



REF : GAEL\STOCK35\2023\46

Date : 11<sup>th</sup> August, 2023

**BY E-FILING**

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**The National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1,  
G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Scrip Code: 524226**

**Symbol: GAEL**

Dear Sir / Madam,

**Sub.:- Notice of 32<sup>nd</sup> Annual General Meeting of the Company along with the Integrated Annual Report for the FY 2022-23**

This is to inform that the 32<sup>nd</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on **Saturday, 02<sup>nd</sup> September, 2023 at 11:00 a.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Integrated Annual Report of the Company for the financial year 2022-23 along with the Notice of the AGM of the Company.

The Integrated Annual Report along with the Notice of the AGM is being sent through electronic mode to all the members whose e-mail address are registered with Depositories/Company/Registrar and Share Transfer Agent.

The Company has fixed **Saturday, 26<sup>th</sup> August, 2023** as the **cut-off date** for determining eligibility of the Members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the business to be transacted as per the Notice of the AGM and to attend the AGM.

The Integrated Annual Report and Notice of AGM are also available on the website of the Company at [www.ambujagroup.com](http://www.ambujagroup.com).

You are requested to take the same on your record.

Thanking you.

Yours faithfully,

**FOR, GUJARAT AMBUJA EXPORTS LIMITED**

**KALPESH DAVE**  
**COMPANY SECRETARY**

Encl.: As above





**GUJARAT AMBUJA EXPORTS LIMITED**  
N U R T U R I N G   B R A N D S

Integrated Report  
**2022-23**



**SERVING WITH PRIDE**  
**LEADING WITH CONFIDENCE**

# AS YOU SCROLL DOWN

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### Investor Information

<b>CIN</b>	L15140GJ1991PLC016151
<b>BSE Code</b>	524226
<b>NSE Symbol</b>	GAEL
<b>Bloomberg Code</b>	GAEX:IN
<b>Dividend Declared</b>	70%
<b>AGM Date</b>	September 02, 2023
<b>AGM Venue</b>	Video Conferencing / Other Audio Visual Means

For more investor-related information, please visit

[www.ambujagroup.com/financial-reports/](http://www.ambujagroup.com/financial-reports/)

Or simply scan to download



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**Disclaimer:** This document contains statements about expected future events and financials of Gujarat Ambuja Exports Limited ('GAEL', or 'Gujarat Ambuja' or 'We' or 'Our Company'), which are forward-looking. By their nature, forward-looking statements require our Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.



## **SERVING WITH PRIDE. LEADING WITH CONFIDENCE.**

Gujarat Ambuja Exports Limited has been built on trust. Serving our customers is what drives us to excel. Our three-decades long legacy is built on strong customer-connect and solid governance. We strive to fulfil our commitment and take pride in delivering excellence. We have imbibed the confidence to deliver even during the most difficult times, bolstered by our cutting-age automation and integrated nature of operation.

In the course of our journey, two terms that have mainly defined GAEL as a brand and our strong industry presence, are 'Reliability' and 'Leadership'. On the back of our progressive journey till date, we have built a strong customer base. The trust, bestowed on us by the customers and the pride we take in serving them have been our driving force.

We have consistently evolved to suit the needs of changing times. We have emerged as a secure and reliable supplier of agro-ingredients to a wide range of industry verticals. Our performance demonstrates our confidence and resilience towards consolidating our leadership position and strengthening our footprint.







## DID YOU KNOW?



**100 +**

COUNTRIES IN THE EXPORT MARKET

**4,000** TPD

COMBINED CAPACITY OF CORN GRINDING

**4,500** TPD

COMBINED CRUSHING CAPACITY OF SOYBEANS

**1,200** TPD

COMBINED EDIBLE OIL REFINING CAPACITY







## GAEL AT A GLANCE

Gujarat Ambuja Exports Limited ('GAEL' or 'Gujarat Ambuja' or 'We' or 'Our Company'), recognised as a diversified and trusted entity, is a pioneer in the agro-processing industry. Incorporated in 1991, we have leveraged over three decades of experience to emerge as a preferred choice for customers. With the guidance of the Late Mr. Vijaykumar Gupta – founding father, inspirational leader and philosopher – we have succeeded in charting a strong growth trajectory. We have stood strong as the leading manufacturer of corn starch derivatives, soya derivatives, feed ingredients, cotton yarn and edible oils in the country. Additionally, we have maintained a robust track record of delivering quality and unmatched customer satisfaction. As we trade along the journey, we aspire to be a one-stop solution provider for the food, pharmaceutical, and animal nutrition industries. Our momentum, thus, aligns with our objective of becoming an integral part of the critical value chain, globally.





## KEY BUSINESS DIVISIONS

Our core focus is to boost our agro-processing activities, especially in the domain of maize processing. Our advanced machinery, combined with a thriving workforce of over 4,500 employees, allows us to deliver premium quality ingredients to a wide range of industries, securely and responsibly. Moreover, we specialise in solvent extraction and manufacturing of premium quality cotton yarn, which continues to contribute significantly to our revenues.



## MISSION

We render ingredients to various food groups, pharma and animal nutrition industries, globally. By persistent adaptation of contemporary technology and international quality standards, we are focussed on nurturing and sustainably strengthening the entire ingredients supply chain in a secured and responsible manner. At Gujarat Ambuja Exports Limited, quality is a state of mind.



## VISION

Aspiring to be a one-stop, on tap, single-window solution provider for agro-ingredients and a global leader in the space.





## MULTI-PRODUCT PORTFOLIO

Corn Processing

Atta Chakki

Solvent Extraction

Cattle Feed

Edible Oil Refining

Renewable Energy

Hydrogenated  
Vegetable Oils

Cotton  
Yarn



## OUR PRESENCE ALL AROUND YOU



### Pharmaceuticals

Starch used as a binding agent in tablets and capsules



### Cosmetics

Enhances the functionality of a range of cosmetics



### Paints

Supplier of key ingredients to the paints industry



### Paper

Strengthens the structural integrity of paper



### Bakery

Soya flour, an integral component in the baking process



### Confectionary

Liquid glucose, an essential sweetener used in confectionaries



### Toothpaste

Sorbitol is a key ingredient in the manufacturing of toothpaste



### Baby Food

Maltodextrin is used to enhance the thickness of baby food



### Edible Oils

Variety of options to enhance flavour in cooking



### Feed

Enhances the nutritional value of cattle feed







## QUALITY CERTIFICATIONS







## COMPETITIVE ADVANTAGES



**Delivering at a  
Large-Scale**



**Integrating  
Operations**



**Serving a  
High-Profile  
Customer Base**



**Leveraging  
Technology**



**Maintaining  
Superior Water  
Management  
Capabilities**





## STRATEGIC PILLARS



**Extending Maize Processing Vertical through Fermentation**



**Undertaking Significant Capacity Expansion**



**Enhancing Existing Consumer Brand**



**Enhancing Our Product Portfolio**



## CAPACITY CHART



**4,000 TPD Maize Processing**  
(1,200 TPD Expansion Coming Up)



**2,000 TPD Maize Starch Powder**



**700 TPD Liquid Glucose**



**400 TPD Sorbitol**  
(100 TPD Expansion Coming Up)



**250 TPD Dextrose Monohydrate**



**100 TPD Malto Dextrin**



**60 TPD Dextrose Anhydrous**





## ADVANCING WITH PERFORMANCE. RISING WITH CONFIDENCE.



### Performance During FY 2022-23

₹ **4,908.99** Crores

SALES REVENUE

₹ **549.12** Crores

EBITDA

₹ **330.17** Crores

PAT

**16.55%**

ROCE

**11.19%**

EBITDA MARGINS

₹ **3,203.00** Crores

MAIZE PROCESSING REVENUE

₹ **33.42** Crores

SPINNING REVENUE

₹ **1,664.00** Crores

OTHER AGRO-PROCESSING REVENUE

**31%**

PERCENTAGE OF REVENUES DERIVED  
THROUGH EXPORTS

**100+**

NUMBER OF EXPORTING COUNTRIES



### Environment

₹ **57** Crores

INVESTMENT TOWARDS RENEWABLE ENERGY

**2,18,97,588** Unit

RENEWABLE ENERGY USED IN OPERATIONS

**7,000+**

TREES PLANTED DURING THE YEAR



## Social

**22**

TRAINING HOURS PER  
EMPLOYEE

**4.14%**

WOMEN IN  
WORKFORCE

**13,000+**

LIVES IMPACTED THROUGH  
OUR CSR INITIATIVE



## Governance

**57%**

INDEPENDENT DIRECTORS  
ON OUR BOARD

**14%**

NON EXECUTIVE DIRECTORS  
ON OUR BOARD

**29%**

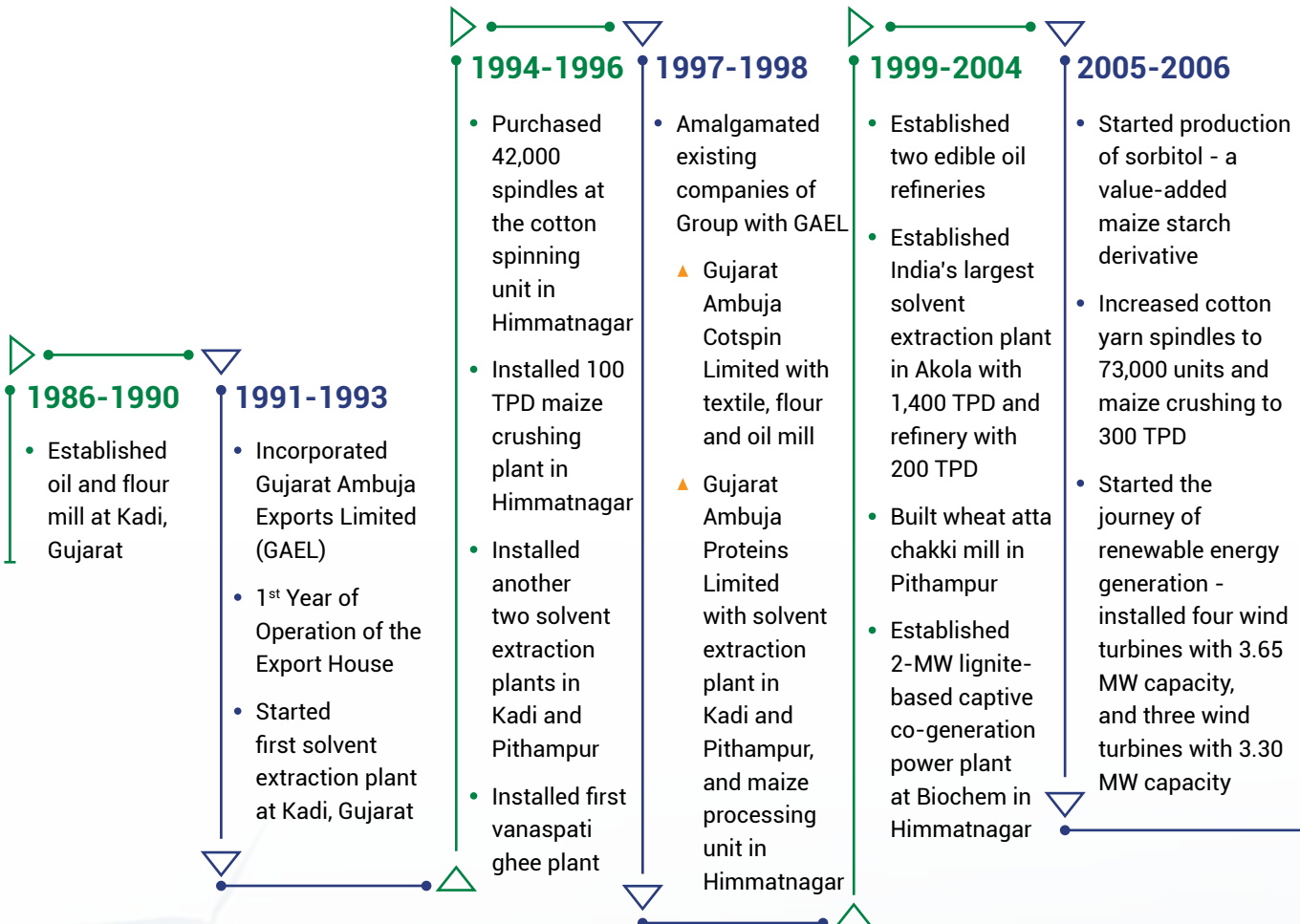
EXECUTIVE DIRECTORS ON  
OUR BOARD

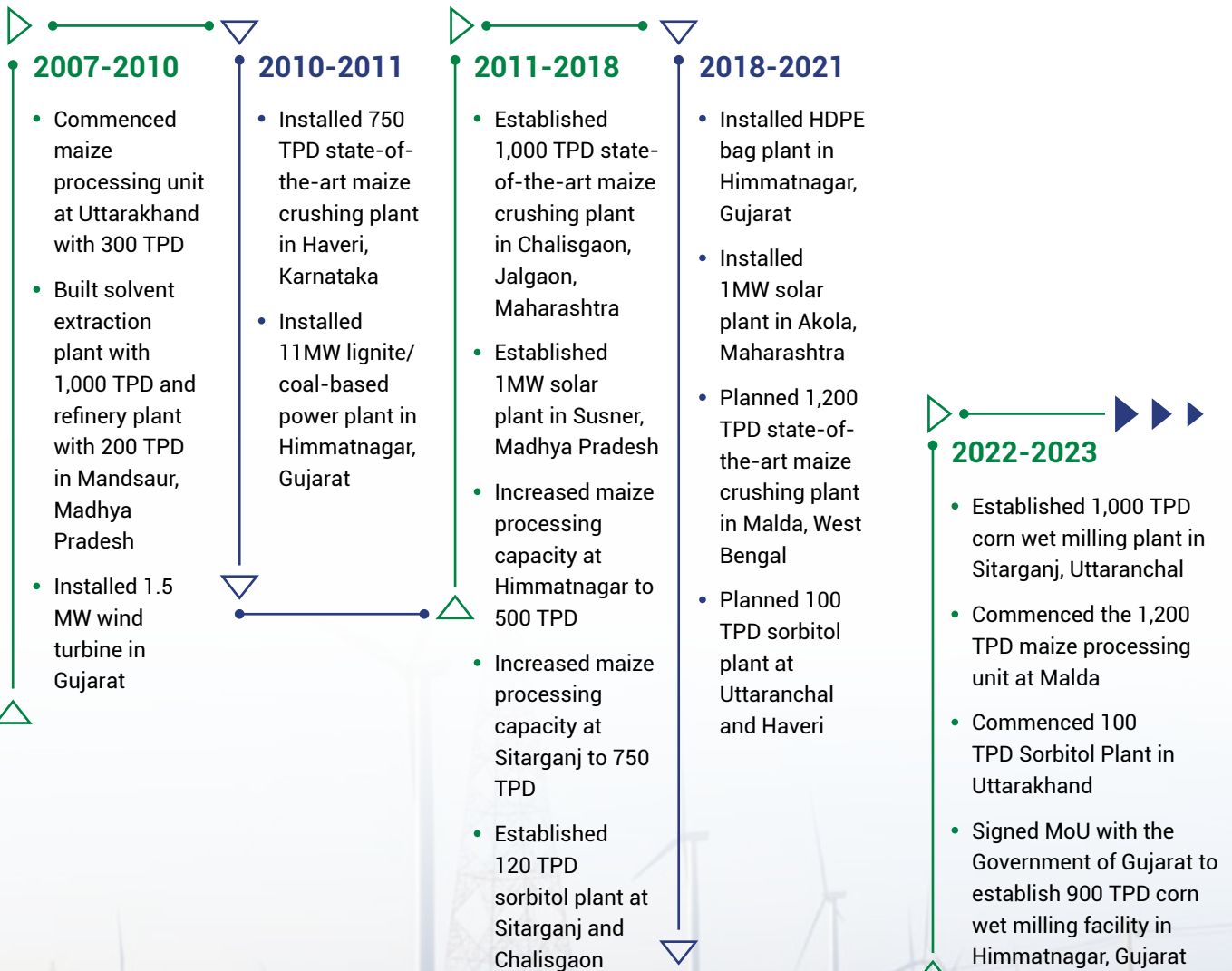






# LEADING WITH LEGACY. GROWING WITH EXCELLENCE.









# CHAIRMAN & MANAGING DIRECTOR'S MESSAGE



“

We aspire to propel our growth with enhanced value and state-of-the-art infrastructure. Emboldened with evolved vision, indomitable spirit, stable supply line, and superior technology, GAEL is truly *Serving with Pride and Leading with Confidence*.

