26.61	63.62
Preliminary expenses written off	-	-
Loss on sale of non current investments	-	(0.60)
Provision for doubtful advances/receivables	19.00	16.39
Movement in provision for employee benefits and others	-	-
Amounts/assets written off	-	-
Unclaimed balances and excess provisions written back	-	-
Mark to market of derivative asset	-	-
Operating profit before working capital changes	599.61	280.85
Movement in working capital		
((Increase)/Decrease) in non-current loans	-	4.14
(Decrease)/(Increase) in inventories	1,079.58	(553.69)
Increase in Trade Receivable and other financial assets	(794.87)	(278.85)
(Decrease)/(increase) in other current assets	(152.27)	431.64
(Decrease)/(increase) in Other Non Current Assets & Other Financial Assets	42.05	(40.25)
((Decrease)/Increase) in Trade payables & Other Financial Liabilities	(464.03)	461.82
Increase financial liabilities	-	-
(Increase)/(Decrease) in other current liabilities	114.36	(452.76)
Increase in Provisions	10.81	106.02
Cash flow from operating activities post working capital changes	435.24	(41.08)
Income tax paid (net)	38.21	-
Net cash flow used/from operating activities (A)	618.32	(41.08)
B CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of PPE (including capital work-in-progress)	(397.03)	(49.59)
Proceeds from sale/disposal of PPE	6.95	-
Purchase of intangible assets	(4.10)	(4.10)
Purchase of current and non-current investments	(175.00)	(200.00)
Proceeds from sale of investments	25.00	50.01
Assets held for sale	-	-
Movement in fixed deposits (net)	-	-
Interest received	10.55	25.79
Dividend received	-	-
Net cash flows used in investing activities (B)	(346.05)	(177.89)
C CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of capital (including securities premium and share application money)	-	-
Proceeds from long-term borrowings (net)	-	-
Repayment of short-term borrowings (net)	(376.32)	(204.10)
Movement in retained earnings	-	-
Finance cost paid	(26.61)	(63.62)
Dividend paid (including tax)	-	-
Net cash used in financing activities (C)	(402.93)	(267.72)
Increase in cash and cash equivalents (A+B+C)	(351.95)	(486.69)
Cash and cash equivalents at the beginning of the year	786.16	1,272.85
Cash and cash equivalents at the end of the year	434.21	786.16

As per our report attached of even date

For and on behalf of the Board of Directors

For J C Ranpura & CO.

Firm Registration No. 108647W

Chartered Accountants

MEHUL J. RANPURA

Partner

M. No. 128453

UDIN: 23128453BGRRGW7584

S. A. Kotal
Chief Financial Officer**Hemant N. Jhala**
Company Secretary**H. N. Vadgama** Chairman & Exe. Director**R. R. Bambhania** Managing Director**J. S. Thanki** Executive Director

Place : Rajkot

Date : 30.05.2023

Place : PATLA, Taluka, BHESAN, Dist.. JUNAGADH

Date : 30.05.2023





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

A. Equity Share Capital

Current Year

(₹ in Lakhs)

Particulars	As at 31-03-2022	Movement during the year	As at 31-03-2023
Equity Share Capital	347.78	-	347.78

Previous Year

(₹ in Lakhs)

Particulars	As at "01-04-2021	Movement during the year	As at 31-03-2022
Equity Share Capital	347.78	-	347.78

B. Other Equity

(₹ in Lakhs)

	Reserve and Surplus						Item of other Comprehensive income	Total
	Capital Reserve	General Reserve	Cash Subsidy Reserve	Capital Redemption Reserve	Retained Earnings	Securities Premium		
Balance as at 1 April 2021	7.92	621.49	29.35	5.32	3,242.89	867.95	(29.81)	4,745.12
Profit for the year	-	-	-	-	142.13	-	-	142.13
OCI for the year	-	-	-	-	-	-	19.59	19.59
Dividends	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-
Balance as at 31 March 2022	7.92	621.49	29.35	5.32	3,385.02	867.95	(10.22)	4,906.85
Profit for the year	-	-	-	-	402.52	-	-	402.52
OCI for the year	-	-	-	-	-	-	(23.89)	(23.89)
Dividends	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-
Balance as at 31 March 2023	7.92	621.49	29.35	5.32	3,787.54	867.95	(34.11)	5,285.48

As per our report attached of even date

For J C Ranpura & CO.

Firm Registration No. 108647W

Chartered Accountants

MEHUL J. RANPURA

Partner

M. No. 128453

UDIN: 23128453BGRRGW7584

Place : Rajkot

Date : 30.05.2023

S. A. Kotal
Chief Financial Officer

Hemant N. Jhala
Company Secretary

For and on behalf of the Board of Directors

H. N. Vadgama Chairman & Exe. Director

R. R. Bambhanian Managing Director

J. S. Thanki Executive Director

Place : PATLA, Taluka, BHESAN, Dist.. JUNAGADH

Date : 30.05.2023



Notes to the Standalone Financial Statements for the year ended 31st March, 2023.

1. GENERAL INFORMATION

Austin Engineering Company Limited (“the Company”) is a public limited domiciled in India. The Company is engaged in manufacturing and selling all types of Bearings and its components under trademark “AEC”. The company is also engaged in generating of power from wind energy. The company caters to both domestic and international markets.

The Company’s shares are listed with BSE.

2. SIGNIFICANT ACCOUNTING POLICIES

A. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) as per the Companies (Indian accounting standard) Rules, 2015 as amended and notified under section 133 of the companies act 2013 (the “Act”) and other relevant provisions of the Act. The aforesaid financial statements have been approved by the Board of Directors in the meeting held on **30th May, 2023**. These financial statements are prepared and presented in Indian Rupees and rounded-off to the nearest rupees in Lakhs, except when otherwise stated. The Company’s financial statements for the year ended **31st March, 2023** were prepared in accordance with Indian Accounting Standards (Ind AS) notified under companies (Indian accounting standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the company and other relevant provisions of the act.

B. BASIS OF PREPARATION AND PRESENTATION

These financial statements have been prepared and presented on the accrual basis of accounting under historical cost convention or fair values as per the requirement of Ind AS prescribed under section 133 of the companies act, 2013.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique in estimating the fair value of an asset or a liability.

All assets and liabilities have been classified as current or non-current as per the group’s normal operating cycle or 12 months or other criteria as set out in the Schedule III to the Companies Act 2013. Based on the nature of its business, the group has ascertained its operating cycle to be 12 months for the purpose of current and non-current classification of assets and liabilities.

C. REVENUE RECOGNITION

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment. The normal credit term is 30 to 90 days upon delivery.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties, customer loyalty points). In determining the transaction price for the sale of equipment, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

(i) Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of electronic equipment provide customers with a right of return the goods within a specified period. The Group also provides retrospective volume rebates to certain customers once the quantity of electronic equipment purchased during the period exceeds the threshold specified in the contract. The rights of return and volume rebates give rise to variable consideration.

➤ Rights of return

The Group uses the expected value method to estimate the variable consideration given the large number of contracts that have similar characteristics. The Group then applies the requirements on constraining estimates





of variable consideration in order to determine the amount of variable consideration that can be included in the transaction price. A refund liability is recognized for the goods that are expected to be returned (i.e., the amount not included in the transaction price). A right of return asset (and corresponding adjustment to cost of sales) is also recognised for the right to recover the goods from a customer.

➤ **Volume rebates**

The Group applies the most likely amount method or the expected value method to estimate the variable consideration in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The Group then applies the requirements on constraining estimates in order to determine the amount of variable consideration that can be included in the transaction price and recognised as revenue. A refund liability is recognised for the expected future rebates (i.e., the amount not included in the transaction price).

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under thehead “other income” in the statement of profit and loss.

Dividend Income

Dividend income is recognized when the company’s right to receive dividend is established by the reporting date.

Windmill energy income

Consideration for electricity generated by the windmill division and fed into the state power grid is received in the form of credit in the manufacturing division’s power bill. Credits are recognised as income net of wheeling charges. Income so recognised is shown separately from the power cost under Other operating revenue

Other income is recognized on accrual basis provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

D. PROPERTY, PLANT AND EQUIPMENT

The cost of property, plant and equipment comprises its purchase price, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning, net of any trade discounts and rebates. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of profit and loss in the period in which the costs are incurred unless such expenditure results in a significant increase in the future benefits of the concerned asset.

An item of property, plant and equipment is derecognized upon disposal or on retirement, when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net sale proceeds and the carrying amount of the asset and is recognized in statement of profit and loss.

Property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any

The company has elected to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS i.e. 1 April-2016, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in schedule II to the companies Act, 2013. In respect of additions to property, plant and equipment, depreciation has been charged on pro rata basis.

Class of Assets	Useful Life Estimated by Management
Buildings	30
Plant & machinery	15
Vehicles	8
Furniture and fixtures	8
Computers	3
Windmill	22





The company reviews the residual value, useful lives and depreciation method annually and, if current estimates differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

E. INTANGIBLE ASSETS

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a Straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An item of intangible assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on recognition of the asset is included in the statement of profit or loss when the asset is derecognized.

For transition to Ind AS, the company has elected to continue with carrying value of all its intangible assets recognized as of 1 April 2016 (transition date) measured as per the previous GAAP as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

Intangible Assets amortized as follows:

- a) Trademark is amortized over the useful life estimated by the management. Over a period of 50 years.
- b) Computer Software is amortized over the useful life estimated by the management. Over a period of 5 years.

F. IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

At the end of each reporting period, the company reviews the carrying amounts of its Property, Plant and Equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of individual assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Any reversal of the previously recognized impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

G. LEASES

The company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration

Where the company is lessee

Company's leased assets comprises of lands. The company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets

a. Right-of-use assets

The company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term and the estimated useful lives of the assets, The right-of-use assets are also subject to



impairment. Refer to the accounting policies in section F Impairment of property, plant and equipment and intangible assets.

b. Lease liabilities

At the commencement date of the lease, the company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date with no option for extension and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as Lessor

Leases in which the company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

H. INVENTORIES

Inventories are stated at lower of cost and net realizable value. Cost comprises of purchase price, applicable taxes not eligible for credit, less rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories.

Cost is determined on the basis of,

Inventory	Method
Raw materials	Weighted Average Cost
Stock - in - process	Weighted Average Cost
Finished goods	Weighted Average Cost
Stores and spares	Weighted Average Cost
Fuel	Weighted Average Cost

I. EMPLOYEE BENEFITS

In respect of defined contribution plan the company makes the stipulated contributions to provident fund and pension fund, in respect of employees to the respective authorities under which the liability of the company is limited to the extent of the contribution. and are recognised in statement of profit and loss.

The liability for gratuity, considered as defined benefit, is determined actuarially using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is





recognized in period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income ; and
- Re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expenses'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the statement of financial position represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

J. TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current Tax

Current Tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the India Income Tax Act, 1961.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each annual reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax are recognized in the statement of profit and loss, except when they are related to item that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Minimum Alternate tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

K. FOREIGN CURRENCIES

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian National Rupee (INR).

The transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in Foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are



denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in statement of Profit and Loss in the period in which they arise except for;

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from equity to statement of Profit and Loss on repayment of the monetary items.

L. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that the reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities and contingent assets are not recognized but are disclosed in the notes.

M. EARNING PER SHARE

Basic earnings per share is computed by dividing the profit / (loss) after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax attributable to equity shareholders as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for driving basis earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

N. BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

O. GOVERNMENT GRANTS AND SUBSIDIES

Government grants are recognized by the company where there is reasonable assurance that the grants will be received and all the attached conditions will be complied with. Revenue grants are recognized in the Statement of Profit and Loss in the same period, in which the related costs are incurred are accounted for.

Government grants relating to Property, plant and equipment are recognized / presented as deferred income and released to the statement of Profit and Loss over the expected useful lives of the assets concerned.

P. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through statement of profit and loss ('FVTPL')) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized immediately in Statement of Profit and Loss.



a) Financial Assets

(i) Initial recognition and measurement.

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through statement of profit and loss at fair value through statement of profit and loss ('FVTPL')) are added to the fair value of the financial assets, on initial recognition. Transaction cost directly attributable to the acquisition of financial assets at FVTPL is recognized immediately in Statement of Profit and Loss.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL);
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI :

A 'debt instrument' is classified as FVTOCI if both of the following criteria are met :

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flow represents SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instrument at FVTPL :

FVTPL is a residual category for debt instrument.

Any debt instrument, which does not meet the criteria for categorization as amortized cost or as FVTOCI, is classified as FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as FVTPL. However, such election is chosen only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

(iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily de-recognized when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.



When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

(iv) Investment in Subsidiary:

The Company's investment in equity instruments of Subsidiary are accounted for at cost as per Ind AS 27, including adjustment for fair value of obligations, if any, in relation to such Subsidiary.

b) Financial liabilities and equity instruments

(i) Initial recognition and measurement

All financial liabilities are recognized initially at fair value plus transaction cost (if any) that is attributable to the acquisition of the financial liabilities which is also adjusted.

(ii) Subsequent measurement

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

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Trade and other payables

These amounts represent liabilities for goods or services provided to the company which are unpaid at the end of the reporting period. Trade and other payable are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are presented as non-current liabilities and are measured at amortized cost unless designated as fair value through profit and loss at the inception.

Other financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gain or losses on liabilities held for trading or designated as at FVTPL are recognized in the profit or loss.

De-recognition of financial liabilities:

A financial liability is de-recognition when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivatives and hedging activities:

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent change in fair value depends on whether the derivatives are designated as a hedging instrument, if so, the nature of the item being hedged and the type of hedge relationship designated.

The Company designated their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions and variable interest rate risk associated with borrowings.

The company documents at the beginning of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in the cash flows of hedge items. The company documents are risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.



The fair value of hedging derivative is classified as anon current asset or liability when the remaining maturity of the hedged item is more than 12 months. It is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

The company uses foreign exchange forwards contracts to hedge its exposure to movements in foreign exchange rate. This foreign exchange forward contract is not used for trading or speculation purposes. The accounting policies for forward contracts are based on whether it meet the criteria for designation as effective cash flow hedges. To designate the forward contract as an effective cash flow hedge, the company objectively evaluates with appropriate supporting documentation at the inception of the each contract whether the contract is effective in achieving offsetting cash flows attributable to the hedged risk. Effective hedge is generally measured by comparing the cumulative change in the fair value of the hedge contracts with a cumulative change in the fair value of the hedged item.

For forward contracts that are designated as effective cash flow hedges, the gain or loss from the effective portion of the hedge is recorded and reported directly in the share holders' fund (under the head "hedging reserve") and are reclassified into the statement of profit & loss upon the occurrence of the hedged transactions.

The company recognizes gains or losses from changes in fair value of forward contracts that are not designated as effective cash flow hedges for accounting purposes in the profit and loss account in the period the fair value changes occur.

c) Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

d) Impairment of financial assets

The company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The company recognized lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

Q. FAIR VALUE MEASUREMENT :

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

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

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole :

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.



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

R. CASH & CASH EQUIVALENTS

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balance (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

S. SEGMENT

Operating segments are reported in a manner consistent with the internal reporting provided to the management of the company.

Identification of segments

The Company's management examines the Company's performance both from a product and geographic perspective. The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of the geographical segments is based on the areas in which major operating divisions of the Company operate.

Intersegment transfers

The company accounts for intersegment sales on the basis of price charged for inter segment transfers.

Allocation of common cost

Common allocable costs are allocated to each segment according to the relevant contribution of each segment to the total common cost.

Unallocated items

Unallocated items include general corporate income and expenses items which are not allocated to any business segment.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statement of the Company as a whole.

3. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENTS

In the course of applying the policies outlined in all notes under section 2 above, the company is required to make judgement, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

(i) Useful lives of property, plant and equipment and Intangible assets

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly depreciable lives are reviewed annually using the best information available to the Management.

(ii) Impairment of Investment in Subsidiary

Determining whether the investments in subsidiary are impaired, requires an estimate in the value in use of investments. In considering the value in use, the Directors have anticipated the future commodity prices, capacity utilization of plants, operating margins, discount rates and other factors of underlying businesses / operations of the investee companies. Any subsequent changes to the cash flows due to changes in the above mentioned factors could impact the carrying value of investments.

(iii) Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.



(iv) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

(v) Fair value measurements

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF 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. Judgments include consideration of inputs such as liquidity risk, credit risk and volatility”.

(vi) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

4. 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 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

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

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

As per our report attached of even date

For **J C Ranpura & CO.**

Firm Registration No. 108647W
Chartered Accountants

MEHUL J. RANPURA

Partner
M. No. 128453
UDIN: 23128453BGRRGW7584

Place : Rajkot
Date : 30.05.2023

S. A. Kotal
Chief Financial Officer

Hemant N. Jhala
Company Secretary

For and on behalf of the Board of Directors

H. N. Vadgama Chairman & Exe. Director

R. R. Bambhania Managing Director

J. S. Thanki Executive Director

Place : PATLA, Taluka, BHESAN, Dist.. JUNAGADH
Date : 30.05.2023





Notes to the standalone financials statements for the year ended 31st March, 2023

4. PROPERTY, PLANT AND EQUIPMENT

(Rs. in Lakhs)

Particulars	Freehold hold Land	Lease hold Land	Building	Plant and Equipments	Laboratory Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Computers	Wind Mill machinery	Total
GROSS CARRYING AMOUNT											
BALANCE AS AT 01 APRIL 2021	0.72	0.96	543.97	2,547.58	2.61	182.69	244.69	127.78	116.49	353.93	4,121.43
Additions, separately acquired	0.23	39.63	0.49	2.50	-	5.16	1.59	-	49.59		
Adjustments during the year	-										
Disposals/assets written off	-										
Exchange loss on translating foreign operations	-										
BALANCE AS AT 31 MARCH 2022	0.72	0.96	544.19	2,587.21	3.10	185.19	244.69	132.94	118.07	353.93	4,171.01
Additions, separately acquired	-	-	11.97	139.41	-	0.08	51.69	3.87	2.42	-	209.44
Adjustments during the year	-										
Disposals/assets written off	3.48	3.48									
Exchange loss on translating foreign operations	-										
BALANCE AS AT 31 MARCH 2023	0.72	0.96	556.16	2,726.62	3.10	185.27	292.90	136.81	120.50	353.93	4,376.97
ACCUMULATED DEPRECIATION											
BALANCE AS AT 31 MARCH 2021	-	0.03	351.05	2,035.17	0.25	165.82	200.55	109.47	111.76	320.35	3,294.45
Charge for the year	0.02	14.71	46.65	0.26	3.63	7.35	2.53	1.40	2.26	78.80	
Adjustments for disposals	-										
Exchange loss on translating foreign operations											
BALANCE AS AT 31 MARCH 2022	-	0.05	365.76	2,081.82	0.51	169.45	207.90	111.99	113.16	322.61	3,373.26
Charge for the year	0.02	10.41	54.23	0.30	0.74	8.11	5.67	1.12	2.26	82.86	
Adjustments for disposals	-										
Exchange loss on translating foreign operations											
BALANCE AS AT 31 MARCH 2023	-	0.07	376.16	2,136.05	0.80	170.19	216.01	117.67	114.29	324.87	3,456.11
NET BOOK VALUE AS AT 01 APRIL 2021	0.72	0.93	192.92	512.41	2.36	16.88	44.14	18.31	4.72	33.58	826.97
NET BOOK VALUE AS AT 31 MARCH 2022	0.72	0.91	178.44	505.38	2.59	15.74	36.80	20.94	4.91	31.32	797.76
NET BOOK VALUE AS AT 31 MARCH 2023	0.72	0.90	179.99	590.57	2.30	15.08	76.89	19.14	6.21	29.06	920.86
Useful life of assets (In Years)	N.A.	N.A.	30 Years	15 Years	15 Years	10 Years	8 Years	5 Years	3 Years	22 Years	

(A) Title Deed of Immovable Properties not held in the name of the Company.

SR. NO.	Relevant line item in the balance sheet	Description of item of property	Gross Carrying value (In Lacs)	Title deeds held in the name of	Whether title deed holder is a promotor, director or relative of promotor/ director or employee of promotor or director	Property held since which date	Reason for not held in the name of the company
[1]	PPE	-	-	-	-	-	-
[2]	Investment Property	-	-	-	-	-	-
[3]	PPE retired from active use and held for disposal	-	-	-	-	-	-
[4]	Others	-	-	-	-	-	-



Notes to the standalone financials statements for the year ended 31st March, 2023

(B) The Company has not Classified any Property as Investment Property.

(C) The Company has not revalued its Property, Plant and Equipments.

(D) Capital-Work-in Progress (CWIP) :

a. CWIP ageing schedule (Amount in Rs.)

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

b. Details of CWIP overdue or costs of which exceeded its original plan (Amount in Rs.)

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

(E) Details of Benami Property held

No proceedings are initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rule made thereunder.