”

*Dear Stakeholders,*

I take immense pride to present Gujarat Ambuja Exports Limited's first-ever Integrated Annual Report in our endeavour to offer you a deeper insight into our business. Through this Report, we envisage showcasing our different business verticals and conveying how consistently we manage to add and deliver value for our stakeholders.

We, as a Company, strive to provide best-in-class service to our wide clientele. Our proven ability to operate at a significantly large-scale while being the most trusted supplier to our customers positions us as an industry leader in our domain. We aspire to propel our growth with enhanced value and state-of-the-art infrastructure. Emboldened with evolved vision, indomitable spirit, stable supply line, and superior technology, GAEL is truly *Serving with Pride and Leading with Confidence*.

As the world economy continued recovering from the Covid-19 pandemic, it was further exposed to large-scale disruptions caused by geopolitical tensions between Russia and Ukraine. Logistical challenges, coupled with soaring inflation and cost, impacted several industries. However, regular interventions by our Central Bank alongside the newly built robustness of the domestic economy, aided by the hawkish approach of the policymakers, further pushed the recovery in these uncertain times.

At GAEL, we navigated another challenging fiscal year with extreme resilience and tenacity. With continuous support from our stakeholders, we delivered yet another stellar performance in terms of growth. With global tensions easing, we are well-positioned to solidify our leadership across all the segments in the agro-processing industry.

## **Turning Challenges into Opportunities**

The lack of information surrounding agro-processing makes it challenging for stakeholders to gauge its industry-wide applications. Our experience and expertise in maize processing allow us to consolidate our leadership position in this vertical. Thereby, enabling us to offer a wide range of products for diverse industrial applications.

Corn Wet-Milling – a more evolved concept globally – has remained fairly unexplored in the Indian sub-continent owing to its capital-intensive and regulatory nature. Therefore, establishing GAEL as a leader in the maize processing segment allow us to sustain and continuously expand our market share across our product portfolio.

## **Operational Overview**

Incorporated in 1992, GAEL initially started the journey as an oil processing company. With time, we have carved out a niche in the agro-processing space and have emerged as a market leader in the domain of corn wet-milling. We continue to strengthen our key business verticals, including maize processing, solvent extraction and edible oil refining.



We have installed newer capacities in the maize processing vertical to achieve a corn grinding capacity of 4,000 TPD. Out of which, 1,200 TPD was commissioned during the last fiscal year itself. As the largest manufacturer of starch in Asia, excluding China, we aspire to continuously expand our corn grinding capacity and look forward to operating at a scale of 6,000 TPD by 2025.

In addition, we display a strong presence in other verticals of agro-processing, such as soya bean extraction and edible oil manufacturing. With an extraction capacity of 4,500 TPD, GAEL emerged as one of the largest soyabean extractors in the country. Our Company, with an oil refining capacity of 1,200 TPD, displays a leading presence in the edible oil manufacturing segment. We are strongly poised to continuously scale this vertical further by enhancing our consumer brand – 'Ambuja Gold' – and being your partner of choice for all your edible oil needs.

#### **What Makes Us Different? End-to-End Integration**

Being a consistent supplier to the pharma industry as well as FMCG giants, we cannot face disruptions in our operations and maintain robustness throughout the year. To achieve this, we have strategically strengthened our forward and backward processes. This, in turn, is helping us become an end-to-end integrated manufacturer in the food processing industry. This ability also enables us to show resilience and survive during tough times. Our competitive advantage lies in our ability to consistently deliver quality products in large volumes. Our Company takes pride in being the leading producer of starch derivatives such as Dextrose Anhydrous and Dextrose Monohydrous in India, which have critical applications in the pharmaceuticals industry.

#### **Innovation for Consistency**

Our infrastructure allows us to store every grain of corn within our premises. We also benefit from our hydrogen gas facility, allowing further efficiencies in the maize processing division and consistency in manufacturing Sorbitol - a key requirement for a diverse range of industries. Along with this, we continue to leverage the strong relationships we forged with our customers.

We believe in innovating consistently using technology – a key to our plants' highly automated and efficient nature. Our Company ensures that all the machines used in our processes are equipped with best-in-class technology, one of the core factors behind our ability to consistently deliver high-quality ingredients to valued customers.

#### **Our Commitment to Society and Environment**

At GAEL, we always prioritise the needs of all our stakeholders and display a strong commitment to the environment. Wet milling, as a process, not only requires but also discharges a lot of water. As a result, we must manage 5 Million tonnes water usage, every year as

effectively as possible. We aim to reduce wastage and bring about efficiency at every stage of production. Through our state-of-the-art effluent treatment plants, we leverage the benefits of processes such as reverse osmosis. With all these efforts, we strive to ensure that the environmental impact of business operations is kept to a minimum.

Our Company also focusses strongly on adopting eco-friendly technology that not only maximises productivity but also minimises our environmental footprint. We regularly reinvest in developing a sustainable infrastructure, which further emphasises our strong environmental commitment. In addition, we constantly attempt to use renewable energy sources and strive to maximise use of biofuels. GAEL's captive power plants significantly contribute to our energy-intensive processes and optimise fuel consumption by efficiently using waste products for further power generation. This minimises the environmental footprint and poses additional benefits in the form of reduced costs and more robust processes.

At GAEL, we believe that our human capital is our most valuable asset, and we attempt to add as much value to our employees as they do to us. Regular training and development programmes ensure that our employees are given the right platform and direction to nurture their growth. There is a constant endeavour to incentivise them for better performance and reward them for their continuous efforts towards GAEL's progress.

#### **Our Way Forward**

We, at GAEL, portray us as a company that values diversity and accrues benefits from diverse applications of our product range. In the coming years, we envision strengthening our Company's leadership position in the maize processing segment. In this direction, we are set to diversify into new products, so far uncharted in the country.

Our addition of a new value added product line is set to emerge as a key extension to our maize processing vertical. Our Company's robust infrastructure is poised to ensure a seamless integration of the new product line while leveraging our competitive advantage to the fullest.

To conclude, I would like to express my deepest gratitude to the entire GAEL family that has worked tirelessly to scale our Company to greater heights. Our Board's constant guidance and support are instrumental in our success in navigating challenges. Each of our stakeholders plays a critical role in motivating us to deliver products of the highest quality. With your unwavering belief and trust, GAEL will continue to thrive, grow and add value to all our stakeholders.

Warm regards,

**MANISH GUPTA**

Chairman & Managing Director





# IDENTIFYING KEY CONCERNS. ANALYSING BUSINESS INSIGHTS.

At GAEL, we understand the impact of climate change on our agro-based manufacturing process. We recognise the uncertainties we are staring at, emerging from growing carbon emission and its adverse effect on agriculture and allied sectors.

We believe in dealing with any business-related threat with our ethical practices and core competence. GAEL conforms with highest standards of business ethics, complies with law of the land, and pursues fair business practices. We believe that sound corporate governance is critical in enhancing and retaining investors' trust. This forms the foundation of our philosophy of corporate governance, based on transparent business operations. Our culture, policies, relationship with stakeholders, along with our commitment to values are nothing but reflection of the same.



## OPERATING ENVIRONMENT AND STRATEGY



### Uncertain Geopolitical Scenario

The global uncertainties arising from the growing tensions between Russia and Ukraine have been impacting various businesses. As a result, global supply chains and food trade have been severely affected, leading to steep rise in prices of food crops across the world. This, in turn, has led to a dramatic increase in the average global prices of major crops (including wheat, soya bean and maize) even in comparison with the period of Covid-19 pandemic.

### Our Response

Being in the agro-processing sector, we require a consistent supply of maize and soya for the smooth functioning of our operations. Having worked in the industry for three decades we have garnered the trust and confidence of our partners, propelling our resilience. This has allowed us to leverage the strong relationships we have developed with our suppliers to minimise the impact of unexpected price fluctuations on our business activities.

## Integrating Sustainability

The increasing severity of environmental and social challenges calls for urgent intervention at the enterprise and country levels. In today's scenario, sourcing securely and responsibly is of utmost importance for businesses to ensure sustainability. Additionally, it is also important to pay close attention towards minimising the environmental footprint. With businesses now starting to understand the growing importance of integrating sustainability into every aspect of operations, it also provides an opportunity to future-proof every business and strengthen resilience.

### Our Strategy

As a market leader, we are well-positioned to take steps beyond the basic requirements of ESG compliance and set an example. To this end, we have implemented sustainability at our core as a crucial barometer for evaluating our success. The focus on sustainability provides us with the opportunity to demonstrate our efficiency and showcase us as a robust entity to all our stakeholders.



## Government Support

The Indian Government has played a key role in shaping the business ecosystem of our country. Policies leading to liberalisation and privatisation have unlocked tremendous value in various sectors, generating greater efficiency and higher revenues. Constant policy support in the form of PLI schemes has further aided India's growth momentum. Moreover, successive policy interventions in the time of crisis allowed India to strengthen its balance of payment and emerge as a more resilient economy. APEDA, an export promotion body for agricultural products under the Ministry of Commerce & Industry, Government of India, has made an outreach strategy for the promotion of agro-export. Under this strategy, APEDA has earmarked an export target of USD 23.56 Billion to be accomplished in FY 2022-23.

### Our Takeaway

We are all set to leverage this strategic push to solidify our market leadership. We are poised to benefit from the outreach of APEDA. We stand to build on increased budgetary allocation towards farm and food processing sectors, fuelling growth of the agro-processing industry in the country.







# LEVERAGING OUR STRENGTH. NURTURING OUR FUTURE.

## Deliver at a Large Scale

GAEL specialises in manufacturing a diverse range of products at a large-scale. Being an industry leader, we leverage our established capacities, almost twice the size of our nearest competitor. We have been a secure and reliable supplier to our wide customer base. With a corn grinding capacity of 4,000 TPD, combined Soyabean crushing capacity of 4,500 TPD, we continue to deliver consistently, while continuously strengthening our capabilities.



## Integrate Operations

GAEL's emergence as a market leader has allowed us to build resilience in our operations. We have planned our infrastructure in a way that allows us to utilise every grain of corn within our premises. We continue to be a consistent, secure and dependable source for all the agro-ingredient needs of our customers. Further, the backward and forward integration of our operations allows us to be resilient even amidst uncertain macro-economic environment.



### Nurture High Profile Customers

GAEL's positioning as a market leader enables us to serve a marquee group of customers, spread across sectors. The diverse applications of our products further help us highlight our presence in the product portfolio of leading FMCG brands, including ITC, Dabur, HUL, Colgate, and Mondelez, among others. Additionally, our consistency and ever-evolving offerings help us to be a provider of ingredients to prominent pharmaceuticals and personal care brands.



### Leverage Technology

GAEL believes in maximising efficiency by integrating technology. Our state-of-the-art machinery and highly automated nature of plants help ensure that we generate the highest quality output, with precision and reliability. This further facilitates carrying our operation with minimum human intervention. Thus, ensuring least-possible disruption and minimal impact owing to human involvement.



### Ensure Effective Water Management

GAEL, as a responsible player in water-intensive agro-processing sector, attaches immense value to efficient water management. To this end, our focus is always on maximising utility. Our sustained investment in R&D and focussed attempts towards identifying new usages of discharged effluent are part of our constant endeavour to promote water efficiency. Moreover, we have made steady strides towards improving the water balance and moving towards zero-liquid discharge. We actively practice rainwater harvesting, while water effluent is treated and reused inside the plant for gardening and irrigation. All in all, reducing our groundwater withdrawal and increasing dependency on third-party water supplier is in line with our commitment towards water efficiency.







# STRATEGIC FOCUS AREAS



## EXTENSION OF MAIZE PROCESSING VERTICAL

### Why is this being implemented:

We see immense potential in the maize processing vertical including ample opportunities for market development and the creation of new products. Furthermore, we aspire to constantly strengthen our core competency in the maize processing domain and envisage establishing a fully integrated end-to-end supply chain function.

### Value addition to our Company:

The extension of the maize processing vertical will enable us to broaden our horizons. By strategically extending our maize processing vertical we aim to solidify our leadership and capture the most promising opportunities in our vicinity.

### Approach to execution:

Through a timely expansion plan, we aspire to steadily build our capacity to meet the growing demands of the market.



## SIGNIFICANT CAPACITY EXPANSIONS

### Why is this being implemented:

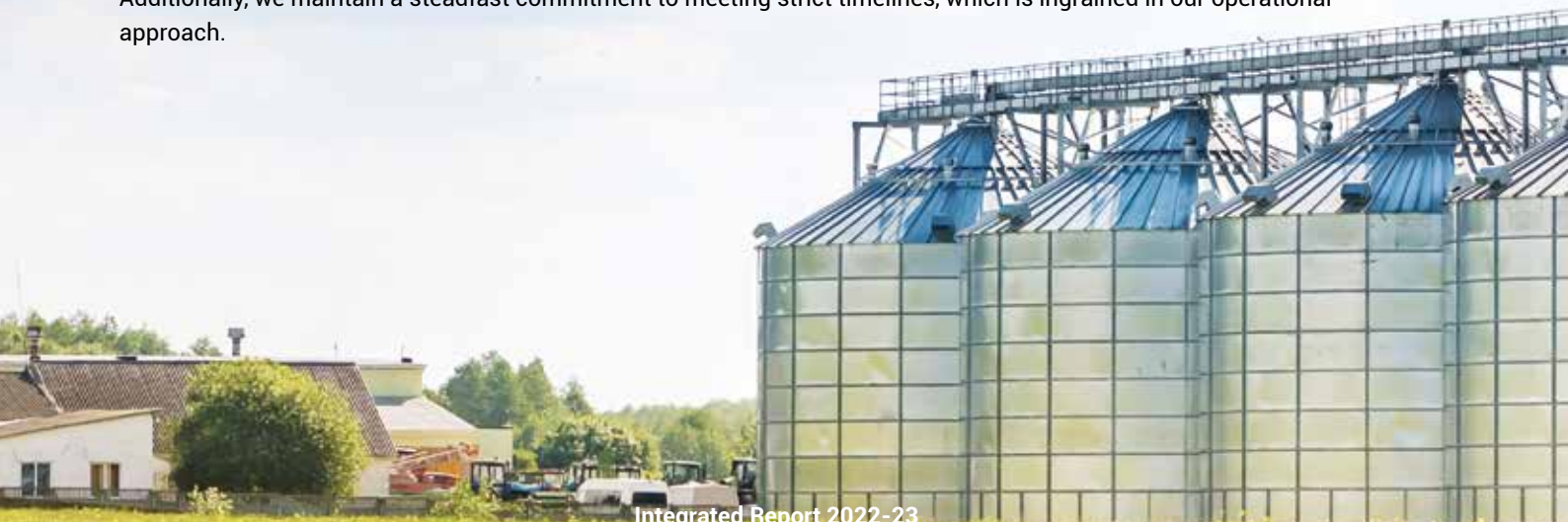
We have a passion for staying ahead of the curve and proactively anticipating industry trends. It is our firm belief that during times of market growth, we must push beyond the conventional boundaries of the market and strive for greater expansion and innovation.

### Value addition to our Company:

We are confident that we can achieve greater economies of scale by expanding our production capacity. For instance, we aim to increase our maize processing capacity to 6,000 tonnes per day, a level that is at least a few times higher than our closest competitor. Given our widespread presence across India, we believe that this market is the ideal location to expand our operations within the maize processing vertical.

### Approach to execution:

We adopt a hybrid approach to execution that blends both decentralised and centralised decision-making processes. Additionally, we maintain a steadfast commitment to meeting strict timelines, which is ingrained in our operational approach.





## ENHANCING THE CONSUMER BRAND

### Why is this being implemented:

After having established ourselves as a leading consumer brand in the edible oil market for the past 35 years, we now aim to redefine our brand identity and establish a new niche in the urban sector. While we are currently catering to 2-3 states, our goal is to elevate our brand recognition to a national level in the edible oil segment, as well as with our soya chunks offerings.

### Value addition to our Company:

The 'Gujarat Ambuja Exports' brand carries significant weight in the industry, bolstering our overall image and reputation. This not only benefits our edible oil and solvent extraction businesses but also reinforces our standing in the broader agro-processing commodity market. Furthermore, this enhances our consumer appeal, strengthens our market presence, and solidifies our position as a reputable name in the edible oil segment.

### Approach to execution:

Establishing a strong brand is a gradual process that requires time and effort. Although we redefined our brand identity a year ago, we recognise that cultivating a recognisable and trustworthy brand takes time. As such, we remain committed to investing in our brand over the long-term, making incremental progress towards our goals.

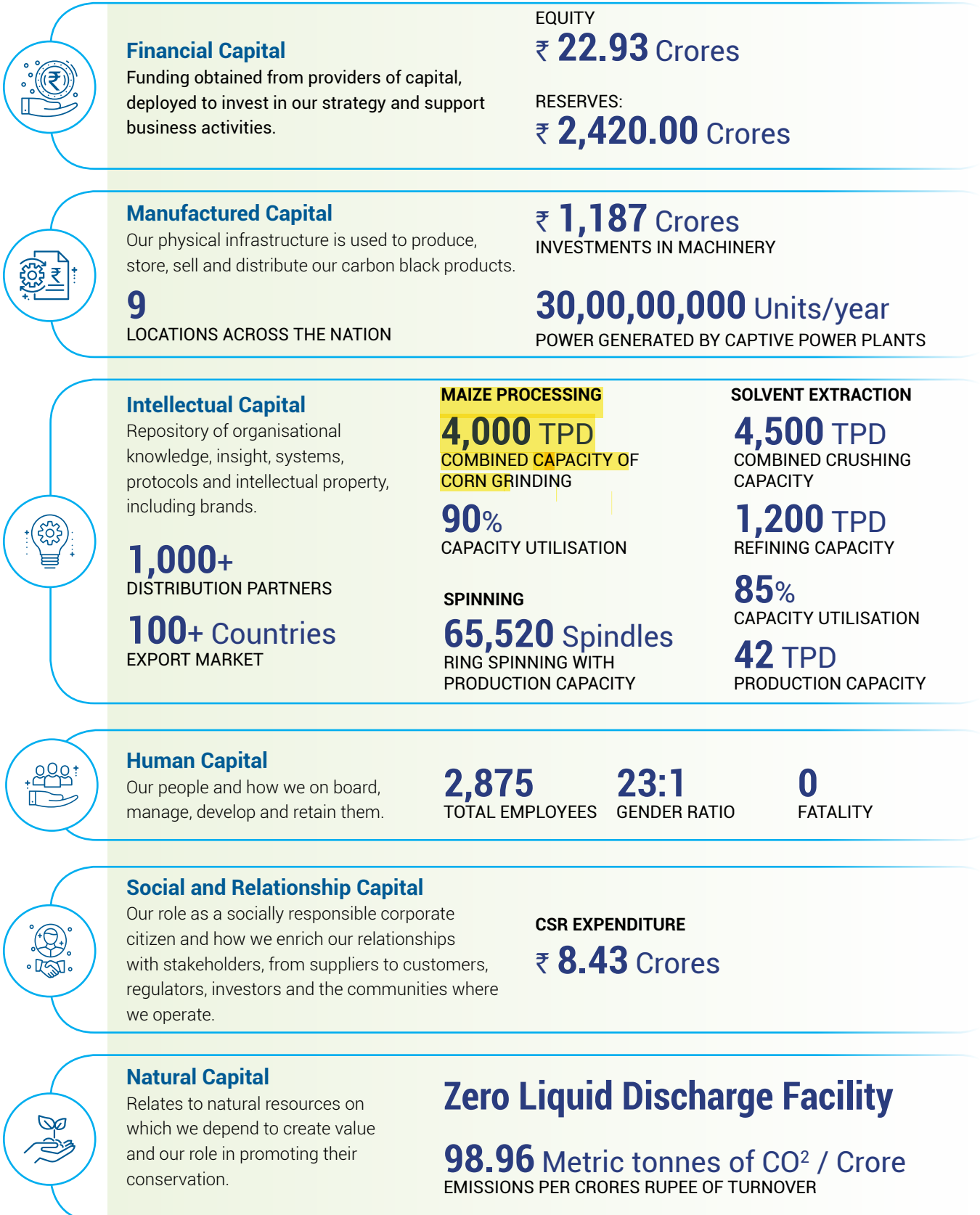






# BUSINESS MODEL

## RESOURCES





## DELIVERING VALUE TO OUR STAKEHOLDER



## SDGs IMPACTED

**Shareholders and Investors**  
We deliver consistent return to our shareholders and investors.

**PBT**  
₹ **441.20** Crores

**REVENUE**  
₹ **4,908.99** Crores

**PAT**  
₹ **330.17** Crores

₹ **14.40**  
EARNINGS PER EQUITY SHARE

₹ **0.70**  
DIVIDEND PAID PER EQUITY SHARE

**MAIZE PROCESSING**  
₹ **3,203.00** Crores  
REVENUE

**SPINNING**  
₹ **33.42** Crores  
REVENUE

**SOLVENT EXTRACTION**  
₹ **1,664.00** Crores  
REVENUE

**3**  
WOMEN IN  
LEADERSHIP  
POSITION

**27.06%**  
ATTRITION RATE

**LIVES IMPACTED THROUGH OUR CSR ACTIVITIES**  
**13,000+**

**18,77,987** Kiloliters Water consumption

**11.31%** Reduction in emissions per  
Crores rupee of turnover







# FINANCIAL CAPITAL



## WHAT IT MEANS TO US

Our financial capital refers to the pool of financial resources available to us for further deployment in business operations. This includes debt, retained earnings and equity funding, and the capital profits retained from the recycled assets that no longer meet our Business Model.



## ALIGNING WITH VALUE CREATION GOALS

Our ability to finance operations is a key determinant of our success. Our deleveraged capital structure allows us to grow in a sustainable manner. It ensures that we remain in a position to generate favourable cash flows. We aspire to maintain our capability to independently fund our growth, while providing healthy returns to our investors.



## Key Financial Indicators

### Revenue from Operations

(₹ in Crores)

FY 2022-23	4,908.99
FY 2021-22	4,670.31
FY 2020-21	4,705.30
FY 2019-20	3,816.59
FY 2018-19	4,021.44

### PAT

(₹ in Crores)

FY 2022-23	330.17
FY 2021-22	475.44
FY 2020-21	338.07
FY 2019-20	145.84
FY 2018-19	198.15

### EBITDA

(₹ in Crores)

FY 2022-23	549.12
FY 2021-22	741.18
FY 2020-21	561.49
FY 2019-20	291.49
FY 2018-19	384.02

### EBITDA Margins

(in %)

FY 2022-23	11.19
FY 2021-22	15.86
FY 2020-21	11.93
FY 2019-20	7.64
FY 2018-19	9.55



### Earnings Per Share

(in ₹)

FY 2022-23	14.40
FY 2021-22	20.73
FY 2020-21	14.74
FY 2019-20	6.36
FY 2018-19	8.64

### Spinning Revenue

(₹ in Crores)

FY 2022-23	33.42
FY 2021-22	242.54
FY 2020-21	161.89
FY 2019-20	169.34
FY 2018-19	239.75

### Dividend Per Share

(in ₹)

FY 2022-23	0.70
FY 2021-22	0.65
FY 2020-21	0.60
FY 2019-20	1.00
FY 2018-19	1.00

### Maize Processing Revenue

(₹ in Crores)

FY 2022-23	3,203.00
FY 2021-22	2,644.04
FY 2020-21	1,957.98
FY 2019-20	1,970.89
FY 2018-19	1,871.09

### Capital Employed

(₹ in Crores)

FY 2022-23	2,442.93
FY 2021-22	2,129.84
FY 2020-21	1,656.64
FY 2019-20	1,326.46
FY 2018-19	1,209.02

### Other Agro-Processing Revenue

(₹ in Crores)

FY 2022-23	1,664.00
FY 2021-22	1,775.15
FY 2020-21	2,578.13
FY 2019-20	1,666.70
FY 2018-19	1,900.69

### Capital Investment

(₹ in Crores)

FY 2022-23	243.32
FY 2021-22	277.25
FY 2020-21	144.37
FY 2019-20	74.98
FY 2018-19	85.13





# MANUFACTURED CAPITAL



## WHAT IT MEANS TO US

Our manufacturing capital refers to all the material resources and energy we use throughout our manufacturing process. Our focus is to effectively and sustainably use these materials. Our technologically advanced machines and highly automated nature of plants help us achieve this objective.



## ALIGNING WITH VALUE CREATION GOALS

Our technical superiority allows us to deliver premium quality products with minimum human intervention. Moreover, the efficiency generated by the automated nature of our plants enables us to maximise our output, while simultaneously minimising costs.





### Key Indicators

9

LOCATIONS ACROSS THE NATION

₹ **1,187** Crores

INVESTMENTS IN MACHINERY

**300** Million Units/year

POWER GENERATED BY CAPTIVE  
POWER PLANTS

**1,000+**

DISTRIBUTION PARTNERS

₹ **243.32** Crores

CAPITAL EXPENDITURE





# INTELLECTUAL CAPITAL



## WHAT IT MEANS TO US

Our intellectual capital is what sets us apart from other players in the industry. In this direction, our robust in-house R&D capabilities help us operate at a scale and efficiency level, envisioned by us. Further, the expertise, developed over the last three decades, enables us to deliver best-in-class products with unmatched consistency.



## ALIGNING WITH VALUE CREATION GOALS

Our integrated business model enables us to solidify our position as among the most resilient players in the global industry. The legacy we have established through demonstrated resilience is an outcome of our robust business model. Our competitive strengths that have translated into our market leadership continue to further build our intellectual capital and drive business performance.



## Maize Processing

### About the Vertical

Our core competency in the domain of maize processing has given us a strategic edge. Our expertise allows us to provide a whole range of value-added downstream products. These products critically contribute to a wide cross-section of industries, including textiles, paper, food and pharmaceuticals, among others. With a corn wet-milling capacity of 4,000 TPD, we continue to rapidly expand capacities and cater to the growing needs of our customers.

The integrated nature of our operations ensures that, even amidst crises, we continue to be a consistent supplier of agro-ingredients to prominent industries, including FMCG and pharmaceuticals. We engage in corn processing through various locations across the country with operations in the states of Gujarat, Uttarakhand, Karnataka, Maharashtra and West Bengal. Hence, our proximity to raw materials and the logistical convenience derived from the strategic location of our factories allow us to generate valuable synergies for the corn-processing vertical.

### Highlights of the Year

The maize processing vertical has progressed largely, enabling our Company to deliver at a greater scale. One of the notable developments is the commencement of our greenfield facility in Malda, which is expected to significantly increase our capabilities.

Additionally, the commencement of a 100 TPD sorbitol plant in Uttarakhand, will further enhance our capacities and enable us to better serve our customers.

### Outlook

The maize processing vertical is expected to remain a key contributor to our business and occupy an increasing revenue share in the coming years. We are set to diversify and offer new products within corn-based portfolio, which have not been explored in the country yet. Furthermore, we seek to leverage the Government's impetus towards fermentation sector as an opportunity to develop a key extension to our maize processing division.

We thrive on a strong line up of brownfield and greenfield expansions, aimed to operate at a larger-scale and capturing a greater part of domestic supply chain. Our endeavour is to achieve a capacity of 6,000 TPD by 2025 and thus, strengthen our leadership position by establishing a stronger presence in the agro-ingredients supply chain.



## Product Basket



Maize Starch



High Maltose Corn Syrup (Glucose Syrup)



Liquid Glucose



Dextrose Monohydrate



Dextrose Anhydrous



Liquid Sorbitol 70%



Malto Dextrin Powder



Corn Gluten Meal



Maize Germ



Dextrose Syrup



Corn Steep Liquor



Yellow/White Dextrin



## Application Industries



Food



Feed



Pharmaceuticals



Cosmetics



Textiles



Paper

## Metrics

**4,000** TPD

COMBINED CAPACITY OF CORN GRINDING

**90%**

CAPACITY UTILISATION

**₹ 3,203** Crores

REVENUE IN FY 2022-23

**1,300+**

CUSTOMERS

**100+** Countries

OUR EXPORT MARKET





## Solvent Extraction

### Soya Derivatives

GAEL has emerged as a leading manufacturer of soya derivatives under the solvent extraction vertical. Our product basket includes various soya derivatives, meals, edible oils from soya and other oil seeds.

We recognise that soya bean's popularity is rapidly rising as an important plant-based protein source. In addition to the numerous health benefits soya bean offers, it can also be viewed as an economic alternative to animal-based protein.

### Edible Oil Refining

GAEL offers a host of edible oil products derived from a wide range of agricultural commodities, including soya bean, cottonseed, rapeseed, corn, groundnut and palm, among others. Our edible oil products are sold under the brand name 'Ambuja Gold'

### Highlights of the Year

During the year, GAEL has made great strides in strengthening its consumer brand, 'Ambuja Gold'. To this end, we have successfully introduced soya chunks as a natural addition to our diverse range of product offerings. We have also refreshed the look of our brand with a fresh, modern appearance that is sure to resonate with a diverse group of customers. These efforts represent an important step forward in our ongoing mission to continuously improve and expand our brand presence.

### Outlook

GAEL's agro-processing division continues to be a major driver in our Company's revenue generation, while occupying a large share in our revenue mix. The solvent extraction division adds a new dimension to our agricultural offerings. We are poised to enhance our consumer brand and establish a stronger consumer-connect to garner a more competitive positioning in the household consumer market.



## Product Basket (Soya Derivatives)



Defatted Soya  
Flour/Fakes/Grits



Full-Fat Soya Flour/  
Flakes/Grits



Liquid Soya Lecithin



Soya Granules And  
Soya Nuggets (TVP)



## Product Basket (Edible Oils)



Bakery Shortening



Corn Refined Oil



Cotton Seed Refined Oil



Groundnut Refined Oil



Refined Palm Oil



Soya Bean Refined Oil



Vanaspati Ghee



## Application Industries



Fast Food Industry



Domestic Usage



Other Industrial Application

## Metrics (Solvent Extraction)

**4,500** TPD

COMBINED CRUSHING CAPACITY

**1,200** TPD

REFINING CAPACITY

**85%**

CAPACITY UTILISATION

**₹ 1,664** Crores

REVENUE IN FY 2022-23

**1,100+**

CUSTOMERS

**25+** Countries

OUR EXPORT MARKET



## Spinning

### About the Vertical

GAEL has established a strong presence in cotton yarn segment. We are a well-known brand of international repute, engaged in the production, export and supply of cotton yarn. Despite being a smaller contributor to our revenues, the state-of-the-art manufacturing facilities of the vertical ensure that the division's output represents the quality that we are known to instil in all our products and processes.