5. OTHER INTANGIBLE ASSETS

(Rs. in Lakhs)

Particulars	'aec'TRADE MARK	COMPUTER SOFTWARE	Total
GROSS CARRYING AMOUNT			
BALANCE AS AT 01 APRIL 2021	408.61	60.86	469.47
Additions, separately acquired	-	4.10	4.10
Adjustments during the year	-	-	-
Disposals/assets written off	-	-	-
Exchange loss on translating foreign operations	-	-	-
BALANCE AS AT 31 MARCH 2022	408.61	64.96	473.57
Additions, separately acquired	-	4.10	4.10
Adjustments during the year	-	-	-
Disposals/assets written off	-	-	-
Exchange loss on translating foreign operations	-	-	-
BALANCE AS AT 31 MARCH 2023	408.61	69.07	477.68
ACCUMULATED DEPRECIATION			
BALANCE AS AT 01 APRIL 2021	210.43	47.08	257.52
Charge for the year	8.17	3.26	11.43
Adjustments for disposals	-	-	-
Exchange loss on translating foreign operations	-	-	-
BALANCE AS AT 31 MARCH 2022	218.61	50.34	268.95
Charge for the year	8.17	5.00	13.18
Adjustments for disposals	-	-	-
Exchange loss on translating foreign operations	-	-	-
BALANCE AS AT 31 MARCH 2023	226.78	55.35	282.13
NET BOOK VALUE AS AT 01 APRIL 2021	198.18	13.78	211.96
NET BOOK VALUE AS AT 31 MARCH 2022	190.00	14.62	204.63
NET BOOK VALUE AS AT 31 MARCH 2023	181.83	13.72	195.55
Useful Life of the asset (in Years)	50	5	
Method of Depreciation	Straight Line method		



Notes to the standalone financials statements for the year ended 31st March, 2023

(A) The Company has not revalued its Intangible Assets.

(B) Intangible assets under development :

a. Ageing schedule of intangible assets under development (Amount in Rs.)

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

b. Details of CWIP of intangible assets overdue or costs of which exceeded its original plan (Amount in Rs.)

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

6. INVESTMENTS

Particulars	Face Value	No. of Shares		Amount in Lakhs	
		31 March, 2023	31 March, 2022	31 March, 2023	31 March, 2022
Investment in Subsidiary					
Non Current Investment in Equity Instruments Unquoted (At cost or deemed cost):					
AUSTIN ENGINEERING COMPANY (Formerly known as Accurate Engineering Inc.)	US \$ 1	0.25	0.25	11.43	11.43
AUSTIN ENGINEERING COMPANY (Formerly known as Accurate Engineering Inc.) (Additional share application money given)	US \$ 1	0.25	0.25	11.29	11.29
				22.72	22.72
Less: Impairment				-	-
Less: Loss share from joint ventures accounted through equity method				-	-
Sub total (A)				22.72	22.72
In Associates (unquoted)					
In equity shares (face value of ₹ 10 each)		-	-	-	-
				-	-
Less: Loss share from associates accounted through equity method				-	-
Sub total (B)				-	-
Total				22.72	22.72

^All equity shares, preference shares and debentures have face value ₹ 10 each unless otherwise stated.

1. Aggregate amount of Quoted Investments and their Market Value is as disclosed Bellow
2. Aggregate amount of Unquoted Investments of Rs. 22.72 Lakhs
3. Aggregate amount of impairment in value of Investments is Rs. Nil.



Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Disclosure for Quoted InvestmentFace	Number of shares		Amount in Lakhs	
	31 March, 2023	31 March, 2022	31 March, 2023	31 March, 2022
In other companies (quoted)				
quoted Equity Shares :				
Kowa Spining Ltd.	0.60	0.60	10.50	10.50
Bagri Min & Chem Ltd.	0.03	0.03	0.26	0.26
Damania Cap.Markets Ltd.	0.09	0.09	2.79	2.79
Indo Dutch Protiens Ltd.	0.01	0.01	0.07	0.07
Kongarar Textiles Ltd.	0.01	0.01	0.27	0.27
Orissa Luminaries Ltd.	0.02	0.02	0.20	0.20
Pennar Aqua Exports Ltd.	0.08	0.08	0.77	0.77
Stiefel Und.Schuh (I) Ltd.	0.00	0.00	0.04	0.04
Tina Electronics Ltd.	0.01	0.01	0.11	0.11
A.J.Brothers Ltd.	0.04	0.04	0.57	0.57
Asahi Fibres Ltd.	0.03	0.03	0.30	0.30
Asian Bearings Ltd.	0.00	0.00	0.02	0.02
Bhupendra Cap. & Fin.Ltd.	0.02	0.02	0.68	0.68
Gujarat Meditech Ltd.	0.01	0.01	0.09	0.09
Hindustan Agri Ltd.	0.01	0.01	0.07	0.07
Supriya Pharma Ltd.	0.01	0.01	0.10	0.10
Thambi Modern Spng.Mills	0.01	0.01	0.30	0.30
Valley Abresive Ltd.	0.02	0.02	0.15	0.15
Government Securities :				
National Saving Certificate	-	-	-	-
Sub total			17.80	17.80
Less: Impairment in value of investments			17.80	17.80
Total imparement			17.80	17.80
Net Investment			-	-

#these investment are carried at amortised cost

Particulars	31 March 2023	31 March 2022	31 March 2023	31 March 2022
	Long-term	Long-term	Short-term	Short-term
7. Loans				
(a) Loans to Related Parties	-	-	-	-
(b) Loans to others				
(Unsecured, considered good unless otherwise stated)				
Security deposits				
- considered good	-	-	-	-
- considered doubtful	-	-	-	-
Loans to joint ventures/operations and associates	-	-	-	-
Intercorporate deposits	-	-	-	-
Loan to related parties	-	-	-	-
Loan to employees	-	-	-	-
	-	-	-	-
Less: provision for doubtful receivables	-	-	-	-
	-	-	-	-
	-	-	-	-





Notes to the standalone financial statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	31 March	31 March	31 March	31 March
	2023	2022	2023	2022
	Long-term	Long-term	Short-term	Short-term
8. Other financial assets				
(a) Security Deposits:	-			
- considered good	52.64	51.43	-	-
- considered doubtful				
(b) Bank deposits with more than 12 months maturity:	-	-	-	-
(c) Other				
Income Tax Advances	-	-	-	-
Advances to related parties	-	-	-	-
Tender Deposits	-	-	3.20	-
Electric Power Income Receivable	-	-	-	5.22
Balance with government authorities	-	-	234.02	309.85
Advances given				
- considered good	32.69	34.89	25.38	18.94
- considered doubtful	-	-	-	-
	85.33	86.32	262.60	334.01
Less: provision for doubtful receivables	-	-	-	-
	85.33	86.32	262.60	334.01

(A) Disclosures relating to Loans and Advances in the nature of loans granted to promoters, directors, KMPs and the related parties:

- (a) repayable on demand
(b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	percentage to the total Loans or Advances in the nature of loan outstanding
1. Promoters	-	-
2. Directors	-	-
3. KMPs.	2.00	2.75%
4. Related Parties	-	-

9. Deferred Tax Assets (Net)

Particulars	31 March 2023		31 March 2022	
	Amount	Amount	Amount	Amount
a. Deferred tax				
Deferred Tax Liabilities on account of :				
Difference between Books & Tax Depreciation	(79.52)		(69.10)	
Others	-		-	
OCI	8.39		(6.88)	
		(71.13)		(75.98)
Deferred Tax Assets on Account of :				
Employees Benefits	303.23		256.89	
Business Loss & Unabsorbed Depreciation Allowance	-		11.05	
Allowance for doubtful receivable	9.20		4.26	
On account of Tangible & Intangible Assets	1.30		1.30	
On accounts of Financial Assets	0.55		5.01	
Others	4.63		4.63	
MAT Credit Entitlement	23.14		25.84	
		342.05		308.98
Total		270.92		233.00





Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	Number of units		Amount	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
12. Current Investments				
In Mutual Funds (quoted)				
SBI Floating Rate Debt Fund	9.53	9.53	100.00	100.00
SBI Saving Fund	4.13	1.45	150.60	50.60
Baroda BNP Paribas Liquid Fund	0.02	-	50.00	-
Sub total (A)	-	-	300.59	150.59
In bonds (unquoted)			-	-
Sub total (B)			-	-
Sub total (C)			-	-
Total (A+B+C)			300.59	150.59
Aggregate amount of book value and market value of quoted investments			313.25	153.14
Aggregate amount of unquoted investments			-	-
Aggregate amount of impairment in value of investments			-	-

Particulars	31 March, 2023	31 March, 2022
13. Trade receivables		
Secured : considered good	-	-
Unsecured : considered good	2,416.56	1,639.23
: considered doubtful	-	-
	2,416.56	1,639.23
Less: provision for doubtful receivables	35.40	16.39
	2,381.17	1,622.84

PARTICULARS	Outstanding from following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	

13.1 Trade Receivables Ageing Schedule:

As on 31.03.2023

(a) Undisputed trade receivables Considered good	2,373.84	0.80	-	-	6.73	2,381.17
(b) Undisputed trade receivables Considered doubtful	-	-	-	-	-	-
(c) Undisputed trade receivables Credit Impaired	-	28.44	5.09	1.87	-	35.40
(d) Disputed trade receivables Considered good	-	-	-	-	-	-
(e) Disputed trade receivables Considered doubtful	-	-	-	-	-	-
(f) Disputed trade receivables Credit Impaired	-	-	-	-	-	-



Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

PARTICULARS	Outstanding from following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
13.2 Trade Receivables Ageing Schedule:						
As on 31.03.2022						
(a) Undisputed trade receivables Considered good	1,665.03	12.57	7.12	0.04	(61.92)	1,622.84
(b) Undisputed trade receivables Considered doubtful	-	-	-	-	-	-
(c) Undisputed trade receivables Credit Impaired	-	16.39	-	-	-	16.39
(d) Disputed trade receivables Considered good	-	-	-	-	-	-
(e) Disputed trade receivables Considered doubtful	-	-	-	-	-	-
(f) Disputed trade receivables Credit Impaired	-	-	-	-	-	-

Particulars	31 March, 2023	31 March, 2022
14. Cash and bank balances		
Cash and cash equivalents		
Balances with banks		
Current accounts	233.33	469.41
Fixed Deposits	194.89	308.76
In Dividend Account	0.87	3.26
Cheques, Drafts on hands	-	-
Cash-in-hand	5.12	4.73
Others		
Bank deposits with maturity less than 3 months	-	-
	434.21	786.16
15. Equity share capital		
40,00,000 Authorised capital		
Equity shares of RS. 10/- each	400.00	400.00
	400.00	400.00
34,77,800 Issued, subscribed and paid-up capital		
Equity shares of RS. 10/- fully paid	347.78	347.78
	347.78	347.78

Terms/rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

a) Shareholders holding more than 5% shares in the company.



**Notes to the standalone financials statements for the year ended 31st March, 2023**

(Rs. in Lakhs)

No shareholders holding more than 5% shares in the Company.

- b) **No Change in Equity shares and Equity Share Capital during the financial years 2022-23 and 2021-22.**
 c) **The company has only one class of equity shares having a par value of Rs. 10/- per share.**

Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend where proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- d) **For the period of five years immediately preceding the date of Balance Sheet,**
- The Company has not allotted any shares as fully paid up without receipt of cash,
 - The Company has not brought back any shares,
 - The Company has not issued any shares by way of bonus shares

e) **Details of Shareholding of Promoters :**

Promoter Name	2023		2022		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
[A] Shareholders Holding Equity Shares :					
Bhogayta Jeshanker Ramjibhai HUF	1,46,410	4.21%	1,46,410	4.21%	-
Ramnklal N Bambhania	1,20,000	3.45%	1,20,000	3.45%	-
Jeshankar R Bhogayata	75,500	2.17%	75,500	2.17%	-
Ramnklal N Bambhania HUF	16,000	0.46%	16,000	0.46%	-
Narottam C Vadgama HUF	15,500	0.45%	15,500	0.45%	-
Shashikant M Thanki HUF	12,000	0.35%	12,000	0.35%	-
Total	3,41,910	9.83%	3,85,410	9.83%	-

Particulars	31 March, 2023	31 March, 2022
16. Other equity		
Statement of profit and loss		
As per last balance sheet	3,385.02	3,242.89
Add : Net profit for the year	402.52	142.13
Less : Appropriations		
Transfer to debenture redemption reserve	-	-
Transfer to general reserve	-	-
Equity dividend	-	-
Tax on equity dividend	-	-
Preference dividend	-	-
Tax on preference dividend	-	-
Amalgamation reserve and others	-	-
Ind AS adjustments	-	-
Depreciation adjustment	-	-
Capital redemption reserve	-	-
Gain on account of disposal of interests	-	-
Loss on account of purchase of DE Shaw instrument	-	-
Total appropriations	-	-
Net surplus in statement of profit and loss	3,787.54	3,385.02
Other reserve		





Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
General reserve		
As per last balance sheet	621.49	621.49
Add : Transferred from employee's stock options outstanding for lapsed options	-	-
Amount transferred from statement of profit and loss		
	621.49	621.49
Capital reserve		
As per last balance sheet	7.92	7.92
Amount transferred from statement of profit and loss		
	7.92	7.92
Capital redemption reserve		
As per last balance sheet	5.32	5.32
Amount transferred from statement of profit and loss		
	5.32	5.32
Securities premium account		
As per last balance sheet	867.95	867.95
Add : Additions on ESOP exercised		
Add: Shares issued by the subsidiary companies		
Less: Reversal on dilution of a subsidiary **		
	867.95	867.95
Cash Subsidy Reserve		
As per last balance sheet	29.35	29.35
Add: Amount transferred from statement of profit and loss		
Less: Amount transferred to general reserve		
	29.35	29.35
Other Comprehensive Income		
Translation reserve during the year	(10.22)	(29.81)
	(23.89)	19.59
	(34.11)	(10.22)
Total reserves	5,285.48	4,906.85
17. Other non-current liabilities		
(a) Advances:		
(b) Others:		
Advance received	-	-
Deferred income	-	-
Provision for Decommissioning Liability - Windmill	5.00	5.00
Long term Prepaid Income	-	-
	5.00	5.00





Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	31 March 2023 Long-term	31 March 2022 Long-term
18A. Provisions		
(a) Provision for Employee Benefits:		
Provision for leave encashment	-	35.94
Provision for gratuity	868.69	878.87
Provision for other employee benefits	-	-
(b) Others:		
Provision for contingency	-	-
Provision for warranty	-	-
	868.69	914.82

Particulars	Opening Balance	Additions Durig the Year	Amount used during the Year	Amount Reversed during the Year	Adjustments due to changes in discounting Rate	Closing Balance
Provision for leave encashment	35.94	-	35.94	-	-	0.00
Provision for gratuity	878.87	-	-	-	(10.19)	868.69
	914.82	-	-	-	-	868.69

Particulars	31 March 2023 Short-term	31 March 2022 Short-term
18B. Provisions		
(a) Provision for Employee Benefits:		
Provision for gratuity ST	188.54	109.16
Provision for Bonus	83.50	88.24
Provision for leave encashment ST	25.54	5.07
Provision for Salary ST	83.33	82.23
(b) Others:		
Provision for Expense payable ST	103.81	98.25
Provision for tax ST	(3.30)	-
Provision for others - ST	0.22	9.49
	481.65	392.43

Particulars	Opening Balance	Additions Durig the Year	Amount used during the Year	Amount Reversed during the Year	Adjustments due to changes in discounting Rate	Closing Balance
Provision for gratuity ST	109.16	79.38	-	-	-	188.54
Provision for Bonus	88.24	115.33	111.25	8.81	-	83.50
Provision for leave encashment ST	5.07	38.51	18.04	-	-	25.54
Provision for Salary ST	82.23	83.33	82.23	-	-	83.33
Provision for Expense payable ST	98.25	103.75	98.18	-	-	103.81
Provision for tax ST	-	-	3.30	-	-	(3.30)
Provision for others - ST	9.49	-	9.26	-	-	0.22
	392.43	-	-	-	-	481.65





Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
19. Short-term borrowings		
Secured		
(a) Loan Repayable on demand:		
(i) From Bank		
Short term Loans	-	-
Cash credit / export packing credit & working capital demand loans	-	376.32
(i) From other parties		
(b) Loan from Related Parties	-	-
(c) Deposits	-	-
(d) Others	-	-
		376.32

(A) Disclosures regarding borrowings form banks or financial institutes:

Quarter	Particular	As per Stock Statement	As per Books of Accounts	Difference	Reason for the same
1	Inventory	3,614.25	3,614.25	-	
	Trade Receivables	2,379.86	2,376.19	3.67	Due to Difference of TDS on Trade Receivable
2	Inventory	3,697.15	3,697.15	-	
	Trade Receivables	2,683.61	2,678.91	4.70	Due to Difference of TDS on Trade Receivable
3	Inventory	3,439.80	3,439.80	-	
	Trade Receivables	2,795.46	2,798.56	(3.10)	Due to Difference of TDS on Trade Receivable
4	Inventory	3,257.36	3,257.36	-	
	Trade Receivables	2,381.17	2,381.17	-	

20. Trade payables

Trade payables - acceptances	-	-
Trade Payables dues to micro and small enterprises	99.40	169.56
Trade Payables dues to other than micro and small enterprises	1053.89	1,462.55
Creditors for Capital Goods	178.46	161.30
Trade payables - Other accrued liabilities	-	-
Other current liabilities - Expenses payable	-	-
	1,331.76	1,793.41

20.1. Trade payable ageing schedule on 31-3-2023

(Amount in Lakhs)

PARTICULARS	Outstanding from following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 year	
a) MSME	99.40	-	-	-	99.40
b) Others	1,071.06	-	-	161.30	1,232.36
c) Disputed dues - MSME	-	-	-	-	-
d) Disputed dues - Others	-	-	-	-	-
Total	1,170.46	-	-	161.30	1,331.76





Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)
(Amount in Lakhs)

20.2. Trade payable ageing schedule on 31-3-2022

PARTICULARS	Outstanding from following periods from due date of payment				Total
	Less than	1-2 year	2-3 year	More than	
	1 year			3 year	
a) MSME	169.56	-	-	-	169.56
b) Others	1,450.03	4.26	0.03	169.53	1,623.85
c) Disputed dues - MSME	-	-	-	-	-
d) Disputed dues - Others	-	-	-	-	-
Total	1,619.59	4.26	0.03	169.53	1,793.41

Particulars	As at 31 March 2023	As at 31 March 2022
-------------	------------------------	------------------------

20.3. Disclosure Related to MSME Act, 2006

Principal amount remaining unpaid to any supplier at the end of the year.	99.40	169.56
Interest due on above *		
Amount of interest paid by the company to the suppliers		
Amount paid to the suppliers beyond respective due dates *	-	-
Amount of interest due and payable for the period of delay in payments but without adding the interest specified under the Act. *	-	-
Amount of interest accrued and remaining unpaid at the end of the year.	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues as above are actually paid to the small enterprise.*	-	-

* Whatever information the company could identify as above were possible at the year end only, and in view of the same & according to the company, it could not identify payments beyond due date during the year and to make interest provisions to that extent, as per the agreed terms with the suppliers. The company could identify the principal amount remaining unpaid as on 31st March, 2023 based on the status of respective suppliers received during the year. However, as informed by the management, considering the materiality aspect and as per the agreed terms with respective suppliers, the company has not made provision of any interest due to suppliers for outstanding balance / payment made beyond respective due dates.