### Outlook

GAEL's global presence has further been bolstered by our Spinning division's contribution. Our premium quality cotton yarn is used in key applications in the garment industry. The cotton yarn segment is poised to play a larger role in our operations, enjoying a modest revenue.

### Metrics

**65,520** Spindles

RING SPINNING WITH PRODUCTION CAPACITY

**42** TPD

PRODUCTION CAPACITY

**80%**

CAPACITY UTILISATION

**₹ 33.42** Crores

REVENUE IN FY 2022-23

**50+**

CUSTOMERS









# HUMAN CAPITAL



## WHAT IT MEANS TO US

At GAEL, we emphasise on employee well-being as a critical parameter to drive growth and fulfil corporate objectives. Our belief in inclusive growth drives us to invest in training programmes, and build skills and business acumen across this critical talent segment. To retain top talent, we regularly assess employee sentiment and retention risk. We further ensure this by engaging in the development and execution of related and relevant action plans.



## ALIGNING WITH VALUE CREATION GOALS

Our focus on prioritising career growth and leadership development is central to our employee-driven approach. We consistently invest in a suite of resources for people managers to help them emerge as more effective mentors and better leaders. We continue to indulge in robust talent review. We conduct leadership succession planning every year. This, in turn, helps us ensure a strong pipeline for key roles and operational continuity.





#### Key Metrics

**2,875**

TOTAL EMPLOYEES

**23:1**

GENDER RATIO

**3**

WOMEN IN LEADERSHIP POSITION

**27.06%**

ATTRITION RATE







# SOCIAL CAPITAL



## WHAT IT MEANS TO US

We pursue consistent, open and regular communication with our stakeholders. We are cognizant of the fact that maintaining an open relationship is integral to our sustenance and a critical part of our business strategy. Timely engagement with our stakeholders allows us to convey our key strategic decisions to them and share material issues, if any.



## ALIGNING WITH VALUE CREATION GOALS

As a corporate citizen, we shoulder the responsibility and accountability to achieve shared value through a stakeholder-inclusive approach. As we move along this path, we aspire to play a valuable role in developing the communities that we operate within. And hence, we take it as our commitment to remain responsive to the growing and legitimate needs of these communities, in specific; and India, as a whole.

## CSR Initiatives

Our three-member CSR Committee, headed by our esteemed Chairman and MD, ensures that our CSR initiatives address a wide range of social issues. We believe in going beyond our usual scope of work and adding value to the community in a unique way. Our CSR initiatives focus on the holistic development of communities and enhance social, environmental and economic well-being of society. Keeping pace with our CSR objectives, we have spent ₹ 8.43 Crores in FY 2022-23, on projects, spread across several states in India. These include Maharashtra, Gujarat, Uttaranchal, Madhya Pradesh, West Bengal and Karnataka, among others.

**As a responsible corporate entity, we strive to serve the weaker sections of society through our numerous CSR initiatives. These include:**

- Procuring equipment for ICU and NICU units
- Developing primary school infrastructure
- Contributing in PM Cares Fund and CM's Relief Fund in Uttarakhand
- Constructing roads, schools and colleges
- Creating Covid-19 pandemic vaccination awareness
- Developing 'Mission Clean Morna River'

**The thematic areas of our CSR interventions include:**

- Health
- Rural Development
- Education
- Women's Empowerment
- Water
- Sanitation and Hygiene
- Environment
- Animal Welfare
- Hunger and Malnutrition Eradication
- Poverty Alleviation





# NATURAL CAPITAL



## WHAT IT MEANS TO US

Our focus on sustainability helps us manage social, economic and environmental impacts, while enhancing our operating efficiency and natural resource stewardship. As the business environment evolves, we strongly believe in considering the broader impact of our action on the community as a whole.



## ALIGNING WITH VALUE CREATION GOALS

We prudently use our natural resources through cohesive framework that consciously preserves and rejuvenates natural resources. Our responsible usage of natural resources helps us create a sustainable footprint, while achieving operational efficiencies.

### Global Environmental Scenario

It is vital to take care of the environment for the betterment of the wider society. Today numerous unsustainable environmental trends urgently call for the conscious involvement of the general public, business and Governments alike to prevent further deterioration.

The growing economic activities leading to rapid urbanisation across the globe, comes with its own set of challenges for the environment. For instance: greater concentration of economic activities can lead to worsening of air quality; growing traffic congestion, an essentially urban phenomenon, can lead to the emissions of harmful gases, thus multiplying harmful impacts on the environment. Hence, it becomes the collective responsibility of society to ensure that economic growth does not come at the cost of compromised environmental health.

Today climate change is a serious global and systemic risk that threatens life and economy. The threat is real and the need of the hour is to closely monitor the rate of greenhouse gas emissions. The range of adverse impacts that would result otherwise could potentially trigger a large-scale, irreversible and catastrophic change. One that exceeds the adaptive capacity of natural and social systems. The environmental, social and economic costs of inaction are likely to be significant. Therefore, it is increasingly important to prioritise preservation of our global environment.

Water being the key source of life, the scarcity of viable sources of water is becoming a growing concern globally. Individuals, farmers, industries and ecosystems across the world are increasingly competing against each other to meet their daily water needs. Without proper water management, the cost of this situation could be high. The impact would not be restricted to only financial losses, but will also be augmented in terms of lost opportunities, compromised health and environmental damage.

### GAEL's Response to the Challenges

We have consistently made active efforts towards optimising our energy consumption and efficiently managing production waste. We are committed to reducing our carbon footprint and contributing to a greener environment. We have continuously striven to use renewable energy resources, power-saving equipment, and constantly focussing on plantation drives. It is our sincere endeavour to take humble steps to contribute to the cause of a healthier society.

We have taken several initiatives to use biofuel as an essential energy source. We have continued to increase the use of biogas engines, biomass-based boilers and other energy-saving equipment. We continue to ensure that we minimise emissions, while mitigating the environmental impact of harmful gases.

At GAEL, all the waste generated is either put to alternate use or sold to authorised agencies. We generate solid waste like ETP sludge, spent earth, soya danthal, mitti from soya seed, and coal ash from boiler. We sell the ETP sludge generated from ETP to authorised agencies. On the one hand, our recyclable solid waste finds use in agricultural land as fertilisers. On the other, we sell spent earth and coal ash for bricks manufacturing. Further, we use soya danthal as boiler fuel and our process waste, (including maize cleaning waste like cobs and dust,) as boiler fuel to reduce carbon emission.









# GOVERNANCE

At GAEL, we place utmost importance on efficient corporate governance. We have devised a framework that complies with Indian laws, the rules of the BSE Limited and National Stock Exchanges of India Limited, as well as international best practices. In our endeavour to protect the rights of our shareholders and stakeholders, we continue to raise the bar of our corporate governance standards.

The responsibility of transparent governance and proficient management at GAEL is divided among the shareholders (via the general meeting of shareholders), the Board of Directors and the Collective Executive Body (the Management Board) pursuant to applicable Indian corporate law and internal policies. The experience and expertise of our management continue to inspire and guide us in maintaining our high standards of governance and excellence.



**Mr. Manish Kumar Gupta**  
Chairman and Managing Director

Shri Manish Gupta, aged 51 years, a young and dynamic entrepreneur with a vast managerial experience of over 32 years. He joined the Company as Director w.e.f. August 21, 1991. He is one of the promoters and main contributors to the growth and development of Gujarat Ambuja Exports Limited. He is a perfect executionist of the mission and vision of the Company. He is well versed in understanding Agro products' markets as well as international market, is equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality.



**Mr. Sandeep Agrawal**  
Whole-Time Director

Mr. Sandeep Agarwal, aged 51 years, holds an MBA degree and a bachelor's degree in Commerce. He is associated as Director with GAEL since 1995. He possesses a rich experience of 31 years in the industry. At present, he is a Whole-Time Director of our Company.



**Ms. Sulochana Gupta**  
Non-Executive Director

Ms. Sulochana Gupta, aged 69 years, joined GAEL as Director w.e.f. August 21, 1991. With a rich experience of over 43 years, she is an industrialist and promoter of our Company. She heads the administrative functions of our Company and actively contributes in the policy decisions.





**Mr. Vishwavir Saran Das**  
Independent Director

Mr. Vishwavir Saran Das, aged 69 years, holds an MBA degree (Specialisation in HRM), a bachelor's degree in Economics and is a Certified Associate of Indian Institute of Bankers. He has joined GAEL as an Independent Director w.e.f. January 04, 2016. He retired as Executive Director in Reserve Bank of India (RBI) where he served for over 38 years.



**Mr. Sandeep Singhi**  
Independent Director

Mr. Sandeep Singhi, aged 56 years, holds a bachelor's degree in Science and an LL. B degree and is an advocate by profession. He is a Partner at M/s. Singhi & Co., Advocates & Notary and has been enrolled as an Advocate with the Bar Council of Gujarat since 1989. He is also member of International Bar Association.



**Mr. Sudhin Choksey**  
Independent Director

Mr. Sudhin Choksey is a fellow member of the Institute of Chartered Accountants of India and has done his graduation in Commerce (Honours) from the Sydenham College of Commerce & Economics, Bombay University. Mr. Sudhin Choksey has an overall 44 years of professional experience of having worked both in India and overseas.



**Ms. Maitri Mehta**  
Independent Director

Ms. Maitri Mehta, aged 41 years, possess an experience of over 12 years. She is a practicing Cost Accountant and a fellow member of the Institute of Cost Accountants of India (FCMA), MBA (Finance) and a fellow member of Insurance Institute of India (FIII-Life).





# GOVERNANCE

## BOARD OF DIRECTORS

**Mr. Manish Gupta**  
Chairman and Managing Director

**Mr. Sandeep Agrawal**  
Whole-Time Director

**Mrs. Sulochana Gupta**  
Non-Executive Director

**Mr. Vishwavir Saran Das**  
Independent Director

**Mr. Sandeep Singhi**  
Independent Director

**Mr. Sudhin Choksey**  
Independent Director  
(w.e.f. November 29, 2023)

**Ms. Maitri Mehta**  
Independent Director

## AUDIT COMMITTEE

**Mr. Sandeep Singhi**  
Chairman

**Mr. Vishwavir Saran Das**  
Member

**Mr. Sudhin Choksey**  
Member  
(w.e.f. January 28, 2023)

**Ms. Maitri Mehta**  
Member

## NOMINATION AND REMUNERATION COMMITTEE

**Mr. Sandeep Singhi**  
Chairman

**Mr. Vishwavir Saran Das**  
Member

**Ms. Maitri Mehta**  
Member

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

**Mr. Vishwavir Saran Das**  
Chairman

**Mr. Manish Gupta**  
Member

**Mr. Sandeep Agrawal**  
Member

## SHARE TRANSFER COMMITTEE

**Mr. Manish Gupta**  
Chairman

**Mr. Sandeep Agrawal**  
Member

**Mr. Vishwavir Saran Das**  
Member  
(upto January 28, 2023)

**Mr. Kalpesh Dave**  
Company Secretary, Member  
(w.e.f. January 28, 2023)

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

**Mr. Manish Gupta**  
Chairman

**Mr. Sandeep Agrawal**  
Member

**Ms. Maitri Mehta**  
Member  
(upto January 28, 2023)

**Mr. Sudhin Choksey**  
Member  
(w.e.f. January 28, 2023)

## RISK MANAGEMENT COMMITTEE

**Mr. Manish Gupta**  
Chairman

**Mr. Sandeep Agrawal**  
Member

**Mr. Vishwavir Saran Das**  
Member

**Mr. Sudhin Choksey**  
Member  
(w.e.f. January 28, 2023)

**Mr. Giridhar Nagaraj**  
Chief Financial Officer  
Member

**Mr. Kalpesh Dave**  
Company Secretary  
Member

## INVESTMENT COMMITTEE

**Mr. Manish Gupta**  
Chairman

**Mr. Sandeep Agrawal**  
Member

**Mr. Giridhar Nagaraj**  
Chief Financial Officer, Member  
(w.e.f. January 28, 2023)

## INTERNAL COMMITTEE OF DIRECTORS

**Mr. Manish Gupta**  
Chairman

**Mr. Sandeep Agrawal**  
Member

**Mr. Giridhar Nagaraj**  
Chief Financial Officer, Member  
(w.e.f. January 28, 2023)

## CHIEF FINANCIAL OFFICER

**Mr. Giridhar Nagaraj**

## COMPANY SECRETARY

**Ms. Chetna Dharajiya**  
(upto November 30, 2022)

**Mr. Kalpesh Dave**  
(w.e.f. December 01, 2022)

## STATUTORY AUDITORS

**M/s. Kantilal Patel & Co.**  
Chartered Accountants  
Ahmedabad

## LISTED AT

**BSE Limited**  
**National Stock Exchange of India Limited**

## WEBSITE

[www.ambujagroup.com](http://www.ambujagroup.com)

## SHARE TRANSFER AGENT

**Jupiter Corporate Services Limited**  
'Ambuja Tower', Opp. Sindhu Bhavan,  
Sindhu Bhavan Road, Bodakdev, P.O. Thaltej,  
Ahmedabad - 380 059, Gujarat  
Tel: 079-61556677  
Fax: 079-61556678  
Email Id: [jayvijay@ambujagroup.com](mailto:jayvijay@ambujagroup.com)

## REGISTERED OFFICE

**Ambuja Tower**  
Opp. Sindhu Bhavan,  
Sindhu Bhavan Road, Bodakdev, P.O. Thaltej,  
Ahmedabad - 380 059, Gujarat  
Tel: 079-61556677  
Fax: 079-61556678

## INVESTOR SERVICES EMAIL ID

[investor-jcsl@ambujagroup.com](mailto:investor-jcsl@ambujagroup.com)

## CORPORATE IDENTIFICATION NUMBER

**L15140GJ1991PLC016151**

## BANKERS

**ICICI Bank Limited**

**HDFC Bank Limited**

**YES Bank Limited**

**Union Bank of India**



# DIRECTORS' REPORT

The Board of Directors have pleasure in presenting the 32<sup>nd</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended March 31, 2023.

Pursuant to notification dated February 16, 2015 issued by the Ministry of Corporate Affairs, the Company has adopted the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 (as amended from time to time) with effect from April 01, 2016 and the accounts are prepared under Ind AS.

## FINANCIAL HIGHLIGHTS

The Boards Report is prepared based on the Standalone Financial Statements of the Company. The summary of the financial results for the year and appropriation of divisible profits is given below:

PARTICULARS	STANDALONE		CONSOLIDATED	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Net Revenue from Operations & Other Income	4982.87	4724.35	4983.00	4724.37
Profit Before Interest, Depreciation & Taxes	549.12	741.18	549.05	741.18
Less:				
a. Finance Costs	13.26	5.68	13.26	5.68
b. Depreciation & Amortisation Expenses	94.66	97.33	94.66	97.33
c. Provision for Taxation (including Deferred Tax)	111.03	162.73	111.03	162.73
Net Profit for the Year	330.17	475.44	330.10	475.44
Other Comprehensive Income and other adjustments	0.44	0.01	0.44	0.01
Total Comprehensive Income for the year	330.61	475.45	330.54	475.45
Earnings Per Share (Face Value of ₹ 1/- each)-Basic & Diluted	14.40	20.73	14.40	20.73

**Note:** Previous year's figures have been regrouped / reclassified wherever necessary in conformity with Indian Accounting Standards (Ind AS) to correspond with the current year's classification / disclosure and may not be comparable with the figures reported earlier.

## DIVIDEND

The Company has a consistent track record of dividend payment. Based on Company's performance, the Board of Directors at its meeting held on May 06, 2023 recommended final dividend of ₹ 0.70/- per equity share of ₹ 1/- each for the financial year FY 2022-23 amounting to ₹ 16.05 crores, subject to the approval of Members at the ensuing Annual General Meeting of the Company.

## DIVIDEND DISTRIBUTION POLICY

As per Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"), the Dividend Distribution Policy of the Company aims to ensure fairness, sustainability and consistency in distributing profits to the Shareholders. The Dividend Distribution Policy of the Company is displayed on the website of the Company.

(URL: <https://www.ambujagroup.com/wp-content/uploads/2019/05/Dividend-Distribution-Policy.pdf>)

## BUSINESS OPERATIONS / STATE OF THE COMPANY'S AFFAIRS

### a. Operational Performance

The Company recorded operational revenue of ₹ 4908.99 crores as compared to ₹ 4670.31 crores during the previous financial year. The Company achieved EBITDA margin of 11.19% in FY 2022-23 against the same at the level of 15.86% in FY 2021-22.

Export Sales for the FY 2022-23 was ₹ 1515.81 crores as compared to ₹ 1115.16 crores for the FY 2021-22 mainly due to demand in international market.

The Company achieved Earnings before Interest, Depreciation and Tax (EBIDTA) of ₹ 549.12 crores for the FY 2022-23 against that of ₹ 741.18 crores for the FY 2021-22.

### b. Capital Projects for the year FY 2022-23

During the FY 2022-23, the Company has invested about ₹ 49.30 crores in the ongoing projects mainly into routine capital expenditures in modifications of existing



## DIRECTORS' REPORT (Contd.)

projects. This investment was for its maize processing units at all locations and agro processing segments.

Apart from routine capital expenditures on the ongoing projects, the Company has invested ₹ 194.12 crores in the new projects which also includes ₹ 119.43 crores towards green field project of 1,200 TPD at Malda in West Bengal.

### SHARE CAPITAL

As on March 31, 2023, the issued, subscribed and paid up capital of the Company stood at ₹ 22,93,35,330/- comprising of 22,93,35,330 equity shares of ₹ 1/- each.

During the FY 2022-23, the Company has not issued shares with differential voting rights or granted stock options or issued sweat equity or Employee Stock Option scheme.

### CHANGE IN NATURE OF BUSINESS

During the FY 2022-23, there is no change in the nature of the business of the Company.

### TRANSFER TO RESERVE

The Company has not transferred any amount to the General Reserve for the financial year ended March 31, 2023.

### CORPORATE MATTERS

#### a. Corporate Governance Report

The Company makes due compliance of Corporate Governance guidelines and requirements of the Listing Regulations. In compliance with Regulations 17 to 22 and Regulation 34 of the Listing Regulations, a separate Corporate Governance Report, along with a certificate from the Statutory Auditors confirming the compliance of Corporate Governance requirements is annexed as **Annexure-A** to this Annual Report.

#### b. Management Discussion and Analysis

A statement on management discussion and analysis with detailed highlights of performance of different divisions / segments of the Company is annexed as **Annexure-B** to this report.

#### c. Business Responsibility and Sustainability Report ("BRSR")

As stipulated under Regulation 34 of the Listing Regulations, the Business Responsibility and Sustainability Report ("BRSR") on Company's business as required by Regulation 34(2) of the Listing Regulations, prepared based on the framework of the National Guidelines on Responsible Business Conduct (NGRBC) is annexed as **Annexure-C** forming part of this Annual Report.

### SUBSIDIARY COMPANY

The Company does not have any associate company or joint venture. The Company had acquired 100% equity shares of Mohit Agro Commodities Processing Private Limited on September 09, 2020 to support the business operations of the Company, thereby making it as wholly owned subsidiary of the Company. During the FY 2022-23 your Company has incorporated one wholly owned subsidiary namely Maiz Citchem Limited on November 11, 2022.

Further pursuant to provisions of Section 129(3) of the Companies Act, 2013 (the "Act") read with Rule 5 of Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is set out as **Annexure-D** to this report.

In accordance with Section 136 (1) of Act, the annual report of your Company containing inter alia, financial statements including consolidated financial statements, are available on website of the Company (URL: <https://www.ambujagroup.com/>). Further, the financial statements of the subsidiary are also available on the website of the Company (URL: <https://www.ambujagroup.com/>). These documents will also be available for inspection during working hours at the registered office of your Company at Ahmedabad, Gujarat. Any member interested in obtaining such document may write to the Company Secretary and the same shall be furnished on request.

### AMALGAMATION OF MOHIT AGRO COMMODITIES PROCESSING PRIVATE LIMITED ("MACPPL") WITH THE COMPANY

The scheme for amalgamation of MACPPL with the Company is approved by National Company Law Tribunal on August 01, 2023. Scheme will be effective from the date of filing of certified true copy of the order with the Registrar of Companies, Gujarat. The Company has not received copy of order as on date of this report.

### FINANCE AND INSURANCE

#### a. Working Capital

The Working Capital ("WC") requirements of the Company during the year was almost at the similar level at which it has started at the beginning of the year. ₹ 266.19 Crores outstanding as on March 31, 2022 was repaid by the Company. However, working capital limits have decreased in last quarter and amount outstanding as on March 31, 2023 is ₹ 217.58 Crores.

During the FY 2022-23, the Company has not raised any funds through Commercial Paper ("CP"). The CP market has lower appetite of investors due to NBFC and





## DIRECTORS' REPORT (Contd.)

infrastructure segment crisis and preference for highest rating. This has resulted in higher cost of borrowing through CP.

The Company has a rating of AA-/Stable with positive outlook for long term working capital facilities from CRISIL as per the applicable regulatory norms. During the FY 2022-23 there is no change in rating of the Company. The details of the Credit Rating is available on the Company website at (URL: [https://www.ambujagroup.com/wp-content/uploads/2020/12/Credit%20Rating\\_02.12.2020.pdf](https://www.ambujagroup.com/wp-content/uploads/2020/12/Credit%20Rating_02.12.2020.pdf)).

### b. Term Loans

During the FY 2022-23, the Company has not availed any fresh term loan.

### c. Insurance

All assets and insurable interests of the Company, including building, plant & machineries, stocks, stores and spares have been adequately insured against various risks and perils. The Company has also taken Director's and Officer's Liability Policy to provide coverage against the liabilities arising on them.

## DEPOSITS

During the FY 2022-23 the Company has not accepted any deposits within the meaning of Section 73 of the Act, and the Companies (Acceptance of Deposits) Rules, 2014.

## DETAILS OF LOANS AVAILABLE FROM DIRECTORS OR THEIR RELATIVES

During the FY 2022-23 the Company has not availed any loan(s) from the Directors or their Relatives.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company is well supported by the knowledge and experience of its Directors and Executives. The following changes took place in the Directors and Key Managerial Personnel during the FY 2022-23:

- Appointment of Mr. Sudhin Choksey (DIN: 00036085) as an Independent Director of the Company for a period of five (5) years w.e.f. November 29, 2022.
- Appointment of Mr. Kalpesh Bhupatbhai Dave as Company Secretary and Compliance officer of the Company w.e.f. December 01, 2022.
- Resignation of Ms. Chetna Dharajiya as Company Secretary and Compliance officer of the Company w.e.f. November 30, 2022.

There was no other change in the composition of the Board of Directors and Key Managerial Personnel during the FY 2022-23, except as stated above.

Pursuant to provisions of the Act, and Articles of Association of the Company, Mrs. Sulochana Gupta (DIN: 00028225) Non-Executive Director of the Company is liable to retire by rotation and being eligible, has offered herself for re-appointment. Brief resume, nature of expertise, details of directorships held in other companies of the above Director proposed to be re-appointed, along with her shareholding in the Company, as stipulated under Secretarial Standard – 2 (Secretarial Standard on General Meeting) and Regulation 36 of the Listing Regulations, is appended as an annexure to the Notice of the Annual General Meeting.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act, and not debarred or disqualified by the SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Director of the Company or any other Company where such Director holds such position in terms of Regulation (10)(i) of Part C of Schedule V of Listing Regulations. A Certificate to this effect, duly signed by Mr. Niraj Trivedi, Practicing Company Secretary is annexed as **Annexure - E** to this report.

The Board of Directors is of the opinion that all Directors including the Independent Directors of the Company possess requisite proficiency, expertise and experience.

Details of Familiarisation Programme for the Independent Directors are provided separately in the Corporate Governance Report which forms part of this Annual Report.

### Key Managerial Personnel:

Pursuant to the provisions of Sections 2(51) and 203 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time), the following are the Key Managerial Personnel of the Company:

1. Mr. Manish Gupta: Chairman & Managing Director;
2. Mr. Sandeep Agrawal: Whole-Time Director;
3. Mr. Nagaraj Giridhar: Chief Financial Officer;
4. Mr. Kalpesh Bhupatbhai Dave: Company Secretary (w.e.f. December 01, 2022)
5. Ms. Chetna Dharajiya: Company Secretary. (up to November 30, 2022)

## DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Act, in relation to financial statements of the Company for the year ended March 31, 2023, the Board of Directors states that:

- a. in the preparation of the annual accounts, the applicable accounting standards read with requirements set out



## DIRECTORS' REPORT (Contd.)

under Schedule III to the Act, have been followed and there are no material departures from the same;

- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended March 31, 2023;
- c. the Directors have 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;
- d. the annual accounts / financial statements have been prepared on a 'going concern' basis;
- e. proper internal financial controls are in place and are operating effectively; and
- f. proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (as amended from time to time), is set out herewith as **Annexure-F** to this report.

### MATERIAL CHANGES AND COMMITMENTS, IF ANY, BETWEEN BALANCE SHEET DATE AND DATE OF DIRECTORS' REPORT

There were no material changes and commitments between the end of the financial year of the Company to which the Financial Statements relates and date of Directors' Report affecting the financial position of the Company.

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient are provided in the Financial Statements.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the FY 2022-23, the Company has entered into transactions with related parties as defined under Section 2(76) of the Act, read with Companies (Specification of

Definitions Details) Rules, 2014, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Act, read with the Rules issued thereunder and as per Listing Regulations. Further, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

All transactions with related parties were reviewed and approved by the Audit Committee. The details of the related party transactions as per Indian Accounting Standard (Ind AS) - 24 are set out in Note No. 38 to the Standalone Financial Statements forming part of this Annual Report.

Further the transactions of the Company with person or entity belonging to the promoter / promoter group i.e. Mr. Manish Gupta who hold(s) 10% or more shareholding in the Company are set out in Note No. 38(b)(e) to the Standalone Financial Statements forming part of this Annual Report.

The Form AOC - 2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as **Annexure-G** to this report.

## AUDITORS

### a. Statutory Auditors and Auditor's Report

As per the provisions of Sections 139, 142 and all other applicable provisions of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) at the 31<sup>st</sup> Annual General Meeting of the Company held on August 12, 2022, the Members of the Company had appointed M/s. Kantilal Patel & Co, Chartered Accountants (Firm Registration No. 104744W), as Statutory Auditors of the Company to hold the office for a term of 5 (five) years from the conclusion of 31<sup>st</sup> (thirty first) Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting to be held in the year 2027. The Statutory Auditors have confirmed that they are not disqualified to hold the office of the Statutory Auditor.

The Statutory Auditors' report does not contain any qualification, reservation or adverse remark and is self-explanatory and unmodified and thus does not require any further clarifications / comments. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the FY 2022-23.

### b. Cost Auditors

The Company had appointed M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad (Membership No. 7907) as Cost Auditors of the Company for audit of cost accounting records of its activities for the



## DIRECTORS' REPORT (Contd.)

FY 2022-23. Pursuant to Section 148 of the Act, read with the Rules issued thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Boards of Directors of the Company, on the recommendations made by the Audit Committee, at its meeting held on May 06, 2023, has approved the appointment of M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad (Membership No. 7907) as Cost Auditor of the Company to conduct the audit of cost records for the 2023-24. The remuneration proposed to be paid to the Cost Auditors, subject to ratification of members at the ensuing 32<sup>nd</sup> Annual General Meeting, would not exceed ₹ 2,20,000/- (Rupees Two Lacs Twenty Thousand Only) excluding taxes and out of pocket expenses, if any.

The Company has received certificate from the Cost Auditors for eligibility u/s 141(3)(g) of the Act, for appointment as Cost Auditors and his / its independence and arm's length relationship with the Company.

### c. Secretarial Auditors

Pursuant to Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed Mr. Niraj Trivedi, Practicing Company Secretary, Vadodara as Secretarial Auditors of the Company for the FY 2022-23 to conduct Secretarial Audit and the Secretarial Audit Report in Form MR-3 was furnished by him. The Secretarial Audit Report for FY 2022-23 is annexed herewith as **Annexure-H** to this report.

The Secretarial Auditors' report does not contain any qualification, reservation or adverse remark and is self-explanatory and thus does not require any further clarifications / comments.

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted Vigil Mechanism / Whistle Blower Policy, which was approved and adopted by the Board of Directors of the Company at its meeting held on July 26, 2014 and has been amended from time to time considering the new requirements / amendments in the Regulations. The said policy provides a formal mechanism for all Directors and employees of the Company to approach Chairman of the Audit Committee of the Company and make protective disclosures about the unethical behavior, actual or suspected fraud and violation of the Company's Code of Conduct and Business Ethics. Under the Policy, each Director / employee of the Company has an assured access to the Chairman of the Audit Committee.

Further, SEBI vide its notification dated December 31, 2018, has amended the provisions under the SEBI (Prohibition

of Insider Trading) Regulations, 2015, by issuance of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which came into effect from April 01, 2019, which inter alia, provides for the "Written Policies and Procedures" for inquiry in case of leak of unpublished price sensitive information ("UPSI") or suspected leak of UPSI and to have a "Whistler Blower Policy" and to make Directors and employees aware of such policy to enable them to report instances of leak of UPSI.

Pursuant to above and in order to effect the amendments as notified by SEBI, for time to time, in the above Regulations, the Board of Directors of the Company has approved and adopted the revised "Vigil Mechanism / Whistle Blower Policy" which is displayed on the website of the Company.

(URL: [https://www.ambujagroup.com/wp-content/uploads/2019/05/Vigil-Mechanism-Policy\\_23.01.2020.pdf](https://www.ambujagroup.com/wp-content/uploads/2019/05/Vigil-Mechanism-Policy_23.01.2020.pdf))

### CORPORATE SOCIAL RESPONSIBILITY

The Company has consistently contributed towards the welfare of the community owing to its philosophy, also had a relentless approach towards its CSR initiatives and brought a significant development in the Society. Our approach is to benefit the entire ecosystem of which we are an integral part. We are committed towards our inter-reliant ecosystem of customers, shareholders, associates, employees, Government, environment and society. The Company is highly committed to continue its business in an environment which is eco-friendly, ethical as well as society driven. The Company looks forwards for the overall development of people around it and believes in giving back to the society. The Company has framed a policy for the Corporate Social Responsibility laying down the guidelines for sustainable development of the society.

During the FY 2022-23, the Company has undertaken directly and indirectly various initiatives contributing to the environment including environmental sustainability, implementing environmental plan through planting trees & plants, providing safe drinking water facilities, sanitation facilities, rural development, women empowerment, animal welfare, conservation of natural resources, etc. The Company has also developed comprehensive plan for carrying out activities focusing on promoting education, health care including preventive health care programme to eradicate hunger, poverty & malnutrition. The Company also developed comprehensive plan for carrying out employment and employability through skill development and training, upliftment of rural and backward area through Rural Development Projects and also supporting various community development projects in locations, where the Company operates. The Company has also framed Annual Action Plan for efficient spending of amount allocated for





## DIRECTORS' REPORT (Contd.)

Corporate Social Expenditure for FY 2022-23, which is available on the website of the Company.