21. Other financial liabilities

Current maturities of long-term borrowings	-	-
Current maturities of finance lease obligation	-	-
Interest accrued but not due on borrowings	-	-
Interest accrued and due on borrowings	-	-
Security deposits	-	-
Unpaid dividends*	0.87	3.26
Payable to related parties	-	-
Employee related payables	-	-
Retention money	-	-
Matures / Unclaimed Fixed Deposits and Interest thereon	-	-
Margin money payable	-	-
Other payables	-	-
	0.87	3.26

* not due for credit to 'Investor Education and Protection Fund'

(A) Changes in Financial Liability

Current maturities of long-term borrowings

Opening balance of Financial Liability	3.26	6.13
Addition during the year	-	-
Repaid during the year	2.38	2.87
Closing balance at the end of the year	0.87	3.26



Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
22. Other current liabilities		
(a) Revenue recived in Advance:		
(b) Other Advances:		
Advances received	102.37	3.21
(c) Others		
Statutory dues	15.84	15.92
Foreign Currency Payable	-	-
Deferred Premium on Fwd. Contract	-	-
Deferred revenue	-	-
Deferred income	-	-
	118.21	19.13
23. Revenue from operations		
Operating revenue		
Revenue from export sales	6,296.68	4,279.69
Revenue from domestic sales	2965.64	3,076.86
Sale of Traded Goods	1247.65	1,320.51
Wind Electric Power Income	83.70	71.66
	10,593.67	8,748.73
Other operating revenue		
Job- Work Income	7.07	4.76
Duty Draw back & Other Export Incentive	109.81	112.70
Scrap Sale	87.49	44.46
Others	-	-
	204.37	161.91
	10,798.04	8,910.64
Disclosure pursuant to Ind AS 115 - Revenue from contract with customers:		
A Disaggregated revenue		
(i) Revenue by geographical market		
Within India	4,501.35	4,630.95
Outside India	6,296.68	4,279.69
	10,798.04	8,910.64
B Contract balances		
Trade receivables (Note -6)	2416.56	1639.23
Advance from customers (Note- 21)	102.37	3.21
C Reconciling the amount of revenue recognised in statement of profit and loss with the contracted price		
Revenue as per contracted price (recognised at the point of time)	10798.04	8910.64
Less: Discounts and rebates	-	-
Add/(Less): Changes in revenue due to performance obligations (net)	-	-
Net revenue from contract with customers (recognised at a point of time)	10798.04	8910.64





Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
24. Other income		
Income from current investments		
Dividend received*	-	-
	-	-
Interest from :		
PGVCL Deposit Interest	0.53	0.42
FD Interest	10.01	17.36
	10.55	17.79
Other income		
Gain on Mutual Fund	-	0.60
Unclaimed balances and excess provisions written back	-	3.28
Foreign Exchange Rate Diff. Income	202.60	55.97
Rent Income	1.60	1.75
Mark to market of derivative asset **	-	22.99
Unwinding of Interest income on deposit & loan	-	8.00
DDP charges	8.82	-
Carton Charges	8.44	-
Packing Charges	10.29	-
Freight Charges	2.89	0.47
Discount on Purchase	-	1.52
Premium on Forward Contract	-	-
Profit on Sale of Fix Asset	3.47	-
Interest charge to Debtors	-	0.56
Miscellaneous income	0.50	0.55
	238.61	95.70
	249.16	113.48

* The Group did not received any dividend from the equity instruments designated as FVOCI.

25. (a) Cost of material consumed		
Opening Stock	695.50	583.43
Add : Purchases	3,046.80	3,893.07
	3,742.31	4,476.50
Less: Sales	22.17	33.92
	3,720.14	4,442.59
Less : Closing Stock	726.34	695.50
	2,993.80	3,747.08
Disclosure: Detailed Bifurcation of Material Consumption		
Steel Bars & Tubes	1,154.32	1,135.12
Racea & Forged Rings	958.18	1,738.03
Cages	507.74	414.47
Other Materials	373.56	459.46
	2,993.80	3,747.08





Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
(b) Purchase of traded goods		
Purchase of traded goods	1,036.87	1,099.37
	1,036.87	1,099.37
(c) Changes in inventories of work-in-progress, stock-in-trade and finished goods		
Opening stock		
Finished goods	1,332.01	1,247.73
Work-in-progress	2,034.46	1,665.09
Traded goods	140.58	137.89
	3,507.05	3,050.71
Closing stock		
Finished goods	1,157.26	1,332.01
Work-in-progress	1,064.09	2,034.46
Traded goods	168.99	140.58
	2,390.34	3,507.05
Total (increase)/decrease in inventories	1,116.71	(456.34)
26. Employee benefit expense		
Salaries, wages and bonus	1,410.17	1,314.14
Contribution to provident and other funds*	107.59	114.90
Gratuity Expense	111.82	103.46
Staff welfare	43.63	44.25
	1,673.21	1,576.75
* For descriptive notes on disclosure of defined benefit obligation refer note 49.		
27. Finance costs		
Interest Expenses on borrowings	2.11	19.28
Interest Expenses for Others	20.99	17.86
Bank Commission	3.52	26.48
	26.61	63.62
28. Depreciation and amortisation		
Depreciation on		
Property, plant and equipment	82.86	78.80
Amortisation on		
Intangible assets	13.18	11.43
Impairment		
Goodwill	-	-
	96.03	90.23





Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
29. Other expenses		
Foreign Currency Loss	-	56.65
Stores & Spares consumed	861.99	467.22
Packing materials consumed	232.29	212.62
Job work charges	1,092.47	936.41
Power & Fuel	123.87	104.54
Rent	17.95	15.60
Repairs and Maintenance - Machinery	9.38	28.62
Repairs and Maintenance - Building	7.85	8.74
Repairs and Maintenance - Furniture	2.32	0.25
Repairs and Maintenance - Others	6.17	4.43
Insurance	15.48	15.46
Rates and Taxes	1.17	0.75
Communication	5.04	3.93
Travelling Exp.	53.53	23.92
Outward Transportation	98.97	77.32
Loss on Sale of Shares		
Donation	4.77	4.45
Sales commission	212.95	131.38
Sales promotion	2.63	2.54
Covid - 19	0.04	1.91
Service tax		
GST late Fee	0.01	0.01
G. S. T. Exp.	12.75	3.46
Provision for Expected Credit Loss	19.00	16.39
Bad debts W/o	12.89	25.23
Realised Gain/Loss on Derivatives	(18.15)	-
Operation & Maintenance Charges		
Payment to Auditors (for Statutory Audit)	2.25	2.25
Legal Fees	0.24	-
Audit Committees- Sitting Fees	0.35	0.40
Vehicle Exepenses	80.86	79.90
Other Misc.Expenses	772.91	542.01
	3,631.98	2,766.41
30. Tax expense		
Current tax	116.96	34.46
Tax Credit Availble	(88.94)	-
Minimum alternate tax credit entitlement	(21.70)	(15.25)
Net Liability	6.32	19.21



Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
30A. Tax expense		
Current tax	116.96	34.46
Prior Period Tax	(15.28)	-
Net Tax Expense	101.69	34.46
30B. Deferred Tax Expense		
Deferred tax	(40.62)	(32.71)
Deferred Tax Liability Created on OCI	8.39	(6.88)
	-	-
Net Tax Expense	(32.23)	(39.60)
30C. Tax expenses for the year can be reconciled to the accounting profit as follows		
Profit Before Tax and Exceptional Items	471.98	136.99
Applicable Tax Rate	27.82%	27.82%
Computed Tax Expense	131.30	38.11
Tax Effect of:		
Deductions allowed	(20.98)	(14.58)
Expenses disallowed	6.64	15.15
Other Adjustment	-	4.22
Additional allowances net of MAT Credit	-	-
Current Tax Provision (A)	116.96	34.46
Incremental Deferred tax Liability/(Asset) on account of Property, Plant and Equipment and Intangible Assets	10.42	5.01
Incremental Deferred tax Liability / (Asset) on account of Financial Assets and Other items	(51.04)	(44.61)
Deferred Tax Provision (B)	(32.23)	(39.60)
Tax Expenses Recognised in Statement of Profit and Loss (A+B)	84.75	(5.15)
Effective Tax Rate	17.95%	(3.76%)
31. OCI schedule		
Other Comprehensive Income		
(A) Items that will not be reclassified to profit or loss		
(i) Re-measurement gains (losses) on defined benefit plans	(32.28)	26.48
Income tax effect	8.39	(6.88)
(ii) Net (loss)/gain on FVTOCI equity securities	-	-
Income tax effect	-	-
	(23.89)	19.59
(B) Items that will be reclassified to profit or loss	-	-
	(23.89)	19.59



**Notes to the standalone financials statements for the year ended 31st March, 2023**

(Rs. in Lakhs)

32. Earnings per equity share

The Group's Earnings Per Share ('EPS') is determined based on the net profit attributable to the shareholders' of the Parent. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

Net profit attributable to equity shareholders

Profit after tax	402.52	142.13
Profit attributable to equity holders of the parent adjusted for the effect of dilution	402.52	142.13
Nominal value of equity share (Rs.)	347.78	347.78
Weighted-average number of equity shares for basic EPS	34.78	34.78
Basic earnings per share (Rs.)	11.57	4.09
Nominal value of equity share (Rs.)	347.78	347.78
Add: Employee stock option plan	-	-
Weighted-average number of equity shares adjusted for the effect of dilution	34.78	34.78
Diluted earnings per share (Rs.)	11.57	4.09

Particulars	2022-23 Amount	2021-22 Amount
33. CONTINGENT LIABILITIES		
BANK GURANTEES	389.47	386.80
CENTRAL EXCISE DEMAND	146.86	146.86
(Paid against total demand)	10.81	10.81
34. CIF VALUE OF IMPORTS		
Raw Materials	112.15	119.53
Spare Parts	-	-
Capital Goods	-	-
35. EXPENDITURE IN FOREIGN CURRENCY		
In respect of :		
Travelling Expenses	7	-
Sales Commission Exp.	12	-
Bank Loan Interest (FCNR)	-	-
Sample Exp.	-	-
Mould Charges	-	-
Marketing & Sales Promotion Exp.	-	-
36. EARNING IN FOREIGN EXCHANGE (calculated on F.O.B. value)		
Export of Goods	5,502.49	3,959.56
Backing Test Charges Income	-	-



Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

Particulars	2022-23		2021-22	
	% of total Consumption	Amount	% of total Consumption	Amount
37. Value of raw materials and components consumed				
Imported at landed cost	4.33	129.70	3.74	140.04
Indigeneously obtained	95.67	2,864.10	96.26	3,607.37
	<u>100.00</u>	<u>2,993.80</u>	<u>100.00</u>	<u>3,747.41</u>
38. The stores and spares consumed :				
Imported at landed cost	0.00	-	0.00	-
Indigeneously obtained	100.00	861.98	100.00	467.22
	<u>100.00</u>	<u>861.98</u>	<u>100.00</u>	<u>467.22</u>

39. DETAILS OF SEGMENT REPORTING:

The company has identified two reportable Segments viz. Bearing and Power.

(1) PRIMARY SEGMENT:

Particulars	2022-23		2021-22		2022-23		2021-22	
	Bearing	Bearing	Power	Power	Total	Total	Total	Total
1. SEGMENT REVENUE	10,963.50	8,952.46	83.70	71.66	11,047.19	9,024.12		
Other Unallocated Revenue	-	-	-	-	-	-		
Total	10,963.50	8,952.46	83.70	71.66	11,047.19	9,024.12		
Less: Inter Segment Revenue	-	-	83.70	71.66	83.70	71.66		
Net Income from Operation	10,963.50	8,952.46	-	-	10,963.50	8,952.46		
2. SEGMENT RESULTS								
PROFIT/(LOSS) BEFORE INTEREST & TAX	434.33	147.96	64.26	52.57	498.59	200.53		
LESS : Interest	-	-	-	-	26.61	63.54		
Other unallocated Expenses	-	-	-	-	-	-		
TOTAL PROFIT/(LOSS) BEFORE TAX	434.33	147.96	64.26	52.57	471.98	136.99		
3. CAPITAL EMPLOYED (SEGMENT ASSETS-SEGMENT LIABILITIES)								
Segment Assets	8,104.32	8,498.88	47.80	49.45	8,152.12	8,548.32		
Add: Common assets	-	-	-	-	293.64	229.88		
TOTAL ASSETS	8,104.32	8,498.88	47.80	49.45	8,445.76	8,778.20		
Segment Liabilities	2,807.51	3,518.58	4.99	4.99	2,812.50	3,523.57		
Add: Common Liabilities	-	-	-	-	-	-		
TOTAL LIABILITIES	2,807.51	3,518.58	4.99	4.99	2,812.50	3,523.57		
SEGMENT CAPITAL EMPLOYED	5,296.81	4,980.30	42.81	44.46	5,633.26	5,254.63		





Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

(2) GEOGRAPHICAL SEGMENTS:

(a) The following table shows the distribution of the company's sales by geographical market:

Revenue	2022-23	2021-22
Within India	4,666.82	4,667.00
Overseas	6,296.68	4,285.46
Total:	10,963.50	8,952.46

(b) Assets base on geographical location:

Particulars	Carrying Amount of Segment Assets		Addition to Fixed Assets and Intangible Assets	
	2022-23	2021-22	2022-23	2021-22
Within India	6,537.40	7,746.46	213.54	53.69
Overseas	1,908.36	1,031.74	-	-
Total:	8,445.76	8,778.20	213.54	53.69

40. Derivatives and Foreign Currency exposures :

The Company uses forward contract to mitigate its risks associated with foreign currency fluctuations having underlying transaction in relation to Sale of goods. The company does not enter into any forward contract which is intended for trading or speculative purposes.

The details of forward contracts outstanding at the year end is as follows :-

Particulars	Number of Contracts		Amount in foreign currency		Equivalent amount Rs. in Lakhs	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Currency	NIL	NIL	NIL	NIL	NIL	NIL
U S D	0	0	0	0	0	0
EURO	0	3	0	1.2	0	103.74

The details of foreign currency exposures that are not hedged by derivative instrument or otherwise are summarised below :

Particulars	Amount in foreign currency		Equivalent amount Rs. in Lakhs	
	2022-23	2021-22	2022-23	2021-22
Payable				
USD	-	-	-	-
EURO	-	-	-	-
TOTAL	-	-	-	-
Receivable				
EURO	2.70	2.63	242.02	217.85
USD	20.04	10.99	1,647.42	819.45
TOTAL	-	-	1889.44	1037.30
BANK				
USD EEFC BANK ACCOUNT	-	-	-	-
EURO EEFC BANK ACCOUNT	-	-	-	-



Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

41. EMPLOYEES BENEFITS

Disclosures in respect of Defined Contribution Plan, recognised as expenses for the year

	2022-23	2021-22
Employer's contribution to Provident Fund (includes pension fund)	158.97	148.28

Disclosure in respect of Defined Benefit Plans in respect of Gratuity.

The present value of obligation and defined benefit plan is determined based on actuarial valuation report.

The Company has funded the gratuity liability ascertained on actuarial basis, wherein every employee who has completed five years or more of service is entitled to gratuity on retirement or resignation or death calculated at 15 days salary for each completed year of service, subject to maximum of Rs. 20 lakhs per employee. The vesting period for gratuity as payable under The Payment of Gratuity Act is 5 years.

Valuation are performed on certain basic set of pre- determined assumptions which may vary over time. Thus, the company is exposed to various risks in providing the above benefit which are as follows :

Interest Rate risk : The plan exposes the Company to the risk of fall in interest risk. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity Risk : This is the risk that the Company is not able to meet the short term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary Escalation Risk : The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk : The company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to.

Regulatory Risk : Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulation requiring higher gratuity payouts (e.g. increase in the maximum limit on gratuity of Rs. 20,00,000).

Asset Liability mismatching or Market Risk : The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities / fall in interest rate.

Investment Risk : The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

	Gratuity	
	2022-23	2021-22
Present Value of obligation (Total Funded & Unfunded)	1,070.99	1,023.03
Fair value of plan assets	27.29	46.85
Unrecognised past service cost	-	-
Net liability in the Balance Sheet - (Un - funded)	1,043.70	976.17
Changes in the present value of Obligation	2022-23	2021-22
Present Value of Obligation as at the beginning	1,023.03	1,045.88
Current Service cost	39.61	38.59
Interest Expenses or Cost	70.54	67.93
Re-measurement (or Actuarial) (gain)/ Loss arising from		
Change in demographic assumption	-	-
Change in financial assumption	(26.95)	(25.25)
Experience variance (i.e. actual expenses vs assumption)	59.59	(5.59)
Past service cost	-	-
Benefits Paid	(94.82)	(98.53)
Present Value of Obligation as at the end	1,070.99	1,023.03



Notes to the standalone financials statements for the year ended 31st March, 2023

	(Rs. in Lakhs)	
	2022-23	2021-22
Changes in the fair value of plan assets		
Opening fair value of plan assets	46.85	90.28
Investment Income	3.23	5.86
Return on plan assets, excluding amount recognised in net interest expenses	0.36	(4.36)
Contribution by Employer	71.67	53.60
Benefits paid	(94.82)	(98.53)
Closing fair value of plan assets	27.29	46.85
Expenses recognised in Income Statement	2022-23	2021-22
Current Service cost	39.61	38.59
Net Interest Cost	67.31	62.07
Past service cost	-	-
Losses (gains) on curtailment and settlements	-	-
Expenses recognised in Income Statement	106.91	100.66
Other Comprehensive Income	2022-23	2021-22
Actuarial (gains)/ Losses		
Change in demographic assumption	-	-
Change in financial assumption	(26.95)	(25.25)
Experience variance (i.e. actual expenses vs assumption)	59.59	(5.59)
Return on plan assets, excluding amount recognised in net interest expenses	(0.36)	4.36
Component of defined benefit costs recognised in other comprehensive income	32.28	(26.48)
Principal actuarial assumptions at the balance sheet date	2022-23	2021-22
Discount rate per annum	7.35%	6.90%
Salary Escalation per Annum	5.00%	5.00%
Retirement Age	60 years	60 years
Mortality Rate (as % of IALM 2012-14)	100.00%	100.00%
Attrition / Withdrawal Rates	1.00%	1.00%

SENSITIVITY ANALYSIS

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below :

Particulars	31/03/2023		31/03/2022	
Defined Benefit Obligation (base)	1,070.99		1,023.03	
Particulars	31/03/2023		31/03/2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / +1 %)	1,132.86	1,014.91	1,088.44	963.95
(% change compared to base due to sensitivity)	5.80%	-5.20%	6.40%	-5.80%
Salary Growth Rate (- / +1 %)	1,015.66	1,130.89	964.22	1,087.00
(% change compared to base due to sensitivity)	-5.20%	5.60%	-5.70%	6.30%
Attrition Rate (- / + 50 % of attrition rates)	1,067.18	10,746.57	1,019.84	1,026.10
(% change compared to base due to sensitivity)	-0.30%	0.30%	-0.30%	0.30%
Mortality Rate (- / + 10 % of mortality rates)	1,070.58	1,071.40	1,022.68	1,023.38
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.



Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

There is no change in the method of valuation for the prior period.

Disclosure in respect of Present Value of Obligation in respect of Leave Encashment.

The present value of obligation is determined based on actuarial valuation report.

	Leave Encashment	
	2022-23	2021-22
Changes in the present value of Obligation		
Present Value of Obligation as at the beginning	40.96	46.57
Current Service cost	2.51	5.93
Interest Expenses or Cost	2.82	3.03
Re-measurement (or Actuarial) (gain)/ Loss arising from		
Change in demographic assumption	-	-
Change in financial assumption	(0.79)	(1.20)
Experience variance (i.e. actual expenses vs assumption)	8.05	6.81
past service cost	-	-
Benefits Paid	(29.91)	(20.18)
Present Value of Obligation as at the end	23.64	40.96
Expenses recognised in Income Statement	2022-23	2021-22
Current Service cost	2.51	5.93
Net Interest Cost	2.82	3.03
Expected return on plan assets	-	-
Re-measurement (or Actuarial) (gain)/Loss arising from		
Change in Demographic assumption	-	-
Change in financial assumption	(0.79)	(1.20)
Experience variance (i.e. actual expenses vs assumption)	8.05	6.81
past service cost	-	-
Expenses recognised in Income Statement	12.59	14.57
Actual return on plan assets	-	-
Principal actuarial assumptions at the balance sheet date	2021-22	2020-21
Discount rate per annum	7.35%	6.90%
Expected return per annum on plan assets	0.00%	0.00%
Salary Growth rate per Annum	5.00%	5.00%
Normal Retirement Age	60 years	60 years
Mortality Rate (as % of IALM 2012-14)	100.00%	100.00%
Attrition / Withdrawal Rates	1.00%	1.00%





Notes to the standalone financials statements for the year ended 31st March, 2023

SENSITIVITY ANALYSIS

Significant actuarial assumptions for the determination of the leave liability are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below :

Particulars	31/03/2023	31/03/2022
Present Value of Obligation (Base)	23.64	40.96

Particulars	31/03/2023		31/03/2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / +1 %)	25.47	22.03	44.07	38.21
(% change compared to base due to sensitivity)	7.80%	-6.80%	7.60%	-6.70%
Salary Growth Rate (- / +1 %)	21.98	25.50	38.13	44.11
(% change compared to base due to sensitivity)	-7.00%	7.90%	-6.90%	7.70%
Attrition Rate (- / + 50 % of attrition rates)	23.49	23.78	40.75	41.12
(% change compared to base due to sensitivity)	-0.60%	0.60%	-0.50%	0.40%
Mortality Rate (- / + 10 % of mortality rates)	23.62	23.65	40.96	40.96
(% change compared to base due to sensitivity)	-0.10%	0.10%	0.00%	0.00%

Please note that the sensitivity analysis present above may not be representative of the actual change in the present value of obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated

There is no change in the method of valuation for the prior period.