(URL: <https://www.ambujagroup.com/wp-content/uploads/2023/05/Annual%20Action%20Plan%202022-23.pdf>)

The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), is annexed herewith as **Annexure-I** to this report and also displayed on the website of the Company.

(URL: <https://www.ambujagroup.com/wp-content/uploads/2023/08/FY%202022-23.pdf>)

### MEETINGS OF THE BOARD

5 (five) meetings of the Board of Directors were held during the FY 2022-23. The details of the meetings of the Board of Directors / Committees of the Board of Directors, are provided in the Corporate Governance Report, which forms part of this report.

### COMMITTEES OF BOARD

As on March 31, 2023, the Board has eight (8) Committees including Mandatory and Non-mandatory Committees:

Mandatory Committees includes: Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Share Transfer Committee. Non-mandatory Committees includes: Internal Committee and Investment Committee. A detailed note on the composition of the mandatory committees, meetings held during the year and its major terms of reference are provided in the Corporate Governance Report, which forms part of this report.

Further as per Section 177(8) of the Act, as amended from time to time, there have been no instances during the year where recommendations of the Audit Committee were not accepted by the Board of Directors.

### FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All Independent Directors are familiarised with the operations and functioning of the Company at the time of their appointment and on an ongoing basis. The details of the training and familiarisation programme are provided in the Corporate Governance Report, which forms part of this report and same is also available on the website of the Company.

(URL: <https://www.ambujagroup.com/wp-content/uploads/2021/01/Details%20of%20familiarization%20programmes.pdf>)

### RISK MANAGEMENT

The Company recognises that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. The Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans. The Company through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.

The Committee reports to the Board of Directors of the Company. At plants / units level, Internal Committees have been formed, headed by plants / units heads of respective plants / units and functional departmental heads. Such Committees report to the Risk Management Committee from time to time. The Board of Directors has developed and implemented Risk Management Policy for the Company. There are no risks which in the opinion of the Board of Directors threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis Report, which forms part of this report.

### DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions, if any, of the Act, read with the Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and regulation 19 of the Listing Regulations, Board of Directors of the Company has in its meeting held on May 06, 2023 approved and adopted a revised Nomination and Remuneration Policy of the Company relating to the remuneration for the Directors, Key Managerial Personnels (KMPs), Senior Management Personnel and other employees of the Company.

The brief outline / salient features of Nomination and Remuneration Policy, inter alia, includes:

- (I) Objects of the Policy:
  - a. ensure that Directors, KMPs and Senior Management Personnels are remunerated in a way that reflects the Company's long-term strategy;
  - b. align individual and team reward with business performance in both the short term and long term;
  - c. encourage executives to perform to their fullest capacity;
  - d. to be competitive and cost effective;



## DIRECTORS' REPORT (Contd.)

- e. formulation of criteria for identification and selection of the suitable candidates for the various positions;
  - f. to recommend policy relating to the remuneration for the Directors, Key Managerial Personnel, Senior Management Personnel and other employees of the Company;
  - g. recommend to Board on appropriate performance criteria for the Directors and carry on the performance evaluation of the Directors;
  - h. to identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding options of the business, the industry and their legal responsibilities and duties;
  - i. to assist Board in ensuring Board nomination process in accordance with the Board Diversity policy;
  - j. to recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- (II) The Nomination and Remuneration Committee shall recommend remuneration considering below criteria / principle:
- a. level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
  - c. remuneration to Directors, KMPs and Senior Management Personnels involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- (III) Criteria for selection of members on the Board of Directors and candidates for KMP and Senior Management Personnel
- (IV) Term / tenure of appointment, removal, retirement
- (V) Remuneration Policy for Directors, KMPs and other employees
- (VI) Contents of Remuneration Package
- (VII) Evaluation process
- (VIII) Flexibility, judgment and discretion
- The Nomination and Remuneration Policy of the Company is displayed on the website of the Company. (URL: [https://](https://www.ambujagroup.com/wp-content/uploads/2019/05/Nomination%20and%20Remuneration%20Policy.pdf)

[www.ambujagroup.com/wp-content/uploads/2019/05/Nomination%20and%20Remuneration%20Policy.pdf](https://www.ambujagroup.com/wp-content/uploads/2019/05/Nomination%20and%20Remuneration%20Policy.pdf))

The information required under Section 197 of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendments Rules, 2016, as amended from time to time, in respect of Directors / employees of the Company is set out in **Annexure-J** to this report.

### ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive and Non-Executive Directors of the Company as per Section 178 of the Act, as amended from time to time, and as per Regulation 19 of the Listing Regulations. The criteria was set based on various attributes, inter alia, profile, experience, contribution, dedication, knowledge, sharing of information with the Board, regularity of attendance, aptitude & effectiveness, preparedness & participation, team work, decision making process, their roles, rights, responsibilities in the Company, monitoring & managing potential conflict of interest of management, providing fair and constructive feedback & strategic guidance and contribution of each Director to the growth of the Company.

The Company has devised the Board's Performance Evaluation Policy document along with performance evaluation criteria / form for Independent and Non-Independent Directors of the Company and criteria for evaluation of Board's / Committee's performance along with remarks and suggestions. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

Separate meeting of Independent Directors of the Company was held on January 28, 2023 and it reviewed the performance of Non-Independent Directors & the Board as a whole and also reviewed the performance of Chairman of the Company. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed.

### LISTING ON STOCK EXCHANGES

The Equity Shares of the Company continue to remain listed on BSE Limited and National Stock Exchange of India Limited. The annual listing fees for the 2023-24 has been paid to these Stock Exchanges.



## DIRECTORS' REPORT (Contd.)

### PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Board of Directors of the Company at its meeting held on January 30, 2016, has approved and revised the Policy for Prevention of Sexual Harassment of Women as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (as amended from time to time). As per the provisions of the said Act, the Company has constituted Committees in the name of "Internal Complaints Committee" for the Registered Office & all the Units of the Company.

During the FY 2022-23, there was no complaint received pertaining to Sexual Harassment.

Further pursuant to amendments in Schedule V, Part C of Listing Regulations, the Company is required to disclose the number of complaints filed and disposed during the financial year and pending as on end of the financial year. Considering the above amendments to be included in the existing policy, the Board of Directors of the Company has approved and adopted revised 'Policy on Protection of Women against Sexual Harassment at Work place' on March 30, 2019. Further the details / disclosure pertaining to number of complaints filed and disposed during the FY 2022-23 and pending as on end of the financial year i.e. March 31, 2023 are provided in the Corporate Governance Report, which forms part of this report.

### DECLARATION OF INDEPENDENCE

The Company has received necessary declarations from each of the Independent Directors under Section 149(7) of the Act, that they meet the criteria of independence laid down in Section 149(6) of the Act, and Regulations 16(1)(b) & 25 of the Listing Regulations and also in the opinion of the Board and as confirmed by these Directors, they fulfill the conditions specified in Section 149 of the Act, and the Rules made thereunder about their status as Independent Directors of the Company.

The Company has also received necessary declarations from each of the Independent Directors that they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs.

### ANNUAL RETURN

As required under the provisions of Section 134(3)(a) and Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Annual Return in Form No. MGT-7 is displayed on the website of the Company.

(URL: <https://www.ambujagroup.com/wp-content/uploads/2023/08/F.Y.%202022-2023.pdf>)

### INTERNAL FINANCIAL CONTROLS AND LEGAL COMPLIANCE REVIEW

The Company has in place adequate internal financial controls with reference to financial statements. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safe guarding of its assets, the prevention and detection of fraud, error reporting mechanisms, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

The Company has devised systems to ensure compliance with the provisions of all applicable laws to the Company. During the year, the Internal Auditor of the Company were assigned the responsibility for ensuring and reviewing the adequacy of legal compliance systems in the Company as required under the Act, Compliance with all laws applicable to the Company was checked by the Internal Auditor and no non-compliance with laws applicable to the Company was reported to the Company.

### SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS

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

### MAINTENANCE OF COST RECORDS

The Company is required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Act, and accordingly such accounts and records are made and maintained by the Company.

### SECRETARIAL STANDARDS

During the FY 2022-23, The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

### APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the FY 2022-23, There was no application made nor any processing was pending under the Insolvency and Bankruptcy Code, 2016.





## DIRECTORS' REPORT (Contd.)

### DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the FY 2022-23, there was no such instance.

### HEALTH, SAFETY AND ENVIRONMENT

The safety excellence journey is a continuing process of the Company. For the Company, safety is of paramount importance and as a good corporate citizen; it is committed to ensure safety of all its employees & the people working for and on behalf of your Company, visitors to the premises of the Company and the communities we operate in. Employees at various plants of the Company were given training on basic and advanced fire safety including mock drills for emergency preparedness plan. Structured monitoring & review and a system of positive compliance reporting are in place. There is a strong focus on safety with adequate thrust on employees' safety. The Company is implementing programme to eliminate fatalities and injuries at work place. Quarterly reports on health, safety and environment from each plants / units of the Company are received by the Company and the same are placed before the Board of Directors for their review.

The Company has been achieving continuous improvement in safety performance through a combination of systems and processes as well as co-operation and support of all employees. Each and every safety incidents at plants / units, if any, are recorded and investigated.

### HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Human Resources are vital and most valuable assets for the Company. They play a significant role in your Company's growth strategy. Your Company emphasizes on talent nurturing, retention and engaging in a cordial, amicable and constructive relationship with employees with a focus on productivity and efficiency and underlining safe working practices. The Board of Directors also value the professionalism and commitment

of all employees of the Company and place on record their appreciation and acknowledgement of the efforts, dedication and contribution made by employees at all levels that has contributed to Company's success and remain in the forefront of Agro based Industry business. The Board of Directors wish to place on record the co-operation received from all the valuable employees, staff and workers at all levels and at all plants / units.

### ENHANCING SHAREHOLDERS VALUE

The Company accords top priority for creating and enhancing shareholders value. All the Company's operations are guided and aligned towards maximising shareholders value.

### APPRECIATION & ACKNOWLEDGEMENTS

Your Board takes this opportunity to thank Company's employees for their dedicated service and firm commitment to the goals & vision of the Company. Your Directors take this opportunity to thank our customers for their continued loyalty with our products which has resulted in the Company's extraordinary success in industry even in these unprecedented times. The Board also wishes to place on record its sincere appreciation for the wholehearted support received from the shareholders, investors and bankers. Further we would also like to acknowledge the support and assistance extended by the Regulatory Authorities such as SEBI, Stock Exchanges and other Central & State Government authorities and agencies, Auditors, Registrars, Legal Advisors and other consultants. We look forward to continued support of all them in future as well.

**For and on behalf of the Board of Directors**

**MANISH GUPTA**

Place : Ahmedabad  
Date : August 05, 2023

Chairman & Managing Director  
(DIN:00028196)



## ANNEXURE - A TO DIRECTORS' REPORT

### CORPORATE GOVERNANCE REPORT

Corporate governance is a reflection of value system encompassing the culture, policies and relationships with the stakeholders. Integrity and transparency are key to Company's corporate governance practices to ensure that the Company gains and retains the trust of its stakeholders at all times. Corporate Governance is about meeting the strategic goals responsibly and transparently, while being accountable to the stakeholders as well. Company believes that the Corporate Governance is the cornerstone for fostering a state-of-the-art and future ready organisation guaranteeing extra-ordinary and sustainable growth. The sound governance systems and processes in place are empowering co-creation and partnerships while an unwavering focus on sustainability and safety is what makes us a truly responsible enterprise. Company not only adheres to the prescribed Corporate Governance practices as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as **"Listing Regulations"**) but is also committed to sound Corporate Governance principles and practices. It constantly strives to adopt emerging best practices being followed worldwide

The Company recognises that the enhancement of corporate governance is one of the most important aspects in terms of achieving the Company's goal of enhancing corporate value by deepening societal trust. Strong corporate governance founded on values is the bedrock of the sustained performance at the Company and fuels the Company's vision to achieve the respect of stakeholders.

It is the philosophy of the Board that the Company continues to follow fair business and organisational practices to fulfil the mission and vision of the Company and in the process deliver long term sustainable shareholder value. It is also the Philosophy of the Board that practice of Corporate Governance should travel beyond Statutory Requirements and further encompass social responsibilities.

As a Company, we distinguish ourselves in the market by offering a portfolio of ecologically responsible electrical products and services that deliver powerful, sustainable and energy efficient solutions that do not compromise on capacity or security.

Your Company has responsibly, critically and collegially worked through all major decisions. It has helped create a credible reputation amongst all stakeholders and regulators. We are guided by the Core Values of the Company in our day-to-day decision-making which reflects the enduring character of the Company and its people. Your Company believes that Corporate Governance is not an end, it is just beginning towards growth of Company for long term prosperity.

Continuous efforts taken towards strong governance practice have rewarded the Company in the sphere of stakeholders' confidence, valuation, market capitalisation and high credit rating.

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company believes in abiding by the Code of Governance so as to be a responsible corporate citizen and to serve the best interests of all the stakeholders viz., the employees, shareholders, customers, vendors and the society at large. The Company believes that sustainable and long term growth of every stakeholder depends upon the judicious and effective use of available resources and consistent endeavor to achieve excellence in business along with active participation in the growth of society, building of environmental balances and significant contribution in economic growth. The Company seeks to achieve this goal by being transparent in its business dealings, by disclosure of all relevant information in an easily understood manner and by being fair to all stakeholders, by ensuring that the Company's activities are managed by a professionally competent and independent Board of Directors. The Company always strives to achieve optimum performance at all levels by adhering to good Corporate Governance practices, such as:

- Fair and Transparent business practices;
- Effective management control by Board;
- Adequate representation of Independent Directors on the Board;
- Monitoring of executive performance by the Board;
- Compliance of Laws;
- Transparent and timely disclosure of financial and management information.

The Company seeks to execute the practices of Corporate Governance by maintaining strong business fundamentals and by delivering high performance through relentless focus on its core values. The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of Regulation 46(2) of the Listing Regulations, as applicable, with regard to corporate governance.

In line with this philosophy, the Company continuously strives for excellence through adoption of best governance and disclosure practices. The Company has adopted the Code of Conduct and Business Ethics for Employees, Board Members and Senior Managerial Personnel and also the Whistle Blower Policy in due



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

compliance of Regulations 17 and 22 of the Listing Regulations and the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) in pursuit of excellence in Corporate Governance. The said Code / Policy are available on the Company's website [www.ambujagroup.com](http://www.ambujagroup.com). The Company's corporate governance philosophy has been further strengthened through the Code of practices and procedures for fair disclosures of unpublished price sensitive information and Code of Conduct for Prohibition of Insider Trading for its Employees and Connected persons / Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders pursuant to SEBI (Prohibition of Insiders Trading) Regulations, 2015 (as

amended from time to time). The Company believes in timely and adequate information and protection to minority shareholders.

Above all, we believe that Corporate Governance must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair play and sense of responsibility & justice. Achieving this balance depends upon how accountable and transparent the Company is. Accountability improves decision making. Transparency helps to explain the rationale behind decisions and thereby creating long term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

### 2. BOARD OF DIRECTORS (THE "BOARD")

The composition of Board as on March 31, 2023 comprised of 7 (seven) members, out of 7 (seven) Directors on the Board, 5 (five) were Non-Executive Directors and out of 5 (five) Non-Executive Directors, 4 (four) Directors (57% of total number of Directors) were Independent Directors.

Thus, composition of the Board is in conformity with Regulation 17 of the Listing Regulations.