42. RELATED PARTY DISCLOSURES

(1) Names of Related parties and nature of relationship

- (a) Enterprises where control of Key Management Personnel and/or their relatives exists.
 - (i) Max Precision Bearings Pvt. Ltd.
 - (ii) Accord Precision Products
 - (iii) Accumax Engineering Company
- (b) Key Management Personnel
 - (i) Mr. Hiren N. Vadgama
 - (ii) Mr. Rajan R Bambhania
 - (iii) Mr. Jignesh S. Thanki (From 01.11.2022)
 - (iv) Mr. Siddik A Kotal
 - (v) Mr. Hemant N Jhala (From 10.10.2022)
 - (vi) Miss. Hiral A Shah (upto 30.09.2022)
 - (vii) Mrs. Nirali S Doshi (upto 31.01.2022)
- (c) Relative of Key Management Personnel
 - (i) Mr. N. C. Vadgama HUF
 - (ii) Mr. R. N. Bambhania HUF
 - (iii) Mr. S.M. Thanki HUF
 - (iv) Mr. Shahid S. Kotal
 - (v) Mr. Jignesh S. Thanki (upto 01.11.2022)
- (d) Subsidiary Company
 - (i) Austin Engineering Company (formerly known as Acurate Engineering Inc.) - U.S.A.

Note: Related party relationship is as identified by the company and relied upon by the auditors.



Notes to the standalone financial statements for the year ended 31st March, 2023

(Rs. in Lakhs)

(2) Transaction with Related Parties

Particulars	Related Parties							
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1(c) above		Referred in 1(d) above	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
INCOME								
(1) Sales of Goods	21.58	28.31	-	-	-	-	4,891.46	1,359.25
(2) Job Work	7.91	3.01	-	-	-	-	-	-
EXPENSES								
(1) Purchase of Goods	18.61	13.06	-	-	-	-	-	-
(2) Remuneration	-	-	-	-	-	-	-	-
(3) Salary	-	-	77.77	67.32	10.70	8.45	-	-
(4) Jobwork	473.61	508.90	-	-	-	-	-	-
(5) Interest	-	-	-	-	18.11	16.31	-	-
(6) Professional Fees	-	-	-	-	-	-	-	-
(7) Dividend Paid	-	-	-	-	-	-	-	-
OUTSTANDING								
Payable	20.39	140.92	-	-	167.26	150.97	-	-
Receivable	-	-	-	-	-	-	1,619.12	819.45
Advances	-	-	-	-	-	-	-	-

43. FINANCIAL INSTRUMENT

A. Financial Instruments by category

Particulars	As at 31-03-2023		As at 31-03-2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Measured at amortised cost (A)				
Investments in Subsidiary	22.72	22.72	22.72	22.72
Other financial assets	295.29	295.29	368.89	368.89
Trade Receivables	2,381.17	2,381.17	1,622.84	1,622.84
Cash and cash equivalents	434.21	434.21	786.16	786.16
Total financial assets at amortised cost (A)	3,133.38	3,133.38	2,800.60	2,800.60
Measured at fair value through Other Comprehensive Income (B)				
Non-Current Other Investments	17.80	-	17.80	-
Measured at fair value through Profit and Loss (C)				
	-	-	-	-
Total Financial assets (A + B + C)	3,151.17	3,133.38	2,818.40	2,800.60
Financial liabilities				
Measured at amortised cost				
Long term Borrowings	-	-	-	-
Short term Borrowings	-	-	376.32	376.32
Trade Payables	1,331.76	1,331.76	1,793.41	1,793.41
Other financial liabilities	486.65	486.65	397.43	397.43
Total financial liabilities carried at amortised cost	1,818.40	1,818.40	2,567.16	2,567.16



Notes to the standalone financial statements for the year ended 31st March, 2023

(Rs. in Lakhs)

B. Financial Risk Management

The Company has established the risk management policies to ensure timely identification and evaluation of risks, settings acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency.

The Company's activities expose it to credit risk, liquidity risk and market risk.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, financial assets and trade receivables	Credit ratings / Aging analysis	Diversification of counter parties, investment limits, check on counter parties basis credit rating and number of overdue days.
Liquidity Risk	Other Liabilities	Maturity analysis	Maintaining sufficient cash / cash equivalents.
Market Risk	Financial assets and liabilities	Sensitivity analysis	Constant evaluation and proper risk management policies.

The Board provides guiding principles for overall risk management as well as policies covering specific areas such as foreign exchange risk, credit risk and investment of surplus liquidity

(a) Credit risk

Credit risk refers to the risk of a counter party default on its contractual obligation resulting into a financial loss to the Company. The maximum exposure of the Financial assets represents trade receivables, work in progress and other receivables. In respect of trade receivables, the Company used a provision matrix to compute the expected credit loss allowances for trade receivables in accordance with the expected credit loss (ECL) policy of the Company. The Company regularly reviews trade receivables and necessary provisions, wherever required are made in the financial statements.

(b) Liquidity risk

Liquidity risk is that the Company will encounter difficulty in raising funds to meet its commitments associated with financial instruments. Liquidity risk may result from an inability to sell as financial asset quickly at close to its fair value.

The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities. Contractual maturities of significant financial liabilities are as follows :

Particulars	Less than 1 year	More than 1 year	Total
As on 31st March, 2023			
Borrowings	-	-	-
Trade payables	1,331.76	-	1,331.76
Other Financial Liabilities	0.87	5.00	5.87
As on 31st March, 2022			
Borrowings	376.32	-	376.32
Trade payables	1,793.41	-	1,793.41
Other Financial Liabilities	3.26	5.00	8.26

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in foreign currency exchange rates, interest rates, credit, liquidity and other market changes. foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

The Company's capital management objective is to maximise the total shareholders' return by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensure optimal credit risk profile to maintain / enhance credit rating.

The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.



Notes to the standalone financials statements for the year ended 31st March, 2023

(Rs. in Lakhs)

The following table summarises the capital of the Company.

Particulars	As at 31-03-2023	As at 31-03-2022
Equity *	5,633.26	5,254.63
Long Term Debt	-	-
Tangible and other assets	1,116.41	1,002.38
Working Capital	5,011.57	4,788.96
Others assets /(Liabilities) (Net)	(494.72)	(536.72)
	5,633.26	5,254.63

* Equity Includes capital and all reserves of the Company that are managed as capital.

(i) Foreign Currency Risk

Foreign currency risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

The following table shows foreign currency exposures in US Dollar and Euro on financial instruments at the end of the reporting period. The exposure to all other foreign currencies are not material.

Particulars	Foreign Currency Exposure			
	As at 31st March, 2023		As at 31st March, 2022	
	USD	EURO	USD	EURO
As per note - 40				

(ii) Interest Rate Risk

The Company is also exposed to interest rate risk, changes in interest rates will affect future cash flows or the fair values of its financial instruments, principally debt. The Company issues debt in a variety of currencies based on market opportunities and it uses derivatives to hedge interest rate exposures.

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

Interest Rate Exposure		
Particulars	As at 31st March, 2023	As at 31st March, 2022
Borrowings		
Non-Current - Fixed (Includes Current Maturities)	-	-
Current	-	376.32
Total	-	376.32

44. Lease commitments :

Obligation towards operating leases (As lessee)

The Company has entered into operating lease arrangements for machines.

Rent expenses of Rs. 15,60,000 /-(Previous Year Rs. 15,60,000/-) in respect of obligation under non cancellable operating leases have been recognised in the Statement of Profit and Loss.

The total of future minimum lease payments under non cancellable operating leases for the following periods :

Particulars	As at 31st March 2023	As at 31st March 2022
a. Not later than one year	-	0.00
b. Later than one year but not later than five years	15.60	15.60





Notes to the standalone financials statements for the year ended 31st March, 2023

45. In the opinion of the Board of Directors, Current assets and other non current assets have a value on realisation in ordinary course of business at least equal to the amount at which they are stated.

46. Previous year figures :

The company has regrouped / rearranged previous year figures in veiw of easy comparision with current year figures.

47. Willful Defaulter:

The board of directors of the Company is of the opinion that the Company has, till the date of signing of this financial statement, not been declared as willful defaulter by its banks or financial institution.

48. Relationship with Struck off Companies

On the basis of confirmation with the parties, the board of directors of the Company is of the opinion that the Company did not have any transactions with companies struck off under section 248 of the Companies Act, 2013.

49. Details of Registration of charges or satisfaction with Registrar of Companies yet to be registered

No charges or its satisfaction is yet to be registered with Registrar of Companies.

50. Compliance with number of layers of companies

On the basis of information received by us during the course of Audit, the company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on numbers of layers) Rules, 2017.

51. Disclosures of Ratios:

As per Annexure 1

52. Compliance with approved Scheme(s) of Arrangements:

The Company has not made any Scheme of Arrangements with competent Authority in terms of sections 230 to 237 of Companies Act, 2013.

53. Utilisation of Borrowed Funds and Share Premium :

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) or has not provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries.

(B) The Company has not received any funds or not entered into any understanding that company invest or land the said amount for the benefits of Funding Party directly or indirectly or The company has not provide any guarantee on behalf of Ultimate Beneficiaries.

55. DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The Company has not traded or invested in Crypto Currency or Virtual Currency during the fiancial year ended on 31 March, 2023

56. CORPORATE SOCIAL RESPONSIBILITY

Provisions of Corporate Social Responsibility are not applicable to the Company for the fiancial year ended on 31 March, 2023.

As per our report attached of even date

For J C Ranpura & CO.

Firm Registration No. 108647W
Chartered Accountants

MEHUL J. RANPURA

Partner
M. No. 128453
UDIN: 23128453BGRRGW7584

Place : Rajkot
Date : 30.05.2023

S. A. Kotal
Chief Financial Officer

Hemant N. Jhala
Company Secretary

For and on behalf of the Board of Directors

H. N. Vadgama Chairman & Exe. Director
R. R. Bambhania Managing Director
J. S. Thanki Executive Director

Place : PATLA, Taluka, BHESAN, Dist.. JUNAGADH
Date : 30.05.2023



Ratio Annexure

Annexure 1

	Ratios	Numerators	Denominators	Current Period	Previous Period	% Variance	Reason for Variance
		Current period [Previous period]	Current period [Previous period]				
[a]	Current Ratio	6,950.38 (7,392.72)	1,938.81 (2,603.76)	3.58	2.84	26.26	
[b]	Debt-Equity Ratio	- (376.32)	5,633.26 (5,254.63)	-	0.07	(100.00)	See note 1
[c]	Debt-Service Coverage Ratio	521.65 269.51	399.41 1,243.91	1.31	0.22	502.80	See note 2
[d]	Return on Equity Ratio	402.52 142.13	5,443.94 5,173.76	0.07	0.03	169.15	See note 3
[e]	Inventory Turnover Ratio	5,147.38 (4,390.11)	3,797.15 (4,060.10)	1.36	1.08	25.37	See note 4
[f]	Trade Receivables Turnover Ratio	10,798.04 (8,910.64)	2,002.00 (1,583.09)	5.39	5.63	(4.18)	See note 5
[g]	Trade Payables Turnover Ratio	4,083.67 (4,992.44)	1,562.59 (1,561.07)	2.61	3.20	(18.28)	
[h]	Net Capital Turnover Ratio	10,798.04 (8,910.64)	5,011.57 (4,788.96)	2.15	1.86	15.80	See note 6
[i]	Net Profit Ratio	402.52 142.13	10,798.04 8,910.64	0.04	0.02	133.70	See note 7
[j]	Return on Capital employed	425.61 179.27	5,633.26 5,630.94	0.08	0.03	137.32	See note 8
[k]	Return on investments	150.00 150.59	173.31 (22.72)	-	-	-	

Notes:

1. The Company has Repaid the short term Loan and therefor the ratio has decreased.
2. During FY 2022-23 net profit has increased and interest Expense has decreased and there for the ratio has increased in FY 2022-23.
3. Net Profit has increased during FY 2022-23 and therefor the ratio has increased in FY 2022-23.
4. Due to decreased in Cost of Goods sold the ratio has decreased in FY 2022-23.
5. Net sales has increased in FY 2022-23 in comparison with FY 2021-22 and therefor the ratio has decreased in FY 2022-23.
6. Due to increase in net sales and increase in working capital ratio has increase in FY 2022-23 in comparison with FY 2021-22.
7. During the FY 2022-23 Net sales has increased and net profit has also increased and therefor ratio has increased in FY 2022-23.
8. During FY 2022-23 Interest expense has decreased in comparison with FY 2021-22 and therefor the ratio has increase in FY 2022-23.





ANALYTICAL RATIOS :

WORKINGS:

(Amount in Lakhs)

Sr No.	Particulars	2022-23	2021-22
1	Current Assets	6,950.38	7,392.72
2	Current Liabilities	1,938.81	2,603.76
3	Total Debt		
	Current Borrowings	-	376.32
	NonCurrent Borrowings	-	-
	Total	-	376.32
4	Shareholder's Equity	5,633.26	5,254.63
5	Earnings available for debt service:		
	Net profit After Tax	402.52	142.13
	Add: Non Cash operating Expense	96.03	90.23
	Add: Interest	23.10	37.14
		521.65	269.51
6	Debt Service:		
	Interest & Lease Rent payable	23.10	37.14
	Add: Principle Repayments	376.32	1,206.77
		399.41	1,243.91
7	Return on Equity:		
	Net profit after Tax	402.52	142.13
	Less: Preference Dividend	-	-
		402.52	142.13
8	Average Shareholder Equity:		
	Opening Shareholders Equity	5,254.63	5,092.90
	Closing Shareholders Equity	5,633.26	5,254.63
	Average	5,443.94	5,173.76
9	Cost of Goods Sold:	5,147.38	4,390.11
10	Average Inventory:		
	Opening Inventory	4,336.94	3,783.26
	Closing Inventory	3,257.36	4,336.94
	Average	3,797.15	4,060.10
11	Net credit Sales:		
	Gross Credit Sales	10,798.04	8,910.64
	Less: Sales Return	-	-
	Net	10,798.04	8,910.64
12	Average Accounts Receivables:		
	Opening Balance	1,622.84	1,543.33
	Closing Balance	2,381.17	1,622.84
	Average	2,002.00	1,583.09



**WORKINGS: (Contd...)****(Amount in Lakhs)**

Sr No.	Particulars	2022-23	2021-22
13	Net Credit Purchase:		
	Gross Credit Purchase	4,083.67	4,992.44
	Less: Purchase Return	-	-
	Net	4,083.67	4,992.44
14	Average Trade payable:		
	Opening Balance	1,793.41	1,328.72
	Closing Balance	1,331.76	1,793.41
	Average	1,562.59	1,561.07
15	Net Sales:		
	Total Sales	10,798.04	8,910.64
	Less: Sales Return	-	-
	Net	10,798.04	8,910.64
16	Working Capital		
	Current Assets	6,950.38	7,392.72
	Less: Current Liabilities	1,938.81	2,603.76
	Net	5,011.57	4,788.96
17	Net Profit	402.52	142.13
18	Net Sales	10,798.04	8,910.64
19	Earning before Interest and Taxes:		
	Net Profit After Tax	402.52	142.13
	Add: Tax Expense	-	-
		402.52	142.13
	Add: Interest	23.10	37.14
	EBIT	425.61	179.27
20	Capital Employed:		
	Net Worth	5,633.26	5,254.63
	Add: Total Debt	-	376.32
	Add: Deferred tax Liability		
	Capital Employed	5,633.26	5,630.94
21	Ending value of Investments	323.31	173.31
	Less: Beginning value of Investments	173.31	22.72
		150.00	150.59
22	Beginning Value of Investments	173.31	22.72





INDEPENDENT AUDITOR’S REPORT

To,
The Members Of
M/s. AUSTIN ENGINEERING COMPANY LIMITED,
Junagadh.

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

- 1 We have audited the accompanying consolidated Ind AS financial statements of Austin Engineering Company Limited (the “Company”) and its subsidiary (the Company and its subsidiary together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at **March 31, 2023**, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated Ind AS financial statements”).
- 2 In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with 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 consolidated state of affairs of the Group as at **March 31, 2023**, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

- 1 We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the the consolidated Ind AS 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.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

- a) Completeness of revenue (as described in note 1 (b) (xv) (Summary of significant accounting policies) and note 24 of notes to the financial statements for the year ended March 31, 2023

Key audit matters	How our audit addressed the key audit matter
<p>The Company has revenue from sale of products which includes finished goods and scrap sales. The Company is engaged in manufacturing of forged and machined bearing rings and automotive components as per specification provided by the customers and based on the schedules from the customers.</p> <p>The Company recognizes revenue from sale of goods at a point in time when control of the goods is transferred to the customer, based on the terms of the contract with customers which varies for each customer. Determination of point in time includes assessment of timing</p>	<p>We performed the following audit procedures, amongst others:</p> <ul style="list-style-type: none"> • We obtained an understanding of the Company’s sales process, including design and implementation of controls over timing of recognition of revenue from sale of goods and tested the operating effectiveness of these controls • We reviewed the Company’s accounting policies for revenue recognition in context of the applicable accounting standard. • Obtained customer contracts on sample basis and read the terms to assess various performance obligations in the contract, the point in time of transfer of control and pricing terms. • Tested on a sample basis sales invoices for identification of point in time for transfer of control and terms of contract with customers. Further, we performed procedures to test on a sample basis whether revenue was recognized in the appropriate period by testing shipping records, good inwards receipt of customer, sales invoice, inco-terms etc. and testing the management assessment involved in the process, wherever applicable. • Attended and observed the inventory count performed by the management at year-end and obtained confirmations for inventory lying with third parties.





Key audit matters	How our audit addressed the key audit matter
<p>of transfer of significant risk and rewards of ownership, establishing the present right to receive payment for the products, delivery specifications including Inco terms, timing of transfer of legal title of the asset and determination of the point of acceptance of goods by customer. Further, the pricing of the products is dependent on metal indices and foreign exchange fluctuation making the price volatile.</p> <p>Due to judgments relating to determination of point in time in satisfaction of performance obligations with respect to sale of products, this matter has been considered as key audit matter.</p>	<ul style="list-style-type: none"> • Circulated the confirmations for outstanding trade receivables on sample basis on year end, and performed alternate procedures for the confirmations not received. • We also performed various analytical procedures to identify any unusual sales trends for further testing • We assessed the disclosure is in accordance with applicable accounting standards.

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

- 1 The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexure to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the consolidated Ind AS financial statements and our auditor’s report thereon.
- 2 Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- 3 In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- 4 If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibility for the Consolidated Ind AS Financial Statements

- 1 The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- 2 In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
- 3 The respective Board of Directors of the companies included in the Group is also responsible for overseeing the financial reporting process of the Group.

Auditor’s Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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



- 2 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 consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Ind AS financial statements.
- 3 Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
- 4 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.
- 5 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.
- 6 From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- 1 We did not audit the financial statements of 1 subsidiary, whose financial statements reflect total assets of Rs. 1877.32 Lacs as at 31st March, 2023, total revenues of Rs. 4377.47 Lacs and net cash flows amounting to Rs. 76.95 lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of Rs. 31.51 Lacs for the year ended 31st March, 2023, as considered in the consolidated financial statements, which have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group. Except trade receivable of subsidiary which reflects 40.87% of total trade receivable of group, where as trade payable reflects 55.54% of total trade payable of Group.

Report on Other Legal and Regulatory Requirements

- 1 **As required by Section 143(3) of the Act, based on our audit we report that:**
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.





- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) There are no such financial transactions or matters which have any adverse effect on the functioning of the Company;
- f) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- g) On the basis of the written representations received from the directors of the Holding Company as on **March 31, 2023** taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding company is disqualified as on **March 31, 2023** from being appointed as a director in terms of Section 164 (2) of the Act.
- h) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate Report in “Annexure A” which is based on the auditor’s reports of the Company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of Holding company.
- i) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act read with schedule V of the act, as amended:
- i. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- j) With respect to the other matters to be included in the Auditor’s 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 consolidated Ind AS financial statements disclose impact of pending litigations on the consolidated Ind AS financial position of the Group.
 - ii. The Group 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 Holding Company.
- k) As proviso to rule 3(1) of the Companies Rule, 2014 applicable for the company only w.e.f. April 1, 2023 reporting under this clause is not applicable.

For **J C RANPURA & CO.**
Chartered Accountants
FRN: 108647W

(Mehul J. Ranpura)
Partner
Membership No. 128453
UDIN: 23128453BGRRGX5770

Place: Rajkot
Date: 30.05.2023





ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Austin Engineering Company Limited of even date)

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

- 1 In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of **AUSTINENGINEERING COMPANY LIMITED** (hereinafter referred to as “Company”) The subsidiary company is not incorporated in India under Companies Act, 2013 and accordingly, we have reported on adequacy of internal control over financial reporting only in case of the Holding Company, as of that date.

Management’s Responsibility for Internal Financial Controls

- 1 The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential 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 ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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.