- (A) (i) The names and categories, inter personal relationship of the Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting (AGM), the number of Directorships in other Companies and Committee membership / chairpersonship held by them are given below:

Name & DIN of Director	Category & Inter personal relationship as on March 31, 2023	Attendance Particulars		As on March 31, 2023		
		Board meeting	Last AGM	Directorship in other Companies <sup>1</sup>	Membership and Chairpersonship of the Committees <sup>2</sup>	
Mr. Manish Gupta (DIN: 00028196)	Executive Director & Promoter, Son of Mrs. Sulochana Gupta	5	Yes	3	1	Nil
Mrs. Sulochana Gupta (DIN: 00028225)	Non-Executive Director & Promoter, Mother of Mr. Manish Gupta	5	Yes	2	Nil	Nil
Mr. Sandeep Agrawal (DIN: 00027244)	Executive & Non Independent Director, Not related	5	Yes	1	1	Nil
Mr. Vishwavir Saran Das (DIN: 03627147)	Non-Executive & Independent Director, Not related	5	Yes	2	3	1
Mr. Sandeep Singhi (DIN: 01211070)	Non-Executive & Independent Director, Not related	5	Yes	2	5	2
Mr. Sudhin Choksey <sup>3</sup> (DIN: 00036085)	Non-Executive & Independent Director, Not related	2	NA	6	5	2
Ms. Maitri Mehta (DIN: 07549243)	Non-Executive & Independent Director, Not related	5	Yes	9	6	Nil

1. Directorships exclude Directorships in Foreign Companies.
2. For the purpose of considering the limit of Committee Membership and Chairmanship of a Director, Audit Committee and Stakeholders Relationship Committee of Public Companies have been considered. Committee Membership & Chairpersonship in the Company is included.
3. Appointed w.e.f November 29, 2022.





## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

**(ii) Details of other listed entities where the Directors of the Company are directors, as on March 31, 2023, are as under:**

Name of Director	Name of other Listed entities in which the concerned Director is a Director	Category of Directorship
Mr. Manish Gupta	Nil	Not Applicable
Mrs. Sulochana Gupta	Nil	Not Applicable
Mr. Sandeep Agrawal	Nil	Not Applicable
Mr. Vishwavir Saran Das	Nil	Not Applicable
Mr. Sandeep Singhi	The Sandesh Limited	Non-Executive & Independent Director
	ACC Limited	Non-Executive & Independent Director
Mr. Sudhin Choksey	Fairchem Organics Limited	Non-Executive & Independent Director
	CSB Bank Limited	Non-Executive & Independent Director
Ms. Maitri Mehta	Aksharchem (India ) Limited	Non-Executive & Independent Director
	Dishman Carbogen Amcis Limited	Non-Executive & Independent Director

**(B)** As required under the provisions of Schedule V(C)(2)(h) of the Listing Regulations, the Board of Directors has identified the core skills / expertise / competencies as required in the context of its business(es) and sector(s) for it to function effectively, those actually available with the Board and the details of the name of director(s) who possess specific skills / expertise / competencies are as follows:

Sr. No.	Name of Director(s)	Core skills / Expertise / Competencies
1.	Mr. Manish Gupta	✓ Entrepreneurship and Leadership
		✓ Financial Management
		✓ Business acumen
		✓ Organisation Management
		✓ Communication and Negotiation
		✓ Marketing & Sales
		✓ Planning & Strategic Development
		✓ Project Management
		✓ Corporate Governance & Compliance,
		✓ Performance Oriented
		✓ Banking, Treasury & Forex Management
		✓ Knowledge on Internal Control Mechanism
		✓ Human Resources, Administration and Inter Personnel Management
2.	Mrs. Sulochana Gupta	✓ Risk Management
		✓ Organisation Management
		✓ Performance Oriented
		✓ Knowledge on Internal Control Mechanism
3.	Mr. Sandeep Agrawal	✓ Human Resources, Administration and Inter Personnel Management
		✓ Business acumen
		✓ Organisation Management
		✓ Communication and Negotiation
		✓ Marketing & Sales
		✓ Project Management
		✓ Performance Oriented
		✓ Knowledge on Internal Control Mechanism
		✓ Human Resources, Administration and Inter Personnel Management
		✓ Risk Management



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

Sr. No.	Name of Director(s)	Core skills / Expertise / Competencies
4.	Mr. Vishwavir Saran Das	✓ Performance Oriented
		✓ Banking, Treasury & Forex Management
		✓ Knowledge in legislations and processes of laws
5.	Mr. Sandeep Singhi	✓ Financial Management
		✓ Performance Oriented
		✓ Knowledge in legislations and processes of laws
6.	Mr. Sudhin Choksey	✓ Financial Management
		✓ Performance Oriented
		✓ Banking, Treasury & Forex Management
		✓ Knowledge in legislations and processes of laws
		✓ Leadership & Management
		✓ Decision Making & Communication
		✓ Risk & Financial Management
7.	Ms. Maitri Mehta	✓ Financial Management
		✓ Performance Oriented, Banking & Treasury
		✓ Forex Management

### (C) Number of meetings of the Board of Directors held and the dates on which held:

During the FY 2022-23, 5 (Five) meetings of the Board of Directors were held on May 28, 2022, August 11, 2022, November 11, 2022, November 29, 2022 and January 28, 2023.

Intimation of the Board meetings and Committee meetings are given well in advance and communicated to all the Directors. Normally, Board meetings and Committee meetings are held at the Registered Office of the Company. The agenda along with the explanatory notes are sent in advance to all the Directors in accordance with the Secretarial Standard-1 issued by the Institute of Company Secretaries of India. Additional meetings of the Board are held when deemed necessary by the Board. Senior Executives are invited to attend the Board meetings as and when required.

### (D) Information placed before the Board of Directors:

All such matters as are statutorily required as per Part A of Schedule-II of Regulation 17(7) of the Listing Regulations and also matters relating to Corporate Plans, Mobilisation of Funds, Investment / Loans, Risk Management Policy, Capital Expenditure etc. are considered by the Board. Besides, the following information are also regularly placed before the Board for its consideration:

1. Annual Operating Plans & budgets and updates
2. Capital budgets and updates
3. Minutes of meetings of Committees of the Board of Directors

4. Quarterly results of the Company
5. Material Transactions, which are not in the ordinary course of business
6. Compliance with all regulatory and statutory requirements
7. Fatal accidents, dangerous occurrences, material effluent pollution problems
8. Recruitment and remuneration of senior officers just below the Board level
9. Investment / Disinvestments
10. Risk Assessment analysis, etc.

The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any.

### (E) Familiarisation programme for Independent Directors:

The Independent Directors are provided with necessary documents, reports and other relevant information to enable them to familiarise with the Company's procedures and practices. The Independent Directors are taken for visit to Company's various plants / units, to enable them to have full understanding of manufacturing operations & processes of the Company and the industry in which it operates. Periodic presentations are made at the Board meetings on business and performance updates of the Company, business strategy and risks involved. At the time of induction of the newly appointed Independent Director, he / she is apprised adequately about the Company, latest financial statements with business model, industry scenario, competition, significant recent developments and also the Board processes which is apprised by the Managing Director, the Chief Financial Officer, the Company Secretary



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

and the Senior Management of the Company. Details of the familiarisation programme for the Independent Directors are available on the website of the Company:

(URL: <https://www.ambujagroup.com/wp-content/uploads/2021/01/Details%20of%20familiarization%20programmes.pdf>)

### (F) Appointment of Compliance Officer:

Mr. Kalpesh Dave, Company Secretary of the Company act as Compliance Officer of the Company as per Regulation 6 of the Listing Regulations.

(G) As per the opinion of the Board of Directors of the Company, all the Independent Directors of the Company fulfills the conditions specified in Listing Regulations and are independent of the management during the FY 2022-23.

(H) None of the Directors of the Company has resigned before the expiry of their tenure during the FY 2022-23.

### 3. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in alignment with the provisions of Section 177 of the Companies Act, 2013 (the "Act") and Regulation 18 of the Listing Regulations. During the FY 2022-23, the Audit Committee was re-constituted and Mr. Sudhin Choksey, Non-executive & Independent Director, was appointed as member of the Audit Committee w.e.f. January 28, 2023.

The terms of reference of the Committee are in accordance with Part C of Schedule-II of Regulation 18(3) of the Listing Regulations and Section 177 of the Act, and major terms of reference, inter alia, includes the following:

- Reviewing Company's Financial Reporting Process;
- Reviewing the Internal Audit Systems, the adequacy of Internal Control Systems;
- Reviewing the Company's Financial and Risk Management Policies;

- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Review and monitor the Auditor's independence and performance and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever necessary;
- Evaluation of internal financial controls and risk management systems;
- Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and to verify that the systems for internal control are adequate and are operating effectively;
- Reviewing the utilisation of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- Grant prior approval to all related party transactions, along with all material related party transactions and "subsequent material modifications";
- Review the status of long-term (more than one year) or recurring related party transactions on an annual basis;

Composition of the Audit Committee and details of the meetings attended by its members during FY 2022-23 are given below:

Name of the Committee Member & Designation in Committee	Category in the Board	No. of meetings held	No. of meetings attended
Mr. Sandeep Singhi, Chairman	Independent Director	4	4
Mr. Vishwavir Saran Das, Member	Independent Director	4	4
Mr. Sudhin Choksey, Member*	Independent Director	0	0
Ms. Maitri Mehta, Member	Independent Director	4	4

\* Appointed as a Member w.e.f. January 28, 2023





## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

During the FY 2022-23, 4 (four) meetings of the Audit Committee were held on May 28, 2022, August 11, 2022, November 11, 2022 and January 28, 2023.

The minutes of the Audit Committee Meetings are reviewed by the Board at its subsequent meetings.

The previous Annual General Meeting of the Company was held on August 12, 2022 and the same was attended by the Chairman of the Audit Committee.

The Audit Committee Meetings are usually held at the Registered Office of the Company and are normally attended by Managing Director, Executive Director, Chief Financial Officer, Representative of Statutory Auditors, Internal Auditors and Cost Auditors.

The Company Secretary of the Company act as the Secretary of the Audit Committee.

### 4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in alignment with the provisions of Section 178 of the Act, and Regulation 19 of the Listing Regulations and terms of reference, including role & powers of the Committee, has been modified accordingly.

The terms of reference of the said Committee is broad based so as to include and to decide, review and recommend to the Board of Directors of the Company about the recruitment, selection, appointment and remuneration of relative of Director or of Key Managerial Personnel of the Company and to decide the increase / modification in the terms of appointment and / or remuneration of any such person. The Nomination and Remuneration Committee was constituted on March 30, 2002 and was re-constituted from time to time.

Major terms of reference of the Nomination and remuneration Committee, inter alia, includes the following:

- To decide, review and recommend to the Board of Directors of the Company about the recruitment, selection, appointment and remuneration of a relative of Director or of Key Managerial Personnel of the Company and to decide the increase / modification in the terms of appointment and / or remuneration of any such person.
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid

down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Committee or by an independent external agency and review its implementation and compliance.

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- In case of appointment of Independent Director, to evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.
- To ensure that as per the policy—
  - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (iii) remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- To formulate criteria for evaluation of performance of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- To decide on whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To recommend to the Board, all remuneration, in whatever form, payable to senior management.



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

Composition of the Nomination and Remuneration Committee and details of the meetings attended by its members during FY 2022-23 are given below:

<b>Name of the Committee Member &amp; Designation in Committee</b>	<b>Category in the Board</b>	<b>No. of meetings held</b>	<b>No. of meetings attended</b>
Mr. Sandeep Singhi, Chairman	Independent Director	2	2
Mr. Vishwvir Saran Das, Member	Independent Director	2	2
Ms. Maitri Mehta, Member	Independent Director	2	2

During the FY 2022-23, 2 (two) meetings of Nomination and Remuneration Committee were held on May 28, 2022 and November 29, 2022.

The minutes of the Nomination and Remuneration Committee Meetings are reviewed by the Board at its subsequent meetings.

The previous Annual General Meeting (AGM) of the Company was held on August 12, 2022 and the same was attended by the Chairperson of the Nomination and Remuneration Committee.

The Company Secretary of the Company act as the Secretary of the Nomination and Remuneration Committee.

### **The below criteria are considered for performance evaluation of Board, that of its Committees and Individual Directors:**

- Criteria for Board Evaluation
  - Attendance at meetings
  - Regularity of attendance
  - Responsibilities and accuracy of information in timely manner
  - Level and quality of participation
  - Involvement in deliberation
  - Commitment to responsibilities
- Criteria for Committee Evaluation
  - Level and quality of participation
  - Effectiveness to the responsibilities
  - Aptitude and effectiveness
  - Overall contribution
- Criteria for Evaluation of Individual Directors (including Independent and Non-Independent Directors)
  - Dedication
  - Attendance
  - Preparedness & Participation
  - Team work

- Contribution
- Time and Efforts
- Response
- Commitment
- Knowledge / Sharing information
- Responsibilities
- Suggestions during discussion

### **Pecuniary Relationship of Non-Executive Directors:**

The Company has no pecuniary relationship or transaction with its Non-Executive Directors and Independent Directors other than payment of sitting fees paid to the Independent Directors for attending Board and Committee meetings and commission as approved by the Members and the Board for their invaluable services to the Company.

### **Remuneration to Non-Executive Directors:**

The Non-Executive Directors are paid remuneration by way of sitting fees for attending meetings of Board of Directors and Committees of the Board. Pursuant to section 197 of the Act read with rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a company may pay a sitting fee to a director for attending meetings of the Board or committees thereof, such sum as may be decided by the Board of directors thereof which shall not exceed one lakh rupees per meeting of the Board or committee thereof. During FY 2022-23, Non-Executive Directors were paid sitting fees of ₹17,500/- for attending each meeting of the Board and committee thereof.

The Members at their 28<sup>th</sup> Annual General Meeting held on August 03, 2019 pursuant to the provisions of Section 197, 198 and other applicable provisions of the Act, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6) of the Listing Regulations (including any statutory modifications(s) or re-enactment(s) thereof and Articles of Association of the Company, approved payment of remuneration to its Directors other than Managing and Whole-Time Director in the form of commission,



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

in addition to sitting fees, not exceeding in aggregate one percent (1%) of the net profits of the Company for each Financial Year computed in accordance with Section 198 of the Act, or any statutory modifications(s) or re-enactment(s) thereof, for a period of 5 years from April 01, 2019 to March 31, 2024, provided that all the aforesaid Directors taken together shall receive a sum not exceeding ₹ 25 Lacs in a financial year.

Criteria for making payment to Non-Executive Directors has been disseminated on the website of the Company at: <https://www.ambujagroup.com/wp-content/uploads/2016/09/Criteria-for-Payment-to-NED.pdf>.

### Remuneration to Executive Directors:

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration

Committee to the Board based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/track record, macro-economic review on remuneration packages of heads of other organisations. The pay structure of Executive Directors has appropriate success and sustainability metrics built in. On the recommendation of the Nomination and Remuneration Committee, the remuneration paid/payable by way of salary, perquisites and allowances (fixed component), incentive and/or commission (variable components), to its Executive Directors, within the limits prescribed under the Act, and same is approved by the Board and by the Members in the General Meeting.

The Executive Directors are not being paid sitting fees for attending meetings of the Board and its Committees.