Auditor’s Responsibility

- 1 Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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.
- 2 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.
- 3 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

- 1 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

- 1 In our opinion and to the best of our information and according to the explanations given to us, the Company, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For J C RANPURA & CO.
Chartered Accountants
FRN: 108647W

Place: Rajkot
Date: 30.05.2023

(Mehul J. Ranpura)
Partner
Membership No. 128453
UDIN: 23128453BGRRGX5770



Consolidated Balance Sheet as at 31 March 2023

(Rs. in Lakhs)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
[A] ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	4	924.39	800.12
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangibles assets	5	195.55	204.63
(f) Intangible assets under development		-	-
(g) Biological Assets other than Bearer plants		-	-
(h) Financial assets			
(i) Investments	6	-	-
(ii) Trade receivables		-	-
(iii) Loans	7	-	-
(iv) Other financial asset	8	100.31	96.91
(i) Deferred tax assets (net)	9	275.80	238.36
(j) Other non current assets	10	-	41.06
Total non-current assets		1,496.06	1,381.08
2 Current assets			
(a) Inventories	11	3,257.36	4,336.94
(b) Financial assets			
(i) Investments	12	300.59	150.59
(ii) Trade receivables	13	4,027.34	2,473.50
(iii) Cash and cash equivalents	14	641.05	915.57
(iv) Bank balances other than (iii) above		-	-
(v) Loans	7	-	-
(vi) Other (to be specified)	8	262.60	334.01
(c) Current tax asset (net)	9	-	-
(d) Other current assets	10	314.45	162.18
Total current assets		8,803.40	8,372.79
TOTAL ASSETS		10,299.47	9,753.87
[B] EQUITY AND LIABILITIES			
1 Equity			
Equity share capital	15	347.78	347.78
Other equity	16	5,377.20	4,962.76
		5,724.98	5,310.54
Non-controlling interest		-	-
Total equity		5,724.98	5,310.54
Liabilities			
1 Non-current liabilities			
Financial liabilities			
Borrowings		-	-
Other financial liabilities		-	-
Other non-current liabilities	17	5.00	5.00
Deferred tax liabilities (net)		-	-
Long-term provisions	18 A	868.69	914.82
Total non-current liabilities		873.69	919.82
2 Current liabilities			
Financial Liabilities			
Borrowings	19	-	376.32
Trade payables	20	2,995.32	2,614.60
Other financial liabilities	21	0.87	3.26
Other current liabilities	22	216.63	117.52
Current tax liabilities	30	6.32	19.40
Short term provisions	18 B	481.65	392.43
Total current liabilities		3,700.80	3,523.53
TOTAL EQUITY AND LIABILITIES		10,299.47	9,753.88
Summary of significant accounting policies	2		
The accompanying notes are integral part of the financial statements. This is the balance sheet referred to in our report of even date.			

As per our report attached of even date

For and on behalf of the Board of Directors

For **J C Ranpura & CO.**

Firm Registration No. 108647W

Chartered Accountants

MEHUL J. RANPURA

Partner

M. No. 128453

UDIN: 23128453BGRRGX5770

S. A. Kotal
Chief Financial Officer**Hemant N. Jhala**
Company Secretary**H. N. Vadgama** Chairman & Exe. Director**R. R. Bambhania** Managing Director**J. S. Thanki** Executive Director

Place : Rajkot

Date : 30.05.2023

Place : PATLA, Taluka, BHESAN, Dist.. JUNAGADH

Date : 30.05.2023



**Consolidated Statement of Profit and Loss for the Year ended 31 March, 2023** (Rs. in Lakhs)

Particulars	Note No.	Figures for the current reporting period	Figures for the previous reporting period
Revenue			
Revenue from operations	23	11,079.34	9,091.75
Other income	24	249.16	113.50
Total Income		11,328.49	9,205.26
Expenses			
Cost of raw material and components consumed	25 (a)	2,993.80	3,747.08
Purchases of traded goods	25 (b)	1,036.87	1,099.37
Changes in inventories of finished goods, work-in-progress and traded goods	25 (c)	1,116.71	(456.34)
Employee benefits expense	26	1,768.70	1,659.86
Finance costs	27	28.68	66.93
Depreciation and amortisation expense	28	97.59	91.15
Other expenses	29	3,782.66	2,836.93
		10,825.01	9,044.98
Profit before Exceptional Items and Tax		503.49	160.27
Exceptional items		-	-
Profit before Tax from Continuing Operations		503.49	160.27
Tax expense			
Current tax	30	116.96	34.65
Prior Period Tax		(15.28)	-
Deferred tax	30	(31.76)	(41.04)
Profit (Loss) for the period from Continuing Operations		433.56	166.67
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from Discontinued operations (after tax)		-	-
Net profit for the year		433.56	166.67
Other Comprehensive Income	1		
A i) Items that will not be reclassified to profit and loss		(32.28)	26.48
ii) Income tax relating to items that will not be reclassified to profit or loss		8.39	(6.88)
B i) Items that will be reclassified to profit or loss		-	-
ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the year		(23.89)	19.59
Total Comprehensive Income for the year		409.67	186.26
Earnings per equity share	2		
Basic (Rs.)		12.47	4.79
Diluted (Rs.)		12.47	4.79
Summary of significant accounting policies	2		
The accompanying notes are integral part of the financial statements.			
This is the statement of profit and loss referred to in our report of even date.			

As per our report attached of even date

For and on behalf of the Board of Directors

For **J C Ranpura & CO.**
Firm Registration No. 108647W
Chartered Accountants

MEHUL J. RANPURA
Partner
M. No. 128453
UDIN: 23128453BGRRGX5770

Place : Rajkot
Date : 30.05.2023

S. A. Kotal
Chief Financial Officer

Hemant N. Jhala
Company Secretary

H. N. Vadgama Chairman & Exe. Director
R. R. Bambhania Managing Director
J. S. Thanki Executive Director

Place : PATLA, Taluka, BHESAN, Dist.. JUNAGADH
Date : 30.05.2023



Consolidated Cash Flow Statement for the year ended 31 March 2023

(₹ in Lakhs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	503.49	160.27
Adjustments for:		
Depreciation and amortisation expense	97.59	91.15
Gain on disposal of fixed assets (net)	(3.47)	-
Deferred income on security deposit received	-	(8.00)
Interest income	(10.55)	(17.81)
Gain on fair valuation of financial instruments (net)	-	-
Dividend income	-	-
Gain on foreign currency transactions (net)	-	-
Finance costs	28.68	66.93
Preliminary expenses written off	-	-
Loss on sale of non current investments	-	(0.60)
Provision for doubtful advances/receivables	19.00	16.39
Movement in provision for employee benefits and others	-	-
Increase or Decrease of Foreign Transition reserve	4.77	4.19
Unclaimed balances and excess provisions written back	-	-
Mark to market of derivative asset	-	-
Operating profit before working capital changes	639.52	312.53
Movement in working capital		
Decrease in non-current loans	-	-
Decrease in inventories	1,079.58	(553.69)
Decrease in Trade receivable and other financial assets	(1,590.37)	(749.73)
Decrease in other current assets	(152.27)	431.64
Decrease in Other Non Current Assets & Other Financial Assets	37.66	(29.08)
Increase in Trade payables & Other Financial Liabilities	378.33	896.16
Increase financial liabilities	-	-
Decrease in other current liabilities	114.39	(430.12)
Increase in Provisions	10.81	106.02
Cash flow from operating activities post working capital changes	517.65	(16.27)
Income tax paid (net)	(38.40)	(0.09)
Net cash flow from operating activities (A)	479.25	(16.37)
B CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets (including capital work-in-progress)	(214.21)	(50.03)
Proceeds from sale/disposal of fixed assets	8.99	-
Purchase of intangible assets	(4.10)	(4.10)
Purchase of current and non-current investments	(175.00)	(200.00)
Proceeds from sale of investments	25.00	50.01
Assets held for sale	-	-
Movement in fixed deposits (net)	-	-
Interest received	10.55	17.81
Dividend received	-	-
Net cash flows used in investing activities (B)	(348.77)	(186.32)
C CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of capital (including securities premium and share application money)	-	-
Proceeds from long-term borrowings (net)	-	-
Repayment of short-term borrowings (net)	(376.32)	(204.10)
Movement in retained earnings	-	-
Finance cost paid	(28.68)	(58.93)
Dividend paid (including tax)	-	-
Net cash used in financing activities (C)	(405.00)	(263.03)
Increase in cash and cash equivalents (A+B+C)	(274.52)	(465.72)
Cash and cash equivalents at the beginning of the year	915.57	1,381.29
Cash and cash equivalents at the end of the year	641.05	915.57

As per our report attached of even date

For **J C Ranpura & CO.**
Firm Registration No. 108647W
Chartered Accountants

MEHUL J. RANPURA
Partner
M. No. 128453
UDIN: 23128453BGRRGX5770

Place : Rajkot
Date : 30.05.2023

S. A. Kotal
Chief Financial Officer

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For and on behalf of the Board of Directors

H. N. Vadgama Chairman & Exe. Director
R. R. Bambhania Managing Director
J. S. Thanki Executive Director

Place : PATLA, Taluka, BHESAN, Dist.. JUNAGADH
Date : 30.05.2023





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

A. Equity Share Capital

Current Year

(₹ in Lakhs)

Particulars	As at 31-03-2022	Movement during the year	As at 31-03-2023
Equity Share Capital	347.78	-	347.78

Previous Year

(₹ in Lakhs)

Particulars	As at "01-04-2021	Movement during the year	As at 31-03-2022
Equity Share Capital	347.78	-	347.78

B. Other Equity

(₹ in Lakhs)

	Reserve and Surplus							Item of other Comprehensive income	Total
	Capital Reserve	General Reserve	Cash Subsidy Reserve	Capital Redemption Reserve	Retained Earnings	Securities Premium	Foreign Currency Translation Reserve		
Balance as at 1 April 2021	7.92	621.49	29.35	5.32	3,289.03	867.95	(18.96)	(29.81)	4,772.30
Profit for the year	-	-	-	-	166.67	-	4.19	-	170.86
OCI for the year	-	-	-	-	-	-	-	19.59	19.59
Dividends	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2022	7.92	621.49	29.35	5.32	3,455.69	867.95	(14.76)	(10.22)	4,962.76
Profit for the year	-	-	-	-	433.56	-	4.77	-	438.34
OCI for the year	-	-	-	-	-	-	-	(23.89)	(23.89)
Dividends	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2023	7.92	621.49	29.35	5.32	3,889.25	867.95	(9.99)	(34.11)	5,377.20





Notes to the Consolidated Financial Statements for the year ended 31st March, 2022.

1. GENERAL INFORMATION

Austin Engineering Company Limited (“the Company” or “the Parent”) is one of the India’s leading bearing manufacturing company in India. The Parent and its subsidiary **Austin Engineering Company**(formerly known as Accurate Engineering Inc.)(together referred to as “the Group”)deals with a various types of Bearings and its components. The Group caters to both domestic and international markets.

The Company’s shares are listed with BSE.

2. SIGNIFICANT ACCOUNTING POLICIES

A. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) as per the Companies (Indian accounting standard) Rules, 2015 as amended and notified under section 133 of the companies act 2013 (the “Act”) and other relevant provisions of the Act. The aforesaid financial statements have been approved by the Board of Directors in the meeting held on **30th May, 2022**. These financial statements are prepared and presented in Indian Rupees and rounded-off to the nearest rupees, except when otherwise stated. The Group’s financial statements for the year ended **31st March, 2022** were prepared in accordance with the Ind AS, as per companies (financial standards) Rule, 2006, notified under section 133 of the companies act, 2013 and other relevant provisions of the act.

B. BASIS OF PREPARATION AND PRESENTATION

These financial statements have been prepared and presented on the accrual basis of accounting under historical cost convention or fair values as per the requirement of Ind AS prescribed under section 133 of the companies act, 2013.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique in estimating the fair value of an asset or a liability.

All assets and liabilities have been classified as current or non-current as per the group’s normal operating cycle or 12 months or other criteria as set out in the Schedule III to the Companies Act 2013. Based on the nature of its business, the group has ascertained its operating cycle to be 12 months for the purpose of current and non-current classification of assets and liabilities

C. BASIS OF CONSOLIDATION

The Consolidated Financial Statement incorporates the financial statements of the company and entities controlled by the company and its subsidiary. Control is achieved where the Company:

- Has power over the investee
- Is exposed to, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns

The company reassess whether or not it controls an investee if facts and circumstances indicate that elements of control listed above.

When the company has less than majority of the voting rights of an investee, it has power over the investee when such voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The company considers all relevant facts and circumstances in assessing whether or not the company’s voting rights in an investee are sufficient to give it power, including

- The size of the company’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders; meetings.

Consolidation of a subsidiary begins when the company obtains control over the subsidy and ceases when the company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the company gains control until the date when the company ceases to control the subsidiary.



Profit or loss and each component of other comprehensive income are attributed to the owners of the company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the group are eliminated in full on consolidation.

D. REVENUE RECOGNITION

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment. The normal credit term is 30 to 90 days upon delivery.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties, customer loyalty points). In determining the transaction price for the sale of equipment, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

(i) Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of electronic equipment provide customers with a right of return the goods within a specified period. The Group also provides retrospective volume rebates to certain customers once the quantity of electronic equipment purchased during the period exceeds the threshold specified in the contract. The rights of return and volume rebates give rise to variable consideration.

➤ Rights of return

The Group uses the expected value method to estimate the variable consideration given the large number of contracts that have similar characteristics. The Group then applies the requirements on constraining estimates of variable consideration in order to determine the amount of variable consideration that can be included in the transaction price. A refund liability is recognized for the goods that are expected to be returned (i.e., the amount not included in the transaction price). A right of return asset (and corresponding adjustment to cost of sales) is also recognised for the right to recover the goods from a customer.

➤ Volume rebates

The Group applies the most likely amount method or the expected value method to estimate the variable consideration in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The Group then applies the requirements on constraining estimates in order to determine the amount of variable consideration that can be included in the transaction price and recognised as revenue. A refund liability is recognised for the expected future rebates (i.e., the amount not included in the transaction price).

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividend Income

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

Windmill energy income

Consideration for electricity generated by the windmill division and fed into the state power grid is received in the form of credit in the manufacturing division's power bill. Credits are recognised as income net of wheeling charges. Income so recognised is shown separately from the power cost under Other operating revenue.





Other income is recognized on accrual basis provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

E. PROPERTY, PLANT AND EQUIPMENT

The cost of property, plant and equipment comprises its purchase price, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning, net of any trade discounts and rebates. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of profit and loss in the period in which the costs are incurred unless such expenditure results in a significant increase in the future benefits of the concerned asset.

An item of property, plant and equipment is derecognized upon disposal or on retirement, when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net sale proceeds and the carrying amount of the asset and is recognized in statement of profit and loss.

Property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any

The company has elected to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS i.e. 1 April-2016, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in schedule II to the companies Act, 2013. In respect of additions to property, plant and equipment, depreciation has been charged on pro rata basis.

Class of Assets	Useful Life Estimated by Management
Buildings	30
Plant & machinery	15
Vehicles	8
Furniture and fixtures	8
Computers	3
Windmill	22

The companies review the residual value, useful lives and depreciation method annually and, if current estimates differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

F. INTANGIBLE ASSETS

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a Straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An item of intangible assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the statement of profit or loss when the asset is derecognized.

For transition to Ind AS, the company has elected to continue with carrying value of all its intangible assets recognized as of 1 April 2016 (transition date) measured as per the previous GAAP as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

Intangible Assets amortized as follows:

- Trademark is amortized over the useful life estimated by the management. Over a period of 50 years.
- Computer Software is amortized over the useful life estimated by the management. Over a period of 5 years.

G. IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

At the end of each reporting period, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it



is not possible to estimate the recoverable amount of an individual assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Any reversal of the previously recognized impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

H. LEASES

The company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration

Where the company is lessee

Company's leased assets comprises of lands. The company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets

a. Right-of-use assets

The company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term and the estimated useful lives of the assets, The right-of-use assets are also subject to impairment. Refer to the accounting policies in section F Impairment of property, plant and equipment and intangible assets.

b. Lease liabilities

At the commencement date of the lease, the company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date with no option for extension and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.



Company as Lessor

Leases in which the company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

I. INVENTORIES

Inventories are stated at lower of cost and net realizable value. Cost comprises of purchase price, applicable taxes not eligible for credit, less rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories.

Cost is determined on the basis of,

Inventory	Method
Raw materials	Weighted Average Cost
Stock - in - process	Weighted Average Cost
Finished goods	Weighted Average Cost
Stores and spares	Weighted Average Cost
Fuel	Weighted Average Cost

J. EMPLOYEE BENEFITS

In respect of defined contribution plan the company makes the stipulated contributions to provident fund and pension fund, in respect of employees to the respective authorities under which the liability of the company is limited to the extent of the contribution.

The liability for gratuity, considered as defined benefit, is determined actuarially using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognized in period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income ; and
- Re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expenses'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the statement of financial position represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

K. TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current Tax

Current Tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the India Income Tax Act, 1961.



Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each annual reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax are recognized in the statement of profit and loss, except when they are related to item that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Minimum Alternate tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

L. FOREIGN CURRENCIES

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian National Rupee (INR).

The transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in Foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in statement of Profit and Loss in the period in which they arise except for;

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from equity to statement of Profit and Loss on repayment of the monetary items.

M. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that the reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities and contingent assets are not recognized but are disclosed in the notes.



N. EARNING PER SHARE

Basic earnings per share is computed by dividing the profit / (loss) after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax attributable to equity shareholders as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for driving basis earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

O. BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

P. GOVERNMENT GRANTS AND SUBSIDIES

Government grants are recognized by the company where there is reasonable assurance that the grants will be received and all the attached conditions will be complied with. Revenue grants are recognized in the Statement of Profit and Loss in the same period, in which the related costs are incurred are accounted for.

Government grants relating to Property, plant and equipment are recognized / presented as deferred income and released to the statement of Profit and Loss over the expected useful lives of the assets concerned.

Q. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through statement of profit and loss ('FVTPL')) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized immediately in Statement of Profit and Loss.

a) Financial Assets

(i) Initial recognition and measurement.

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through statement of profit and loss ('FVTPL')) are added to the fair value of the financial assets, on initial recognition. Transaction cost directly attributable to the acquisition of financial assets at FVTPL is recognized immediately in Statement of Profit and Loss.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL);
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.



After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI :

A 'debt instrument' is classified as FVTOCI if both of the following criteria are met :

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flow represents SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instrument at FVTPL :

FVTPL is a residual category for debt instrument.

Any debt instrument, which does not meet the criteria for categorization as amortized cost or as FVTOCI, is classified as FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as FVTPL. However, such election is chosen only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

(iii) **Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily de-recognized when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

(iv) **Investment in Subsidiary:**

The Company's investment in equity instruments of Subsidiary are accounted for at cost as per Ind AS 27, including adjustment for fair value of obligations, if any, in relation to such Subsidiary.

b) Financial liabilities and equity instruments

(i) **Initial recognition and measurement**

All financial liabilities are recognized initially at fair value plus transaction cost (if any) that is attributable to the acquisition of the financial liabilities which is also adjusted.

(ii) **Subsequent measurement**

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

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de-recognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.



Trade and other payables

These amounts represent liabilities for goods or services provided to the company which are unpaid at the end of the reporting period. Trade and other payable are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are presented as non-current liabilities and are measured at amortized cost unless designated as fair value through profit and loss at the inception.

Other financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gain or losses on liabilities held for trading or designated as at FVTPL are recognized in the profit or loss.

De-recognition of financial liabilities:

A financial liability is de-recognition when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivatives and hedging activities:

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re measured to their fair value at the end of each reporting period. The accounting for subsequent change in fair value depends on whether the derivatives are designated as a hedging instrument, if so, the nature of the item being hedged and the type of hedge relationship designated.

The Company designated their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions and variable interest rate risk associated with borrowings.

The company documents at the beginning of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in the cash flows of hedge items. The company documents are risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The fair value of hedging derivative is classified as anon current asset or liability when the remaining maturity of the hedged item is more than 12 months. It is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

The company uses foreign exchange forwards contracts to hedge its exposure to movements in foreign exchange rate. This foreign exchange forward contract is not used for trading or speculation purposes. The accounting policies for forward contracts are based on whether it meet the criteria for designation as effective cash flow hedges. To designate the forward contract as an effective cash flow hedge, the company objectively evaluates with appropriate supporting documentation at the inception of the each contract whether the contract is effective in achieving offsetting cash flows attributable to the hedged risk. Effective hedge is generally measured by comparing the cumulative change in the fair value of the hedge contracts with a cumulative change in the fair value of the hedged item.

For forward contracts that are designated as effective cash flow hedges, the gain or loss from the effective portion of the hedge is recorded and reported directly in the share holders' fund (under the head "hedging reserve") and are reclassified into the statement of profit & loss upon the occurrence of the hedged transactions.

The company recognizes gains or losses from changes in fair value of forward contracts that are not designated as effective cash flow hedges for accounting purposes in the profit and loss account in the period the fair value changes occur.

c) Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

d) Impairment of financial assets

The company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The company recognized lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a



financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

R. FAIR VALUE MEASUREMENT :

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the company.

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole :

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

S. CASH & CASH EQUIVALENTS

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balance (with an original maturity of twelvemonths or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

T. SEGMENT

Operating segments are reported in a manner consists with the internal reporting provided to the management of the company.

Identification of segments

The Company's management examines the Company's performance both from a product and geographic perspective. The Company's operating businesses are organize and managed separately according to the nature of products, with each segments representing a strategic business unit that offers different products and serves different markets. The analysis of the geographical segments is based on the areas in which major operating divisions of the Company operate.

Intersegment transfers

The company accounts for intersegment sales on the basis of price charged for inter segment transfers.

Allocation of common cost

Common allocable costs are allocated to each segment according to the relevant contribution of each segment to the total common cost.

Unallocated items

Unallocated items include general corporate income and expenses items which are not allocated to any business segment.



Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statement of the Company as a whole.

3. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENTS:

In the course of applying the policies outlined in all notes under section 2 above, the company is required to make judgement, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factor that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

(i) Useful lives of property, plant and equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly depreciable lives are reviewed annually using the best information available to the Management.

(ii) Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgment to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

(iii) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

(iv) Fair value measurements

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include consideration of inputs such as liquidity risk, credit risk and volatility".

(v) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

For **J C RANPURA & CO.**
Chartered Accountants
FRN: 108647W

(Mehul J. Ranpura)
Partner

Membership No. 128453
UDIN: 23128453BGRRGX5770

Place: Rajkot
Date: 30.05.2023



Notes to the Consolidated Financial Statements for the year ended 31 March 2023
4 PROPERTY, PLANT AND EQUIPMENT
(Rs. in Lakhs)

Particulars	Freehold hold Land	Lease hold Land	Building	Plant and Equipments	Laboratory Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Computers	Wind Mill machinery	Total
Gross carrying amount											
Balance as at 01 April 2021	0.72	0.96	543.97	2,547.58	2.61	185.08	244.69	127.78	143.32	353.93	4,150.65
Additions, separately acquired	-	-	0.23	39.63	0.49	2.50	-	5.16	2.03	-	50.03
Adjustments during the year	-	-	-	-	-	-	-	-	-	-	-
Disposals/assets written off	-	-	-	-	-	-	-	-	-	-	-
Exchange loss on translating foreign operations	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2022	0.72	0.96	544.19	2,587.21	3.10	187.58	244.69	132.94	145.35	353.93	4,200.68
Additions, separately acquired	-	-	11.97	139.41	-	4.85	51.69	3.87	2.42	-	214.21
Adjustments during the year	-	-	-	-	-	(0.66)	-	-	0.66	-	-
Disposals/assets written off	-	-	-	-	-	-	3.48	-	2.04	-	5.53
Exchange loss on translating foreign operations	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2023	0.72	0.96	556.16	2,726.62	3.10	193.09	292.90	136.81	145.07	353.93	4,409.36
Accumulated depreciation											
Balance as at 31 March 2021	-	0.03	351.05	2,035.17	0.25	168.87	200.55	109.47	135.09	320.35	3,320.83
Charge for the year	-	0.02	14.71	46.65	0.26	3.63	7.35	2.53	2.32	2.26	79.72
Adjustments for disposals	-	-	-	-	-	-	-	-	-	-	-
Exchange loss on translating foreign operations	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2022	-	0.05	365.76	2,081.82	0.51	172.50	207.90	111.99	137.41	322.61	3,400.55
Charge for the year	-	0.02	10.41	54.23	0.30	2.30	8.11	5.67	1.12	2.26	84.41
Adjustments for disposals	-	-	-	-	-	-	-	-	-	-	-
Exchange loss on translating foreign operations	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2023	-	0.07	376.16	2,136.05	0.80	174.80	216.01	117.67	138.54	324.87	3,484.97
Net book value as at 01 April 2021	0.72	0.93	192.92	512.41	2.36	16.22	44.14	18.31	8.22	33.58	829.81
Net book value as at 31 March 2022	0.72	0.91	178.44	505.38	2.59	15.08	36.80	20.94	7.94	31.32	800.12
Net book value as at 31 March 2023	0.72	0.90	179.99	590.57	2.30	18.29	76.89	19.14	6.53	29.06	924.39
Useful life of assets (In Years)	N.A.	N.A.	30 Years	15 Years	15 Years	10 Years	8 Years	5 Years	3 Years	22 Years	

(A) Title Deed of Immovable Properties not held in the name of the Company.

SR. NO.	Relevant line item in the balance sheet	Description of item of property	Gross Carrying value (In Lacs)	Title deeds held in the name of	Whether title deed holder is a promotor, director or relative of promotor/ director or employee of promotor or director	Property held since which date	Reason for not held in the name of the company
[1]	PPE	-	-	-	-	-	-
[2]	Investment Property	-	-	-	-	-	-
[3]	PPE retired from active use and held for disposal	-	-	-	-	-	-
[4]	Others	-	-	-	-	-	-

(B) The Company has not Classified any Property as Investment Property.
(C) The Company has not revalued its Property, Plant and Equipments.


Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(D) Capital-Work-in Progress (CWIP) :

a. CWIP ageing schedule (Amount in Rs.)

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

b. Details of CWIP overdue or costs of which exceeded its original plan (Amount in Rs.)

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

(E) Details of Benami Property held

No proceedings are initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rule made thereunder.

5 OTHER INTANGIBLE ASSETS

(Rs. in Lakhs)

Particulars	'aec' TRADE MARK	COMPUTER SOFTWARE	Total
Gross carrying amount			
Balance as at 01 April 2021	408.61	60.86	469.47
Additions, separately acquired	-	4.10	4.10
Adjustments during the year	-	-	-
Disposals/assets written off	-	-	-
Exchange loss on translating foreign operations	-	-	-
Balance as at 31 March 2022	408.61	64.96	473.57
Additions, separately acquired	-	4.10	4.10
Adjustments during the year	-	-	-
Disposals/assets written off	-	-	-
Exchange loss on translating foreign operations	-	-	-
Balance as at 31 March 2023	408.61	69.07	477.68
Accumulated depreciation			
Balance as at 01 April 2021	210.43	47.08	257.52
Charge for the year	8.17	3.26	11.43
Adjustments for disposals	-	-	-
Exchange loss on translating foreign operations	-	-	-
Balance as at 31 March 2022	218.61	50.34	268.95
Charge for the year	8.17	5.00	13.18
Adjustments for disposals	-	-	-
Exchange loss on translating foreign operations	-	-	-
Balance as at 31 March 2023	226.78	55.35	282.13
Net book value as at 01 April 2021	198.18	13.78	211.96
Net book value as at 31 March 2022	190.00	14.62	204.63
Net book value as at 31 March 2023	181.83	13.72	195.55
Useful Life of the asset (in Years)	50	5	



Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

(A) The Company has not revalued its Intangible Assets.

(B) Intangible assets under development :

a. Ageing schedule of intangible assets under development (Amount in Rs.)

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

b. Details of CWIP of intangible assets overdue or costs of which exceeded its original plan (Amount in Rs.)

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

6. INVESTMENTS

(Rs. in Lakhs)

Disclosure for Quoted InvestmentFace	Number of shares		Amount in Lakhs	
	31 March, 2023	31 March, 2022	31 March, 2023	31 March, 2022
In other companies (quoted)				
quoted Equity Shares :				
Kowa Spining Ltd.	0.60	0.60	10.50	10.50
Bagri Min & Chem Ltd.	0.03	0.03	0.26	0.26
Damania Cap.Markets Ltd.	0.09	0.09	2.79	2.79
Indo Dutch Protiens Ltd.	0.01	0.01	0.07	0.07
Kongarar Textiles Ltd.	0.01	0.01	0.27	0.27
Orissa Luminaries Ltd.	0.02	0.02	0.20	0.20
Pennar Aqua Exports Ltd.	0.08	0.08	0.77	0.77
Stiefel Und.Schuh (I) Ltd.	0.00	0.00	0.04	0.04
Tina Electronics Ltd.	0.01	0.01	0.11	0.11
A.J.Brothers Ltd.	0.04	0.04	0.57	0.57
Asahi Fibres Ltd.	0.03	0.03	0.30	0.30
Asian Bearings Ltd.	0.00	0.00	0.02	0.02
Bhupendra Cap. & Fin.Ltd.	0.02	0.02	0.68	0.68
Gujarat Meditech Ltd.	0.01	0.01	0.09	0.09
Hindustan Agri Ltd.	0.01	0.01	0.07	0.07
Supriya Pharma Ltd.	0.01	0.01	0.10	0.10
Thambi Modern Spng.Mills	0.01	0.01	0.30	0.30
Valley Abresive Ltd.	0.02	0.02	0.15	0.15
Government Securities :				
National Saving Certificate	0.51	0.51	-	-
Sub total	-	-	17.80	17.80
Less: Impairment in value of investments	-	-	17.80	17.80
Total imparement	-	-	17.80	17.80
Net Investment	-	-	-	-

#these investment are carried at amortised cost



Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

Particulars	31 March	31 March	31 March	31 March
	2022	2021	2022	2021
	Long-term	Long-term	Short-term	Short-term
7. Loans				
(a) Loans to Related Parties	-	-	-	-
(b) Loans to others				
(Unsecured, considered good unless otherwise stated)				
Security deposits				
- considered good	-	-	-	-
- considered doubtful	-	-	-	-
Loans to joint ventures/operations and associates	-	-	-	-
Intercompany deposits	-	-	-	-
Loan to related parties	-	-	-	-
Loan to employees	-	-	-	-
	-	-	-	-
Less: provision for doubtful receivables	-	-	-	-
	-	-	-	-
	-	-	-	-

Particulars	31 March	31 March	31 March	31 March
	2022	2021	2022	2021
	Long-term	Long-term	Short-term	Short-term
8. Other financial assets				
(a) Security Deposits:				
- considered good	52.64	51.43	-	-
- considered doubtful	-	-	-	-
(b) Bank deposits for maturity more than 12 months:	-	-	-	-
(c) Other Financial Assets:				
Income Tax Advances	-	-	-	-
Advances to related parties	-	-	-	-
Tender Deposits	-	-	3.20	-
Electric Power Income Receivable	-	-	-	5.22
Balance with government authorities	-	-	234.02	309.85
Advances recoverable				
- considered good	47.67	45.48	25.38	18.94
- considered doubtful	-	-	-	-
	100.31	96.91	262.60	334.01
Less: provision for doubtful receivables	-	-	-	-
	100.31	96.91	262.60	334.01

(A) Disclosures relating to Loans and Advances in the nature of loans granted to promoters, directors, KMPs and the related parties:

- (a) repayable on demand
(b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	percentage to the total Loans or Advances in the nature of loan outstanding
1. Promoters	-	-
2. Directors	-	-
3. KMPs.	2.00	2.75%
4. Related Parties	-	-





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

9. Deferred Tax Assets (Net) Particulars	31 March 2023		31 March 2022	
	Amount	Amount	Amount	Amount
a. Deferred Tax				
Difference between Books & Tax Depreciation	(80.45)		(69.10)	
Others				
OCI	8.39		(6.88)	
		(72.05)		(75.98)
Deferred Tax Assets on Account of :				
Employees Benefits	303.23		256.89	
Business Loss & Unabsorbed Depreciation Allowance	-		11.05	
Allowance for doubtful receivable	9.20		4.26	
On account of Tangible & Intangible Assets	1.30		1.30	
On accounts of Financial Assets	0.55		5.01	
Others	10.44		9.98	
MAT Credit Entitlement	23.14		25.84	
		347.86		314.34
Total		275.80		238.36

Particulars	31 March 2023	31 March 2022	31 March 2023	31 March 2022
	Long-term	Long-term	Short-term	Short-term
b. Current tax asset (net)				
Advance income tax (net of provision)	-	-	-	-
	-	-	-	-
10. Other assets				
(i) Capital Advances:	-	41.06	-	-
(ii) Advances other than Capital Advances:				
(a) Security Deposits				
(b) Advances to related Parties:				
Advance to Key managerial Personals and their Relatives:	-	-	4.00	4.00
(c) Other Advances:				
Advances to suppliers	-	-	214.11	98.44
Advance tax (Net of provisions)	-	-	-	-
Prepaid expenses	-	-	56.94	26.66
Advance to Employees	-	-	45.14	32.19
Amount Receivable from Bank Under Fwd Contract	-	-	-	-
(iii) Others:				
Interest accrued PGVCL deposit	-	-	0.51	0.89
	-	41.06	314.45	162.18
Less: provision for doubtful receivables	-	-	-	-
	-	41.06	314.45	162.18



Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
11. Inventories		
(Valued at cost, unless otherwise stated)		
Raw material and components	726.34	695.50
Goods-in-transit	-	-
Less : Provision for obsolete and slow moving	-	-
	726.34	695.50
Semi Finished Goods	1,064.09	2,034.46
Less : Provision for obsolete and slow moving	-	-
	1,064.09	2,034.46
Finished goods	718.23	767.17
Goods-in-transit	439.03	564.84
Less : Provision for obsolete and slow moving	-	-
	1,157.26	1,332.01
Traded goods	168.99	140.58
Goods-in-transit	-	-
Less : Provision for obsolete and slow moving	-	-
	168.99	140.58
Stores and spares	77.58	69.31
Packing Materials	63.11	65.08
Less : Provision for obsolete and slow moving	-	-
	3,257.36	4,336.94
	3,257.36	4,336.94

Inventories have been hypothecated as security against bank borrowings of the company as at 31st March 2023.

Particulars	Number of units		Amount	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
12. Current Investments				
In mutual funds				
SBI Floating Rate Debt Fund	9.53	9.53	100.00	100.00
SBI Saving Fund	4.13	1.45	150.60	50.60
Baroda BNP Paribas Liquid Fund	0.02	-	50.00	-
Sub total (A)	-	-	300.59	150.59
In bonds (unquoted)	-	-	-	-
Sub total (B)	-	-	-	-
Sub total (C)	-	-	-	-
Total (A+B+C)	-	-	300.59	150.59
Aggregate amount of book value and market value of quoted investments	-	-	313.25	153.14
Aggregate amount of unquoted investments	-	-	-	-
Aggregate amount of impairment in value of investments	-	-	-	-





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
13. Trade receivables		
Secured : considered good	-	-
Unsecured : considered good	4,062.73	2,498.48
: considered doubtful	-	-
	<u>4,062.73</u>	<u>2,498.48</u>
Less: provision for doubtful receivables	35.40	24.98
	<u>4,027.34</u>	<u>2,473.50</u>

PARTICULARS	Outstanding from following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	

13.1 Trade Receivables Ageing Schedule:**As on 31.03.2023**

(a) Undisputed trade receivables Considered good	4,020.00	0.60	-	-	6.73	4,027.33
(b) Undisputed trade receivables Considered doubtful	-	-	-	-	-	-
(c) Undisputed trade receivables Credit Impaired	-	28.44	5.09	1.87	-	35.40
(d) Disputed trade receivables Considered good	-	-	-	-	-	-
(e) Disputed trade receivables Considered doubtful	-	-	-	-	-	-
(f) Disputed trade receivables Credit Impaired	-	-	-	-	-	-

13.2 Trade Receivables Ageing Schedule:**As on 31.03.2022**

(a) Undisputed trade receivables Considered good	2,524.28	9.23	1.87	0.04	(61.92)	2,473.50
(b) Undisputed trade receivables Considered doubtful	-	-	-	-	-	-
(c) Undisputed trade receivables Credit Impaired	-	19.73	5.25	-	-	24.98
(d) Disputed trade receivables Considered good	-	-	-	-	-	-
(e) Disputed trade receivables Considered doubtful	-	-	-	-	-	-
(f) Disputed trade receivables Credit Impaired	-	-	-	-	-	-





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

PARTICULARS	Outstanding from following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Particulars	31 March, 2023					31 March, 2022
14. Cash and bank balances						
Cash and cash equivalents						
Balances with banks						
Current accounts	434.01					593.14
Fixed Deposits	194.89					308.76
In Dividend Account	0.87					3.26
Cheques, Drafts on hands	-					-
Cash-in-hand	5.12					4.73
Others						
Bank deposits with maturity less than 3 months	-					-
Undeposited Funds	6.17					5.69
	641.05					915.57
15. Equity share capital						
40,00,000 Authorised capital						
Equity shares of RS. 10/- each	400.00					400.00
	400.00					400.00
34,77,800 Issued, subscribed and paid-up capital						
Equity shares of RS. 10/- fully paid	347.78					347.78
	347.78					347.78
a) Shareholders holding more than 5 % shares in the company.						
No shareholders holding more than 5 % shares in the Company.						
b) No Change in Equity shares and Equity Share Capital during the financial years 2022-23 and 2021-22.						
c) The company has only one class of equity shares having a par value of Rs. 10/- per share.						
Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend where proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.						
d) For the period of five years immediately preceding the date of Balance Sheet,						
- The Company has not allotted any shares as fully paid up without receipt of cash,						
- The Company has not brought back any shares,						
- The Company has not issued any shares by way of bonus shares						





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

e) Details of Shareholding of Promoters :

Promoter Name	2023		2022		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
[A] Shareholders Holding Equity Shares :					
Bhogayta Jeshanker Ramjibhai HUF	1,46,410	4.21%	1,46,410	4.21%	-
Ramniklal N Bambhania	1,20,000	3.45%	1,20,000	3.45%	-
Jeshankar R Bhogayata	75,500	2.17%	75,500	2.17%	-
Ramniklal N Bambhania HUF	16,000	0.46%	16,000	0.46%	-
Narottam C Vadgama HUF	15,500	0.45%	15,500	0.45%	-
Shashikant M Thanki HUF	12,000	0.35%	12,000	0.35%	-
Total	3,41,910	9.83%	3,85,410	9.83%	-

Particulars	31 March, 2023	31 March, 2022
16. Other equity		
Statement of profit and loss		
As per last balance sheet	3,455.70	3,289.03
Add : Net profit for the year	433.56	166.67
Less : Appropriations		
Transfer to debenture redemption reserve	-	-
Transfer to general reserve	-	-
Equity dividend	-	-
Tax on equity dividend	-	-
Preference dividend	-	-
Tax on preference dividend	-	-
Amalgamation reserve and others	-	-
Ind AS adjustments	-	-
Depreciation adjustment	-	-
Capital redemption reserve	-	-
Gain on account of disposal of interests	-	-
Loss on account of purchase of DE Shaw instrument	-	-
Total appropriations	-	-
Net surplus in statement of profit and loss	3,889.26	3,455.70
Other reserve		
General reserve		
As per last balance sheet	621.49	621.49
Add : Transferred from employee's stock options outstanding for lapsed options	-	-
Amount transferred from statement of profit and loss	-	-
	621.49	621.49



Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
Capital reserve		
As per last balance sheet	7.92	7.92
Amount transferred from statement of profit and loss		
	7.92	7.92
Capital redemption reserve		
As per last balance sheet	5.32	5.32
Amount transferred from statement of profit and loss		
	5.32	5.32
Securities premium account		
As per last balance sheet	867.95	867.95
Add : Additions on ESOP exercised		
Add: Shares issued by the subsidiary companies		
Less: Reversal on dilution of a subsidiary **		
	867.95	867.95
Cash Subsidy Reserve		
As per last balance sheet	29.35	29.35
Add: Amount transferred from statement of profit and loss		
Less: Amount transferred to general reserve		
	29.35	29.35
Other Comprehensive Income	(10.22)	(29.81)
Translation reserve during the year	(23.89)	19.59
	(34.11)	(10.22)
Foreign Currency translation Reserve		
As per last balance sheet	(14.76)	(18.96)
Translation reserve during the year	4.77	4.19
	(9.99)	(14.76)
Total reserves	5,377.20	4,962.76
17. Other non-current liabilities		
(a) Advances:		
(b) Others:		
Advance received	-	-
Deferred income	-	-
Provision for Decommissioning Liability - Windmill	5.00	5.00
Long term Prepaid Income	-	-
	5.00	5.00





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

Particulars	31 March 2023 Long-term	31 March 2022 Long-term
18A. Provisions		
(a) Provision for Employee Benefits:		
Provision for leave encashment	-	35.94
Provision for gratuity	868.69	878.87
Provision for other employee benefits	-	-
(b) Others:		
Provision for contingency	-	-
Provision for warranty	-	-
	868.69	914.82

Particulars	Opening Balance	Additions Durig the Year	Amount used during the Year	Amount Reversed during the Year	Adjustments due to changes in discounting Rate	Closing Balance
Provision for leave encashment	35.94	-	35.94	-	-	0.00
Provision for gratuity	878.87	-	-	-	(10.19)	868.69
	914.82	-	-	-	-	868.69

Particulars	31 March 2023 Short-term	31 March 2022 Short-term
18B. Provisions		
(a) Provision for Employee Benefits:		
Provision for gratuity ST	188.54	109.16
Provision for Bonus	83.50	88.24
Provision for leave encashment ST	25.54	5.07
Provision for Salary ST	83.33	82.23
(b) Others:		
Provision for Expense payable ST	103.81	98.25
Provision for tax ST	(3.30)	-
Provision for others - ST	0.22	9.49
	481.65	392.43

Particulars	Opening Balance	Additions Durig the Year	Amount used during the Year	Amount Reversed during the Year	Adjustments due to changes in discounting Rate	Closing Balance
Provision for gratuity ST	109.16	79.38	-	-	-	188.54
Provision for Bonus	88.24	115.33	111.25	8.81	-	83.50
Provision for leave encashment ST	5.07	38.51	18.04	-	-	25.54
Provision for Salary ST	82.23	83.33	82.23	-	-	83.33
Provision for Expense payable ST	98.25	103.75	98.18	-	-	103.81
Provision for tax ST	-	-	3.30	-	-	(3.30)
Provision for others - ST	9.49	-	9.26	-	-	0.22
	392.43	-	-	-	-	481.65



Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

19. Short-term borrowings

Secured

(a) Loan Repayable on demand:		
(i) From Bank		
Short term Loans	-	-
Cash credit / export packing credit & working capital demand loans	-	376.32
(i) From other parties		
(b) Loan from Related Parties	-	-
(c) Deposits	-	-
(d) Others	-	-
	-	376.32

(A) Disclosures regarding borrowings form banks or financial institutes:

Quarter	Particular	As per Stock Statement	As per Books of Accounts	Difference	Reason for the same
1	Inventory	3,614.25	3,614.25	-	
	Trade Receivables	2,379.86	2,376.19	3.67	Due to Difference of TDS on Trade Receivable
2	Inventory	3,697.15	3,697.15	-	
	Trade Receivables	2,683.61	2,678.91	4.70	Due to Difference of TDS on Trade Receivable
3	Inventory	3,439.80	3,439.80	-	
	Trade Receivables	2,795.46	2,798.56	(3.10)	Due to Difference of TDS on Trade Receivable
4	Inventory	3,257.36	3,257.36	-	
	Trade Receivables	2,381.17	2,381.17	-	

20. Trade payables

Trade payables - acceptances	-	-
Trade Payables dues to micro and small enterprises	99.40	169.56
Trade Payables dues to other than micro and small enterprises	2,717.46	2,283.74
Creditors for Capital Goods	178.46	161.30
Trade payables - Other accrued liabilities	-	-
Other current liabilities - Expenses payable	-	-
	2,995.32	2,614.60

20.1. Trade payable ageing schedule on 31-3-2023

(Amount in Lakhs)

PARTICULARS	Outstanding from following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 year	
a) MSME	99.40	-	-	-	99.40
b) Others	2,734.62	-	-	161.30	2,895.92
c) Disputed dues - MSME	-	-	-	-	-
d) Disputed dues - Others	-	-	-	-	-
Total	2,834.02	-	-	161.30	2,995.32





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

20.2. Trade payable ageing schedule on 31-3-2022

(Amount in Lakhs)

PARTICULARS	Outstanding from following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 year	
a) MSME	169.56	-	-	-	169.56
b) Others	2,271.22	4.26	0.03	169.53	2,445.04
c) Disputed dues - MSME	-	-	-	-	-
d) Disputed dues - Others	-	-	-	-	-
Total	2,440.78	4.26	0.03	169.53	2,614.60

20.3. Disclosure Related to MSME Act, 2006

Principal amount remaining unpaid to any supplier at the end of the year. 99.40 169.56

Interest due on above *

Amount of interest paid by the company to the suppliers

Amount paid to the suppliers beyond respective due dates *

Amount of interest due and payable for the period of delay in payments but without adding the interest specified under the Act. *

Amount of interest accrued and remaining unpaid at the end of the year.

Amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues as above are actually paid to the small enterprise.*

* Whatever information the company could identify as above were possible at the year end only, and in view of the same & according to the company, it could not identify payments beyond due date during the year and to make interest provisions to that extent, as per the agreed terms with the suppliers. The company could identify the principal amount remaining unpaid as on 31st March, 2023 based on the status of respective suppliers received during the year. However, as informed by the management, considering the materiality aspect and as per the agreed terms with respective suppliers, the company has not made provision of any interest due to suppliers for outstanding balance / payment made beyond respective due dates.

21. Other financial liabilities

Current maturities of long-term borrowings	-	-
Current maturities of finance lease obligation	-	-
Interest accrued but not due on borrowings	-	-
Interest accrued and due on borrowings	-	-
Security deposits	-	-
Unpaid dividends*	0.87	3.26
Payable to related parties	-	-
Employee related payables	-	-
Retention money	-	-
Matures/ Unclaimed Fixed Deposits and Interest thereon	-	-
Margin money payable	-	-
Other payables	-	-
	0.87	3.26

* not due for credit to 'Investor Education and Protection Fund'

(A) Changes in Financial Liability

Current maturities of long-term borrowings

Opening balance of Financial Liability	3.26	6.13
Addition during the year	-	-
Repaid during the year	2.38	2.87
Closing balance at the end of the year	0.87	3.26



Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
22. Other current liabilities		
(a) Revenue received in Advance:		
(b) Other Advances:		
Advances received	200.79	101.60
(c) Others		
Statutory dues	15.84	15.92
Foreign Currency Payable	-	-
Deferred Premium on Fwd. Contract	-	-
Deferred revenue	-	-
Deferred income	-	-
	216.63	117.52
23. Revenue from operations		
Operating revenue		
Revenue from export sales	6,577.99	2,910.54
Revenue from domestic sales	2,965.63	4,627.13
Sale of Traded Goods	1,247.65	1,320.51
Wind Electric Power Income	83.70	71.66
	10,874.97	8,929.84
Other operating revenue		
Job- Work Income	7.07	4.76
Duty Draw back & Other Export Incentive	109.81	112.70
Scrap Sale	87.49	44.46
Others	-	-
	204.37	161.91
	11,079.34	9,091.75
Disclosure pursuant to Ind AS 115 - Revenue from contract with customers:		
A Disaggregated revenue		
(i) Revenue by geographical market		
Within India	4,501.35	4,630.95
Outside India	6,577.99	4,460.81
	11,079.34	9,091.75
B Contract balances		
Trade receivables (Note -13)	4,062.73	2,498.48
Advance from customers (Note- 22)	200.79	101.60
C Reconciling the amount of revenue recognised in statement of profit and loss with the contracted price		
Revenue as per contracted price (recognised at the point of time)	11,079.34	9,091.75
Less: Discounts and rebates	-	-
Add/(Less): Changes in revenue due to performance obligations (net)	-	-
Net revenue from contract with customers (recognised at a point of time)	11,079.34	9,091.75





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
24. Other income		
Income from current investments		
Dividend received*	-	-
	-	-
Interest from :		
PGVCL Deposit Interest	0.53	0.42
FD Interest	10.01	17.36
VAT Refund Interest	-	-
Others	-	0.02
	10.55	17.81
Other income		
Gain on Mutual Fund	-	0.60
Unclaimed balances and excess provisions written back	-	3.28
Foreign Exchange Rate Diff. Income	202.60	55.97
Rent Income	1.60	1.75
Mark to market of derivative asset **	-	22.99
Unwinding of Interest income on deposit & loan	-	8.00
DDP charges	8.82	-
Carton Charges	8.44	-
Packing Charges	10.29	-
Freight Charges	2.89	0.47
Discount on Purchase	-	1.52
Premium on Forward Contract	-	-
Profit on Sale of Fix Asset	3.47	-
Interest charge to Debtors	-	0.56
Miscellaneous income	0.50	0.55
	238.61	95.70
	249.16	113.50

* The Group did not received any dividend from the equity instruments designated as FVOCI.

25. (a) Cost of material consumed		
Opening Stock	695.50	583.43
Add : Purchases	3,046.80	3,893.07
	3,742.31	4,476.50
Less: Sales	22.17	33.92
	3,720.14	4,442.59
Less : Closing Stock	726.34	695.50
	2,993.80	3,747.08
Disclosure: Detailed Bifurcation of Material Consumption		
Steel Bars & Tubes	1,154.32	1,135.12
Racea & Forged Rings	958.18	1,738.03
Cages	507.74	414.47
Other Materials	373.56	459.46
	2,993.80	3,747.08



Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
25. (b) Purchase of traded goods		
Purchase of traded goods	1,036.87	1,099.37
	1,036.87	1,099.37
25. (c) Changes in inventories of work-in-progress, stock-in-trade and finished goods		
Opening stock		
Finished goods	1,332.01	1,247.73
Work-in-progress	2,034.46	1,665.09
Traded goods	140.58	137.89
	3,507.05	3,050.71
Closing stock		
Finished goods	1,157.26	1,332.01
Work-in-progress	1,064.09	2,034.46
Traded goods	168.99	140.58
	2,390.34	3,507.05
Total (increase)/decrease in inventories	1,116.71	(456.34)
26. Employee benefit expense*		
Salaries, wages and bonus	1,505.66	1,397.25
Contribution to provident and other funds**	107.59	114.90
Gratuity Expense	111.82	103.46
Staff welfare	43.63	44.25
	1,768.70	1,659.86
* net of capitalisation		
** For descriptive notes on disclosure of defined benefit obligation refer note 49.		
27. Finance costs*		
Interest Expenses on borrowings	2.11	19.28
Interest Expenses for Others	23.06	17.86
Bank Commission	3.52	29.79
	28.68	66.93
28. Depreciation and amortisation **		
Depreciation on		
Property, plant and equipment	84.41	79.72
Amortisation on		
Intangible assets	13.18	11.43
Impairment		
Goodwill	-	-
	97.59	91.15
** Net of capitalisation		





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

Particulars	31 March, 2023	31 March, 2022
29. Other expenses		
Foreign Currency Loss	-	56.65
Stores & Spares consumed	861.99	467.22
Packing materials consumed	232.29	212.62
Job work charges	1,092.47	936.41
Power & Fuel	123.87	104.54
Rent	20.31	23.00
Repairs and Maintenance - Machinery	9.38	28.62
Repairs and Maintenance - Building	7.85	8.74
Repairs and Maintenance - Furniture	2.32	0.25
Repairs and Maintenance - Others	6.17	4.43
Insurance	15.48	15.46
Rates and Taxes	1.07	0.75
Communication	8.72	6.51
Travelling Exp.	72.33	34.90
Outward Transportation	98.97	77.32
Loss on Sale of Shares		
Donation	4.77	4.45
Sales commission	316.31	131.38
Sales promotion	2.63	2.54
Covid - 19	0.04	1.91
Service tax		
GST late Fee	0.01	0.01
G. S. T. Exp.	12.75	3.46
Provision for Expected Credit Loss	19.00	16.39
Bad debts W/o	12.89	25.26
Realised Gain/Loss on Derivatives	(18.15)	-
Operation & Maintenance Charges		
Payment to Auditors (for Statutory Audit)	2.25	2.25
Legal Fees	0.24	-
Audit Committees- Sitting Fees	0.35	0.40
Vehicle Exepenses	86.42	79.90
Other Misc.Expenses	789.93	591.56
	3,782.66	2,836.93
30. Tax expense		
Current tax	116.96	19.40
Tax Credit Availble	(88.94)	-
Minimum alternate tax credit entitlement	(21.70)	-
Net Liability	6.32	19.40



Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

30A. Tax expense		
Current tax	116.96	34.65
Prior Period Tax	(15.28)	-
Net Tax Expense	101.69	34.65
30B. Deferred Tax Expense		
Deferred tax	(40.16)	(34.16)
Deferred Tax Liability Created on OCI	8.39	(6.88)
	-	-
Net Tax Expense	(31.76)	(41.04)
30C. Tax expenses for the year can be reconciled to the accounting profit as follows		
Profit Before Tax and Exceptional Items	503.49	160.27
Applicable Tax Rate	27.82%	27.82%
Computed Tax Expense	140.07	44.59
Tax Effect of:		
Deductions allowed	(20.98)	(14.58)
Expenses disallowed	6.64	15.15
Other Adjustment	(8.77)	(10.51)
Additional allowances net of MAT Credit	-	-
Current Tax Provision (A)	116.96	34.65
Incremental Deferred tax Liability/(Asset) on account of Property, Plant and Equipment and Intangible Assets	10.42	10.45
Incremental Deferred tax Liability / (Asset) on account of Financial Assets and Other items	(50.57)	(44.61)
Deferred Tax Liability Created on OCI	8.39	6.88
Deferred Tax Provision (B)	(31.76)	(41.05)
Tax Expenses Recognised in Statement of Profit and Loss (A+B)	85.21	(6.40)
Effective Tax Rate	17.95%	(3.76%)
31. OCI schedule		
Other Comprehensive Income		
(A) Items that will not be reclassified to profit or loss		
(i) Re-measurement gains (losses) on defined benefit plans	(32.28)	26.48
Income tax effect	8.39	(6.88)
(ii) Net (loss)/gain on FVTOCI equity securities	-	-
Income tax effect	-	-
	(23.89)	19.59
(B) Items that will be reclassified to profit or loss	-	-
	(23.89)	19.59





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

32. Earnings per equity share

The Group's Earnings Per Share ('EPS') is determined based on the net profit attributable to the shareholders' of the Parent. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

Net profit attributable to equity shareholders

Profit after tax	433.56	166.67
Profit attributable to equity holders of the parent adjusted for the effect of dilution	433.56	166.67
Nominal value of equity share (Rs.)	347.78	347.78
Weighted-average number of equity shares for basic EPS	34.78	34.78
Basic earnings per share (Rs.)	12.47	4.79
Nominal value of equity share (Rs.)	347.78	347.78
Add: Employee stock option plan	-	-
Weighted-average number of equity shares adjusted for the effect of dilution	34.78	34.78
Diluted earnings per share (Rs.)	12.47	4.79

Particulars**2022-23
Amount****2021-22
Amount**

33. CONTINGENT LIABILITIES

BANK GURANTEES	389.47	386.80
CENTRAL EXCISE DEMAND	146.86	146.86
(Paid against total demand)	10.81	10.81

34. DETAILS OF SEGMENT REPORTING:

The company has identified two reportable Segments viz. Bearing and Power.

(1) PRIMARY SEGMENT:

Particulars	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
	Bearing	Bearing	Power	Power	Total	Total
1. SEGMENT REVENUE	11,244.80	9,133.59	83.70	71.66	11,328.49	9,205.25
Other Unallocated Revenue	-	-	-	-	-	-
Total	11,244.80	9,133.59	83.70	71.66	11,328.49	9,205.25
Less: Inter Segment Revenue	-	-	83.70	71.66	83.70	71.66
Net Income from Operation	11,244.80	9,133.59	-	-	11,244.80	9,133.59
2. SEGMENT RESULTS						
PROFIT/(LOSS) BEFORE INTEREST & TAX	467.91	174.54	64.26	52.57	532.17	227.11
LESS : Interest	-	-	-	-	28.68	66.84
Other unallocated Expenses	-	-	-	-	-	-
TOTAL PROFIT/(LOSS) BEFORE TAX	467.91	174.54	64.26	52.57	503.49	160.27



Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

3. CAPITAL EMPLOYED

(SEGMENT ASSETS-
SEGMENT LIABILITIES)

Segment Assets	9,975.86	9,466.07	47.80	49.45	10,023.66	9,515.51
Add: Common assets	-	-	-	-	275.80	238.36
TOTAL ASSETS	9,975.86	9,466.07	47.80	49.45	10,299.47	9,753.87
Segment Liabilities	4,569.49	4,438.35	4.99	4.99	4,574.48	4,443.34
Add: Common Liabilities	-	-	-	-	-	-
TOTAL LIABILITIES	4,569.49	4,438.35	4.99	4.99	4,574.48	4,443.34
SEGMENT CAPITAL EMPLOYED	5,406.37	5,027.72	42.81	44.46	5,724.98	5,310.53

(2) GEOGRAPHICAL SEGMENTS:

(a) The following table shows the distribution of the company's sales by geographical market:

Revenue	2022-23	2021-22
Within India	5,742.31	5,174.03
Overseas	5,502.49	3,959.56
Total:	11,244.80	9,133.59

(b) Assets base on geographical location:

Particulars	Carrying Amount of Segment Assets		Addition to Fixed Assets and Intangible Assets	
	2022-23	2021-22	2022-23	2021-22
Within India	8,422.15	8,722.13	213.54	53.69
Overseas	1,877.32	1,031.74	-	-
Total:	10,299.47	9,753.87	213.54	53.69

35. RELATED PARTY DISCLOSURES

(1) Names of Related parties and nature of relationship

(a) Enterprises where control of Key Management Personnel and/or their relatives exists.

- | | |
|--------------------------------------|--------------------------------|
| (i) Max Precision Bearings Pvt. Ltd. | (ii) Accord Precision Products |
| (iii) Accumax Engineering Company | |

(b) Key Management Personnel

- | | |
|---|---|
| (i) Mr. Hiren N. Vadgama | (ii) Mr. Rajan R Bambhania |
| (iii) Mr. Jignesh S. Thanki (From 01.11.2022) | (iv) Mr. Siddik A Kotal |
| (v) Mr. Hemant N Jhala (From 10.10.2022) | (vi) Miss. Hiral A Shah (upto 30.09.2022) |
| (vii) Mrs. Nirali S Doshi (upto 31.01.2022) | |

(c) Relative of Key Management Personnel

- | | |
|---|------------------------------|
| (i) Mr. N. C. Vadgama HUF | (ii) Mr. R. N. Bambhania HUF |
| (iii) Mr. S.M. Thanki HUF | (iv) Mr. Shahid S. Kotal |
| (v) Mr. Jignesh S. Thanki (upto 01.11.2022) | |

Note: Related party relationship is as identified by the company and relied upon by the auditors.





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

(2) Transaction with Related Parties

Particulars	Related Parties					
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1(c) above	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
INCOME						
(1) Sales of Goods	21.58	28.31	-	-	-	-
(2) Job Work	7.91	3.01	-	-	-	-
EXPENSES						
(1) Purchase of Goods	18.61	13.06	-	-	-	-
(2) Remuneration	-	-	-	-	-	-
(3) Salary	-	-	77.77	67.32	10.70	8.45
(4) Jobwork	473.61	508.90	-	-	-	-
(5) Interest	-	-	-	-	18.11	16.31
(6) Professional Fees	-	-	-	-	-	-
(7) Dividend Paid	-	-	-	-	-	-
OUTSTANDING						
Payable	20.39	140.92	-	-	167.26	150.97
Receivable	-	-	-	-	-	-
Advances	-	-	-	-	-	-

36. FINANCIAL INSTRUMENT

A. Financial Instruments by category

Particulars	As at 31-03-2023		As at 31-03-2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Measured at amortised cost (A)				
Investments in Subsidiary	-	-	-	-
Other financial assets	362.92	362.92	430.92	430.92
Trade Receivables	4,027.34	4,027.34	2,473.50	2,473.50
Cash and cash equivalents	641.05	641.05	915.57	915.57
Total financial assets at amortised cost (A)	5,031.31	5,031.31	3,819.99	3,819.99
Measured at fair value through Other Comprehensive Income (B)				
Non-Current Other Investments	17.80	-	17.80	-
Measured at fair value through Profit and Loss (C)				
Total Financial assets (A + B + C)	5,049.11	5,031.31	3,837.78	3,819.99
Financial liabilities				
Measured at amortised cost				
Long term Borrowings	-	-	-	-
Short term Borrowings	-	-	376.32	376.32
Trade Payables	2,995.32	2,995.32	2,614.60	2,614.60
Other financial liabilities	486.65	486.65	397.43	397.43
Total financial liabilities carried at amortised cost	3,481.97	3,481.97	3,388.35	3,388.35



Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

B. Financial Risk Management

The Company has established the risk management policies to ensure timely identification and evaluation of risks, settings acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency.

The Company's activities expose it to credit risk, liquidity risk and market risk.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, financial assets and trade receivables	Credit ratings / Aging analysis	Diversification of counter parties, investment limits, check on counter parties basis credit rating and number of overdue days.
Liquidity Risk	Other Liabilities	Maturity analysis	Maintaining sufficient cash / cash equivalents.
Market Risk	Financial assets and liabilities	Sensitivity analysis	Constant evaluation and proper risk management policies.

The Board provides guiding principles for overall risk management as well as policies covering specific areas such as foreign exchange risk, credit risk and investment of surplus liquidity

(a) Credit risk

Credit risk refers to the risk of a counter party default on its contractual obligation resulting into a financial loss to the Company. The maximum exposure of the Financial assets represents trade receivables, work in progress and other receivables. In respect of trade receivables, the Company used a provision matrix to compute the expected credit loss allowances for trade receivables in accordance with the expected credit loss (ECL) policy of the Company. The Company regularly reviews trade receivables and necessary provisions, wherever required are made in the financial statements.

(b) Liquidity risk

Liquidity risk is that the Company will encounter difficulty in raising funds to meet its commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities. Contractual maturities of significant financial liabilities are as follows :

Particulars	Less than 1 year	More than 1 year	Total
As on 31st March, 2023			
Borrowings	-	-	-
Trade payables	2,995.32	-	2,995.32
Other Financial Liabilities	0.87	5.00	5.87
As on 31st March, 2022			
Borrowings	376.32	-	376.32
Trade payables	2,614.60	-	2,614.60
Other Financial Liabilities	3.26	5.00	8.26

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in foreign currency exchange rates, interest rates, credit, liquidity and other market changes. foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

(d) Capital Management

The Company's capital management objective is to maximise the total shareholders' return by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensure optimal credit risk profile to maintain / enhance credit rating.

The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.



**Notes to the Consolidated Financial Statements for the year ended 31 March 2023**

(Rs. in Lakhs)

The following table summarises the capital of the Company.

Particulars	As at 31-03-2023	As at 31-03-2022
Equity *	5,724.98	5,310.54
Long Term Debt	-	-
Tangible and other assets	1,119.95	1,004.75
Working Capital	5,102.60	4,849.27
Others assets /(Liabilities) (Net)	(497.57)	(543.48)
	5,724.98	5,310.53

* Equity Includes capital and all reserves of the Company that are managed as capital.

37. Lease commitments :

Obligation towards operating leases (As lessee)

The Company has entered into operating lease arrangements for machines.

Rent expenses of Rs. 15,60,000 /- (Previous Year Rs. 15,60,000/-) in respect of obligation under non cancellable operating leases have been recognised in the Statement of Profit and Loss.

The total of future minimum lease payments under non cancellable operating leases for the following periods :

Particulars	As at 31st March 2023	As at 31st March 2022
a. Not later than one year	-	0.00
b. Later than one year but not later than five years	15.60	15.60

38 In the opinion of the Board of Directors, Current assets and other non current assets have a value on realisation in ordinary course of business at least equal to the amount at which they are stated.

39 Confirmation of debit / credit balances have not been received and hence these balances are subject to adjustment if any.

40 Previous year figures :

The company has regrouped / rearranged previous year figures in veiw of easy comparision with current year figures.

41 Willful Defaulter:

The board of directors of the Company is of the opinion that the Company has, till the date of signing of this financial statement, not been declared as willful defaulter by its banks or financial institution.

42 Relationship with Struck off Companies

On the basis of confirmation with the parties, the board of directors of the Company is of the opinion that the Company did not have any transactions with companies struck off under section 248 of the Companies Act, 2013.

43 Details of Registration of charges or satisfaction with Registrar of Companies yet to be registered

No charges or its satisfaction is yet to be registered with Registrar of Companies.

44 Compliance with number of layers of companies

On the basis of information received by us during the course of Audit, the company has compied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on numbers of layers) Rules, 2017.

45 Disclosures of Ratios:

As per Annexure 1

46 Compliance with approved Scheme(s) of Arrangements:

The Company has not made any Scheme of Arrangements with competent Authority in terms of sections 230 to 237 of Companies Act, 2013.





Notes to the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in Lakhs)

47 Utilisation of Borrowed Funds and Share Premium :

- (A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) or has not provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries.
- (B) The Company has not received any funds or not entered into any understanding that company invest or land the said amount for the benefits of Funding Party directly or indirectly or The company has not provide any guarantee on behalf of Ultimate Beneficiaries.

48 DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year ended on 31 March, 2023

49 CORPORATE SOCIAL RESPONSIBILITY

Provisions of Corporate Social Responsibility are not applicable to the Company for the financial year ended on 31 March, 2023

50 Figures rounded off to nearest rupee. All the figures including previous year figures have been rounded off to nearest rupee.

As per our report attached of even date

For **J C Ranpura & CO.**
Firm Registration No. 108647W
Chartered Accountants

MEHUL J. RANPURA
Partner
M. No. 128453
UDIN: 23128453BGRRGX5770

Place : Rajkot
Date : 30.05.2023

S. A. Kotal
Chief Financial Officer

Hemant N. Jhala
Company Secretary

For and on behalf of the Board of Directors

H. N. Vadgama Chairman & Exe. Director

R. R. Bambhania Managing Director

J. S. Thanki Executive Director

Place : PATLA, Taluka, BHESAN, Dist.. JUNAGADH
Date : 30.05.2023





Ratio Annexure

Annexure 1

	Ratios	Numerators Current period [Previous period]	Denominators Current period [Previous period]	Current Period	Previous Period	% Variance	Reason for Variance
[a]	Current Ratio	8,803.40 (8,372.79)	3,700.80 (3,523.53)	2.38	2.38	0.11	
[b]	Debt-Equity Ratio	- (376.32)	5,724.98 (5,310.54)	-	0.07	(100.00)	See Note 1
[c]	Debt-Service Coverage Ratio	556.31 (294.96)	401.48 (1,243.91)	1.39	0.24	484.36	See Note 2
[d]	Return on Equity Ratio	433.56 166.67	5,517.76 5,215.31	0.08	0.03	145.88	See Note 3
[e]	Inventory Turnover Ratio	5,147.38 (4,390.11)	3,797.15 (4,060.10)	1.36	1.08	25.37	See Note 4
[f]	Trade Receivables Turnover Ratio	11,079.34 (9,091.75)	3,250.42 (2,198.30)	3.41	4.14	(17.58)	
[g]	Trade Payables Turnover Ratio	4,083.67 (4,992.44)	2,804.96 (2,165.09)	1.46	2.31	(36.86)	See Note 5
[h]	Net Capital Turnover Ratio	11,079.34 (9,091.75)	5,102.60 (4,849.27)	2.17	1.87	15.81	See note 6
[i]	Net Profit Ratio	433.56 166.67	11,079.34 9,091.75	0.04	0.02	113.47	See note 6
[j]	Return on Capital employed	458.72 203.81	5,724.98 5,686.85	0.08	0.04	123.58	See Note 7
[k]	Return on investments	- -	- -	- -	- -	- -	- -

Notes:

1. The Company has Repaid the short term Loan and therefor the ratio has decreased.
2. During FY 2022-23 net profit has increased and interest Expense has decreased and there for the ratio has increased in FY 2022-23.
3. Net Profit has increased during FY 2022-23 and therefor the ratio has increased in FY 2022-23.
4. Due to increased in Cost of Goods sold the ratio has increased in FY 2022-23.
5. Net sales has increased in FY 2022-23 in comparison with FY 2021-22 and therefor the ratio has decreased in FY 2022-23.
6. Due to increase in net sales and increase in working capital ratio has increase in FY 2022-23 in comparison with FY 2021-22.
7. During the FY 2022-23 Net sales has increased and net profit has also increased and therefor ratio has increased in FY 2022-23.
8. During FY 2022-23 Interest expense has decreased in comparison with FY 2021-22 and therefor the ratio has increase in FY 2022-23.





ANALYTICAL RATIOS :

WORKINGS:

(Amount in Lakhs)

Sr No.	Particulars	2022-23	2021-22
1	Current Assets	8,803.40	8,372.79
2	Current Liabilities	3,700.80	3,523.53
3	Total Debt		
	Current Borrowings	-	376.32
	NonCurrent Borrowings	-	-
	Total	-	376.32
4	Shareholder's Equity	5,724.98	5,310.54
5	Earnings available for debt service:		
	Net profit After Tax	433.56	166.67
	Add: Non Cash operating Expense	97.59	91.15
	Add: Interest	25.16	37.14
		556.31	294.96
6	Debt Service:		
	Interest & Lease Rent payable	25.16	37.14
	Add: Principle Repayments	376.32	1,206.77
		401.48	1,243.91
7	Return on Equity:		
	Net profit after Tax	433.56	166.67
	Less: Preference Dividend	-	-
		433.56	166.67
8	Average Shareholder Equity:		
	Opening Shareholders Equity	5,310.54	5,120.08
	Closing Shareholders Equity	5,724.98	5,310.54
	Average	5,517.76	5,215.31
9	Cost of Goods Sold:	5,147.38	4,390.11
10	Average Inventory:		
	Opening Inventory	4,336.94	3,783.25
	Closing Inventory	3,257.36	4,336.94
	Average	3,797.15	4,060.10
11	Net credit Sales:		
	Gross Credit Sales	11,079.34	9,091.75
	Less: Sales Return	-	-
	Net	11,079.34	9,091.75
12	Average Accounts Receivables:		
	Opening Balance	2,473.50	1,923.10
	Closing Balance	4,027.34	2,473.50
	Average	3,250.42	2,198.30



**WORKINGS: (Contd...)****(Amount in Lakhs)**

Sr No.	Particulars	2022-23	2021-22
13	Net Credit Purchase:		
	Gross Credit Purchase	4,083.67	4,992.44
	Less: Purchase Return	-	-
	Net	4,083.67	4,992.44
14	Average Trade payable:		
	Opening Balance	2,614.60	1,715.57
	Closing Balance	2,995.32	2,614.60
	Average	2,804.96	2,165.09
15	Net Sales:		
	Total Sales	11,079.34	9,091.75
	Less: Sales Return	-	-
	Net	11,079.34	9,091.75
16	Working Capital		
	Current Assets	8,803.40	8,372.79
	Less: Current Liabilities	3,700.80	3,523.53
	Net	5,102.60	4,849.27
17	Net Profit	433.56	166.67
18	Net Sales	11,079.34	9,091.75
19	Earning before Interest and Taxes:		
	Net Profit After Tax	433.56	166.67
	Add: Tax Expense	-	-
		433.56	166.67
	Add: Interest	25.16	37.14
	EBIT	458.72	203.81
20	Capital Employed:		
	Net Worth	5,724.98	5,310.54
	Add: Total Debt	-	376.32
	Add: Deferred tax Liability		
	Capital Employed	5,724.98	5,686.85
21	Ending value of Investments	300.59	150.59
	Less: Beginning value of Investments	150.59	-
	Total	150.59	150.59
22	Beginning Value of Investments	150.59	-





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AUSTIN ENGINEERING COMPANY LIMITED

Village: Patla, Taluka: Bhesan, Dist: Junagadh 362 030, Gujarat, India.

CIN: L27259GJ1978PLC003179

Form No. MGT-11

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L27259GJ1978PLC003179

Name of the Company: Austin Engineering Company Limited

Registered Office: Village: Patla, Taluka: Bhesan, Dist: Junagadh 362 030, Gujarat, India.

Name of the member(s) :

Registered Address :

E-mail ID :

Folio No./Client No. :

DP ID :

I / We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name : _____

Address : _____

E-mail Id : _____

Signature: _____ or failing him

2. Name : _____

Address : _____

E-mail Id : _____

Signature: _____ or failing him

3. Name : _____

Address : _____

E-mail Id : _____

Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **45th** Annual General Meeting of the Company, to be held on **Thursday, the 28th September, 2023 at 11.00 a.m.** at Village: Patla, Taluka: Bhesan, Dist: Junagadh 362 030, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

- (a) Adoption of Audited standalone financial statement of the Company as on 31st March, 2023. (Ordinary Resolution)
- (b) Adoption of Audited consolidated financial statement of the Company as on 31st March, 2023. (Ordinary Resolution).
- Re-appointment of Mr. Rajan R. Bambhania (DIN No.:00146211) who retires by rotation. (Ordinary Resolution)
- Re-appointment of Mr. Hiren N Vadgama (DIN No.:00145992) who retires by rotation. (Ordinary Resolution)

SPECIAL BUSINESS:

- Re-appointment of Mr. Hiren Narottam Vadgama (DIN No.: 00145992) as Chairman & Executive Director for a period of 5 years with effect from 01st August, 2023 and the remuneration paid/ payable as per the statement annexed to the Notice (Special Resolution)
- Re-appointment of Mr. Rajan R. Bambhania (DIN No.:00146211) as Managing Director for a period of 5 years with effect from 01st August, 2023 and the remuneration paid/ payable as per the statement annexed to the Notice. (Special Resolution)
- Revising the remuneration paid/ payable to Mr. Jignesh Shashikant Thanki (DIN 00146168) with effect from 01st August, 2023 who was appointed as Director (Technical) as per the statement annexed to the Notice. (Special Resolution)
- Appointment of Mr. Dhiren Tarachand Mithani (DIN 10265723) as an Independent Director for a term of 5 years (Special Resolution)
- Ratification of the remuneration payable to M/s SAGAR M. KAPADIYA & COMPANY, Cost Accountant, Rajkot (Registration No. 103615) to conduct audit of the cost records of the Company for the Financial Year 2023-24. (Ordinary Resolution)

Signed this _____ day of _____ 2023.

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix 1 Re.
Revenue
stamp

Note: All details as per last except the date of AGM details to be inserted



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AUSTIN ENGINEERING COMPANY LIMITED

Village: Patla, Taluka: Bhesan, Dist: Junagadh 362 030, Gujarat, India.

CIN: L27259GJ1978PLC003179

ATTENDANCE SLIP

DP ID** :	
CLIENT ID** :	

REGD. FOLIO NO. :	
NO. OF SHARES HELD :	

Full Name of the member attending _____

Full Name of the joint-holder _____

(To be filled in if first named Joint - holder does not attend meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the **45th** Annual General Meeting held at Village: Patla, Taluka: Bhesan, Dist: Junagadh 362 030 on **Thursday, 28th September, 2023 at 11.00 a.m.**

Signed this _____ day of _____ 2023

Signature of member/proxy

Notes :

Only Member / Proxy will be allowed to attend the meeting and they should bring with them the duly filled attendance slip.

** Applicable to the members whose shares are held on dematerialized form.



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AUSTIN ENGINEERING COMPANY LIMITED

Village: Patla, Taluka: Bhesan, Dist: Junagadh 362 030, Gujarat, India.

Tel: 02873-25 22 67/68 Fax: 0285-26 61 505

E-mail : info@aec.com Website : www.aec.com

CIN: L27259GJ1978PLC003179

BALLOT FORM

1.	Name & Registered Address of the First Named Shareholder	
2.	Name(s) of Joint Holder(s)	
3.	Registered Folio No./ DP ID No & Client No.	
4.	No. of Shares Held	

I / We hereby exercise my / our vote (s) in respect of the resolutions set out in the notice of the Forty Fifth Annual General Meeting (AGM) of the Company to be held on **Thursday, 28th September, 2023 at 11.00 a.m.** by recording my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Item	Resolutions	(For)	(Against)
		I/We assent to the	I/We dissent to the
1(i)	Adoption of the Audited Standalone Financial Statement of the Company for the Financial Year ended on 31st March, 2023 together with Auditors Report thereon (Ordinary Resolution)		
1(ii)	Adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended on 31st March 2023 together with report of Auditor thereon (Ordinary Resolution)		
2.	Re-appointment of Mr. Rajan R. Bambhania (DIN No.:00146211) who retires by rotation. (Ordinary Resolution)		
3	Re-appointment of Mr. Hiren N Vadgama (DIN No.:00145992) who retires by rotation. (Ordinary Resolution)		
4	Re-appointment of Mr. Hiren Narottam Vadgama (DIN No.: 00145992) as Chairman & Executive Director for a period of 5 years with effect from 01st August, 2023 and the remuneration paid/ payable as per the statement annexed to the Notice (Special Resolution)		
5	Re-appointment of Mr. Rajan R. Bambhania (DIN No.:00146211)) as Managing Director for a period of 5 years with effect from 01st August, 2023 and the remuneration paid/ payable as per the statement annexed to the Notice. (Special Resolution)		
6.	Revising the remuneration paid/ payable to Mr. Jignesh Shashikant Thanki (DIN 00146168) with effect from 01st August, 2023 who was appointed as Director (Technical) as per the statement annexed to the Notice. (Special Resolution)		
7	Appointment of Mr. Dhiren Tarachand Mithani (DIN 10265723) as an Independent Director for a term of 5 years (Special Resolution)		
8	Ratification of the remuneration payable to M/s SAGAR M. KAPADIYA & COMPANY, Cost Accountant, Rajkot (Registration No. 103615) to conduct audit of the cost records of the Company for the Financial Year 2023-24. (Ordinary Resolution)		

Place:

Date:

Signature

Note : Please read the instructions carefully before exercising your vote.



INSTRUCTIONS:

- 1) This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
- 2) A member can opt for only one mode of voting i.e., either through e-voting or by ballot. If member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the notice of the AGM.
- 4) The scrutinizer will collate the votes downloaded from the e-voting system and votes cast through ballot to declare the final result for each of the resolutions forming a part of the notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

- 1) Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send the same to the scrutinizer Mr. Kaushik Shah, of M/s K J Shah & Company, Practicing Company Secretary, (Membership No.2420) at the Registered Office of the Company on or before the date of the AGM. Alternatively, the Ballot can also be deposited in the box to be made available at the venue during the AGM.
- 2) The Ballot Form should be signed by the member as per the specimen signature registered with the Company /Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company or enclosing an attested copy of POA.
- 3) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
- 4) Votes should be cast in case of each resolution, either in favour or against by putting the tick (“”) mark in the column provided in the ballot.
- 5) The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company as on 21st September, 2023 as per the register of members of the Company.
- 6) A member may request for a duplicate Ballot Form, if so required.
- 7) Unsigned, incomplete, improperly, or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the member or as to whether votes are in favour or against or if signature cannot be verified.
- 8) The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 9) The results declared along with the Scrutinizer’s report, shall be placed on the Company’s website ***http://www.aec.com*** within **two working days** of the passing of the resolutions at the AGM of the Company to be held on 28th September, 2023, and shall be communicated to BSE Limited, where the shares of the Company are listed.



Certificate

Standard **IATF 16949:2016**
(1st edition, 2016-10-01)
Certificate Registr. No. **01 111 058896**
IATF Certificate No. **0448343**

Certificate Holder: **Austin Engineering Company Limited**
Village Patala, Tal. Bhesan
Dist. Junagadh 362030
Gujarat India

Scope: Design and Manufacture of Cylindrical Roller Bearings

Proof has been furnished by means of an audit that the requirements of IATF 16949:2016 are met.

Validity: The certificate is valid from 2022-04-16 until 2025-04-15.

Release date: 2022-04-16



IATF-QMC 01003


TÜV Rheinland Cert GmbH
Am Grauen Stein · 51105 Köln
Germany · NRW

1 / 1

www.tuv.com



Certificate

Standard **ISO 9001:2015**
Certificate Registr. No. **01 100 058896**

Certificate Holder: **Austin Engineering Company Limited**
Village Patala, Tal. Bhesan
Dist. Junagadh 362030
Gujarat India

Scope: Design & Manufacture of Cylindrical roller Bearings and Antifriction Bearings.

Proof has been furnished by means of an audit that the requirements of ISO 9001:2015 are met.

Validity: The certificate is valid from 2022-05-03 until 2025-05-02.
First certification 2022

2022-05-16


TÜV Rheinland Cert GmbH
Am Grauen Stein · 51105 Köln

www.tuv.com



Certificate

Standard **ISO 14001:2015**
Certificate Registr. No. **01 104 126992**

Certificate Holder: **Austin Engineering Co. Ltd.**
Village Patla, Tal. Bhesan, Post Hadmatiya,
Dist. Juagadh – 362 030. Gujarat, India.

Scope: **Design and Manufacture of Antifricaiton Rolling Bearings and Components**

Proof has been furnished by means of an audit that the requirements of ISO 14001:2015 are met.

Validity: The certificate is valid from 2022-06-17 until 2025-06-16.
First certification 2019

2022-06-23


TÜV Rheinland Cert GmbH
Am Grauen Stein · 51105 Köln

www.tuv.com



Certificate

Standard **ISO 45001:2018**
Certificate Registr. No. **01 213 126992**

Certificate Holder: **Austin Engineering Co. Ltd.**
Village Patla, Tal. Bhesan, Post Hadmatiya,
Dist. Juagadh – 362 030. Gujarat, India.

Scope: **Design and Manufacture of Antifricaiton Rolling Bearings and Components**

Proof has been furnished by means of an audit that the requirements of ISO 45001:2018 are met.

Validity: The certificate is valid from 2022-06-17 until 2025-06-16.
First certification 2019

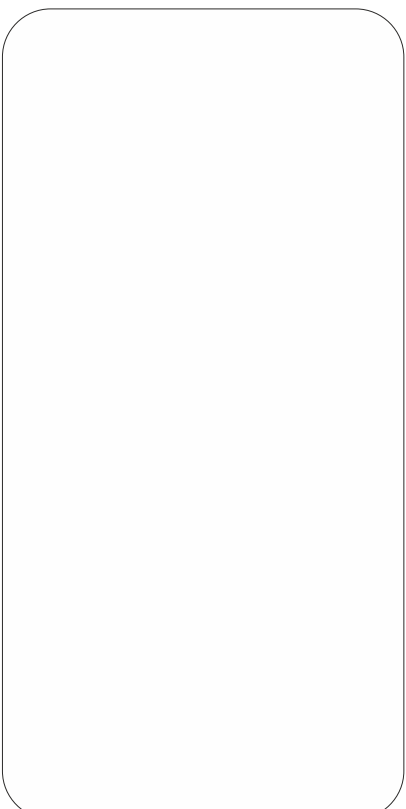
2022-06-23


TÜV Rheinland Cert GmbH
Am Grauen Stein · 51105 Köln

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If undelivered, please return to :

AUSTIN ENGINEERING COMPANY LIMITED

101, GIDC Estate, Vadal Road,

Junagadh 362 001 (Gujarat)