The details of remuneration and sitting fees paid for attending meetings of the Board of Directors and Committees thereof during the FY 2022-23 to all the Directors are furnished hereunder:

(₹ in Crores)

Sr. No.	Name of Director	Salary & Allowances	Perquisites	Commission	Sitting Fees	Total	Service Contract	Notice Period (in months) & severance fees
1	Mr. Manish Gupta, Chairman & Managing Director	0.84	0.36	42.80	Nil	44.00	December 28, 2018 to December 27, 2023	3 Months Nil
2	Mrs. Sulochana Gupta, Non-Executive Director	Nil	Nil	0.025	0.01	0.035	-	-
3	Mr. Sandeep Agrawal, Whole-Time Director	0.63	0.10	Nil	Nil	0.730	August 01, 2019 to July 31, 2024	3 Months Nil
4	Mr. Vishwavir Saran Das, Independent Director	Nil	Nil	0.025	0.023	0.048	-	-
5	Mr. Sudhin Choksey, Independent Director	Nil	Nil	0.008	0.005	0.014	-	-
6	Mr. Sandeep Singhi, Independent Director	Nil	Nil	0.025	0.021	0.046	-	-
7	Ms. Maitri Mehta, Independent Director	Nil	Nil	0.025	0.023	0.048	-	-

The Company has taken a Directors' & Officers' Liability Insurance Policy.

The Company has not granted stock option to any of its Directors or employees.





## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

### 5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Section 178 of the Act, and Regulation 20 of the Listing Regulations.

To expedite the process and for effective resolution of grievances / complaints, the Committee has delegated powers to the Share Transfer Agent and its officials to redress all various aspects of interest of the Members / Investors. Mr. Kalpesh Dave, the Company Secretary of the Company act as a Compliance Officer of the Stakeholders Relationship Committee and under her supervision Committee redresses the grievances / complaints of Members / Investors.

Major terms of reference of the Stakeholders Relationship Committee, inter-alia, includes the following:

- Resolving the grievances of the security holders of the Company including complaints related to

transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.;

- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

Composition of the Stakeholders Relationship Committee and details of the meetings attended by its members during FY 2022-23 are given below:

Name of the Committee Member & Designation in Committee	Category in the Board	No. of meetings held	No. of meetings attended
Mr. Vishwvir Saran Das, Chairman	Independent Director	23	23
Mr. Manish Gupta, Member	Executive Director	23	23
Mr. Sandeep Agrawal, Member	Executive Director	23	23

During the FY 2022-23, 23 (Twenty Three) meetings of Share Transfer Committee were held on April 13, 2022, April 27, 2022, May 16, 2022, June 02, 2022, June 15, 2022, June 30, 2022, July 18, 2022, August 02, 2022, August 17, 2022, September 02, 2022, September 20, 2022, October 07, 2022, October 19, 2022, November 03, 2022, November 22, 2022, December 06, 2022, December 22, 2022, January 06, 2023, January 23, 2023, February 09, 2023, February 21, 2023, March 07, 2023 and March 22, 2023.

The minutes of the Stakeholders Relationship Committee are reviewed by the Board at its subsequent meetings.

The previous Annual General Meeting (AGM) of the Company was held on August 12, 2022 and the same was attended by the Chairperson of the Stakeholders Relationship Committee.

The Company Secretary of the Company act as the Secretary of the Stakeholders Relationship Committee.

Details of complaints received and redressed during the FY 2022-23:

Sr. No.	Particulars	Opening balance as on April 01, 2022	Received during the year	Redressed during the year	Pending as on March 31, 2023
1	Non-receipt of Dividend / Interest, Revalidation etc.	Nil	10	10	Nil
2	Non-receipt of Share Certificate, etc.	Nil	2	2	Nil
3	Non-receipt of Annual Report, Interest on delayed refund, etc.	Nil	0	0	Nil
4	Others	Nil	0	0	Nil
	<b>Total</b>	<b>Nil</b>	<b>12</b>	<b>12</b>	<b>Nil</b>



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

### 6. SHARE TRANSFER COMMITTEE (SUB-COMMITTEE OF STAKEHOLDERS RELATIONSHIP COMMITTEE):

During the FY 2022-23 the Board of Directors in their meeting held on January 28, 2023 re-constituted Share Transfer Committee as Sub-committee of the Stakeholders Relationship Committee w.e.f. April 01, 2023.

The Share Transfer Committee has been constituted with the scope and ambit to consider and approve the following actions related to the shareholders / members of the Company:

- (i) Transfer of Shares
- (ii) Transmission of Shares
- (iii) Issue of Duplicate Share Certificates
- (iv) Change of Status
- (v) Change of Marital Status
- (vi) Change of Name
- (vii) Transposition of shares
- (viii) Sub-division of shares
- (ix) Consolidation of Folios
- (x) Shareholders requests for Dematerialisation / Rematerialisation of Shares

Composition of the Share Transfer Committee and details of the meetings attended by its members during FY 2022-23 are given below:

Name of the Committee Member & Designation in Committee	Category in the Board / Company	No. of meetings held	No. of meetings attended
Mr. Manish Gupta, Chairman	Executive Director	23	23
Mr. Vishwavir Saran Das, Member*	Independent Director	23	23
Mr. Sandeep Agrawal, Member	Whole-time Director	23	23
Mr. Kalpesh Dave, Member**	Company Secretary	0	0

\*Ceased to be Member w.e.f. April 01, 2023

\*\* Appointed as a member w.e.f. April 01, 2023

During the FY 2022-23, 23 (Twenty Three) meetings of Share Transfer Committee were held on April 13, 2022, April 27, 2022, May 16, 2022, June 02, 2022, June 15, 2022, June 30, 2022, July 18, 2022, August 02, 2022, August 17, 2022, September 02, 2022, September 20, 2022, October 07, 2022, October 19, 2022, November 03, 2022, November 22, 2022, December 06, 2022, December 22, 2022, January 06, 2023, January 23, 2023, February 09, 2023, February 21, 2023, March 07, 2023 and March 22, 2023.

The minutes of the Share Transfer Committee review by the Stakeholders Relationship Committee at its subsequent meetings.

The number of shares transferred / transmitted, split request processed, duplicate shares issued, folio consolidation, demat and remat request approved during the FY 2022-23 are as under:

Sr. No.	Particulars	No. of cases	No. of shares ₹ 1/- each
1	Transfer	Nil	Nil
2	Transmission / Name Deletion	143	219430
3	Split	Nil	Nil
4	Duplicate	Nil	Nil
5	Demat request approved-NSDL	402	568480
6	Demat request approved-CSDL	374	560950
7	Remat request approved-NSDL	Nil	Nil
8	Remat request approved-CSDL	Nil	Nil

As on March 31, 2023, out of the total 22,93,35,330 Issued, Subscribed and Paid up Equity shares of ₹ 1/- each of the Company, 94.58% are in dematerialised form through NSDL and CDSL.

With a view to expedite the process of transfer, the Committee normally meets twice a month to approve transfer, transmission, split, duplicate etc. There was no instrument pending for transfer as on March 31, 2023.



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

### 7. RISK MANAGEMENT COMMITTEE

The Risk Management Committee of the Company is constituted in line with the Regulation 21 of the Listing Regulations and other applicable provisions, if any.

During the FY 2022-23, the Risk Management Committee was re-constituted and Mr. Sudhin Choksey, Non-executive & Independent Director, was appointed as member of the Risk Management Committee w.e.f. January 28, 2023. Chief Financial Officer and Company Secretary of the Company are Member of Risk Management Committee.

Major terms of reference of the Risk Management Committee, inter-alia, includes the following:

- To formulate a detailed risk management policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan

- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Committee and the Board periodically review the Company's risk assessment and minimisation procedures to ensure that the Management identifies and controls risk through a properly defined framework.

Composition of the Risk Management Committee and details of the meetings attended by its members during FY 2022-23 are given below:

Name of the Committee Member	Designation	No. of Meeting held	No. of meetings attended
Mr. Manish Gupta, Chairman	Chairman & Managing Director	4	4
Mr. Sandeep Agrawal	Whole-Time Director	4	4
Mr. Vishwavir Saran Das	Independent Director	4	4
Mr. Sudhin Choksey*	Independent Director	0	0
Mr. Nagaraj Giridhar	Chief Financial Officer	4	4
Mr. Kalpesh Dave**	Company Secretary	1	1
Ms. Chetna Dharajiya#	Company Secretary	3	3

\* Appointed as a Member w.e.f. January 28, 2023

\*\* Appointed as Company Secretary w.e.f. December 01, 2022

# Ceased as Company Secretary w.e.f. November 29, 2022

The Risk Management Committee met 4 (four) times during the FY 2022-23 on April 29, 2022, July 29, 2022, October 28, 2022 and January 25, 2023.

The minutes of the Risk Management Committee review by the Board at its subsequent meetings.





## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

### 8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to Section 135 of the Act, as amended from time to time, the Company has constituted Corporate Social Responsibility Committee, inter alia, to formulate and recommend to the Board of Directors, a Corporate Social Responsibility Policy indicating activities to be undertaken by the Company in compliance with provisions of the Act, and rules made thereunder, to recommend the amount of expenditure to be incurred on the Corporate Social Responsibility activities and to monitor the implementation of the Corporate Social Responsibility Policy of the Company from time to time. The Policy on Corporate Social Responsibility is available on the website of the Company.

(URL: <https://www.ambujagroup.com/wp-content/uploads/2021/04/Corporate%20Social%20Responsibility%20Policy.pdf>)

During the FY 2022-23 the Corporate Social Responsibility Committee was re-constituted and Mr. Sudhin Choksey, Non-executive & Independent Director, has been appointed as member of the Corporate Social Responsibility Committee in place of Ms. Maitri Mehta, Non-executive & Independent Director w.e.f. January 28, 2023.

Composition of the Corporate Social Responsibility Committee and details of the meetings attended by its members during FY 2022-23 are given below:

Name of the Committee Member & Designation in Committee	Category in the Board	No. of meetings held	No. of meetings attended
Mr. Manish Gupta, Chairman	Executive Director	4	4
Mr. Sandeep Agrawal	Executive Director	4	4
Mr. Sudhin Choksey*	Independent Director	0	0
Ms. Maitri Mehta**	Independent Director	4	4

\*Appointed as member w.e.f. January 28, 2023

\*\* Ceased to be Member w.e.f. January 28, 2023

The Corporate Social Responsibility Committee met 4 (four) times during the FY 2022-23 on April 27, 2022, July 04, 2022, November 08, 2022 and January 19, 2023.

The minutes of the Corporate Social Responsibility Committee review by the Board at its subsequent meetings.

The Company Secretary of the Company act as the Secretary of the Corporate Social Responsibility Committee.

### 9. GENERAL BODY MEETINGS

#### a. Details of location, time and date of last three Annual General Meetings are given below

Year	Date	Time	Venue
FY 2019-20	August 29, 2020	11.00 a.m.	Through Video Conferencing
FY 2020-21	August 31, 2021	11.00 a.m.	Through Video Conferencing
FY 2021-22	August 12, 2022	11.00 a.m.	Through Video Conferencing

#### b. Extraordinary General Meeting:

There was no Extraordinary General Meeting held during the FY 2022-23.

#### c. Special Resolutions passed during last three years at the Annual General Meetings:

Special Resolution	Date of Meeting
Re-appointment of Mr. Vishwavir Saran Das (DIN: 03627147) as an Independent Director of the Company	August 29, 2020
Re-appointment of Mr. Sandeep Singhi (DIN: 01211070) as an Independent Director of the Company	August 29, 2020
Re-appointment of Ms. Maitri Mehta (DIN: 07549243) as an Independent Director of the Company	August 29, 2020
To approve alteration of the Capital Clause of Memorandum of Association of the Company	August 29, 2020
To approve raising of funds and issuance of securities by the Company	August 31, 2021
Change in the Object clause of Memorandum of Association of the Company	August 12, 2022



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

### d. Postal Ballot:

During the FY 2022-23 following Special Resolution was passed by the Company through Postal Ballot:

Sr. No.	Particulars of Resolutions	% of votes in favour on votes polled	% of Votes against on votes polled	Whether resolution is Pass or Not.
1	Appointment of Mr. Sudhin Choksey (DIN: 00036085) as an Independent Director of the Company	99.80	0.20	Yes, Passed with requisite majority

#### Person who conducted the postal ballot exercise:

Board of Directors of the Company at their meeting held on November 29, 2022 had appointed CS Niraj Trivedi, Practicing Company Secretary (Membership Number FCS: 3844 CP No.: 3123) as the Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

#### Procedure followed for the postal ballot:

pursuant to the provisions of Sections 108 and 110 of the Act, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**"), as amended, Secretarial Standard-2 on General Meetings (the "**SS-2**"), Regulation 44 of the Listing Regulations, guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022 (the "**MCA Circulars**") and any other applicable provisions, laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the Company had issued Postal Ballot Notice dated November 29, 2022 to the eligible Members on December 12, 2022, seeking their consent with respect to Appointment of Mr. Sudhin Choksey as an Independent Director. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Rules made thereunder, the Company had provided remote e-voting facility to all the Members of the Company.

The Company engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically. The Company had

appointed CS Niraj Trivedi, Practicing Company Secretary (Membership Number FCS: 3844 CP No.: 3123) as the Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The voting period commenced on Thursday, December 15, 2022 at 9.00 a.m. IST and ends on Friday, January 13, 2023 at 5.00 p.m. IST. The cut-off date, for the purpose of determining the number of Members eligible to vote was Friday, December 02, 2022.

The Scrutinizer, after the completion of scrutiny, submitted his report to Mr. Manish Gupta, Chairman and Managing Director of the Company, who was duly authorised to accept, acknowledge and countersign the Scrutinizer's Report as well as declare the voting results in accordance with the provisions of the Act, and the Rules framed thereunder and the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

### e. Whether any resolutions are proposed to be conducted through postal ballot

There is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing of a resolution through postal ballot.

## 10. MEANS OF COMMUNICATION

### a. Financial Results

The Company's financial results along with the segmental reports are generally published in leading English and vernacular language newspaper i.e. Financial Express and also displayed on the website of the Company after its submission to the Stock Exchanges.

### b. Website:

The Company's website <https://www.ambujagroup.com> is a comprehensive reference on Company's vision, mission, segments, products, investor relation, human resource,



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

feedback and contact details. In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under "Investor Relation" on the Company's website gives information on various announcements made by the Company, complete financial details, quarterly & annual results, annual report, corporate benefits, information relating to stock exchanges where shares are listed, details of share transfer agent, unpaid / unclaimed dividends, shareholding pattern and details of credit rating. The Company doesn't carry out any media releases and hence no official news releases are displayed on the website.

### c. Annual Report:

The Annual Report containing, inter alia, Audited Financial Statement, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Managements' Discussion and Analysis

Report and Business Responsibility Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website <https://www.ambujagroup.com>.

### d. Reminder to Investors:

#### Transfer of unpaid / unclaimed amount and shares to Investor Education and Protection Fund ("IEPF")

##### i. Transfer of unclaimed dividends to IEPF

Members are hereby informed that under the Act, the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven consecutive years or more to the IEPF. In view of the same, dividend of ₹ 75,24,224 pertaining to FY 2015-16 which remained unpaid or unclaimed was transferred to the IEPF Authority in the month of March 2023.

Members are requested to note the following due date(s) for claiming the unpaid or unclaimed dividend declared by the Company for FY 2016-17 and thereafter –

Financial Year	Date of Declaration	Dividend Per Share	Last date for claiming unpaid dividend(s)
FY 2016-17	September 09, 2017	₹ 0.80	October 10, 2024
FY 2017-18	July 28, 2018	₹ 0.90	September 02, 2025
FY 2018-19	August 03, 2019	₹ 1.00	September 08, 2026
FY 2019-20	August 29, 2020	₹ 1.00	October 04, 2027
FY 2020-21	August 31, 2021	₹ 0.60	October 05, 2028
FY 2021-22	August 12, 2022	₹ 0.65	September 17, 2029

Members who have not claimed the dividend so far in respect of the aforesaid period(s) are requested to make their claim to M/s. Jupiter Corporate Services Limited ("RTA") or Company well in advance of the above due dates.

As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), the Company has uploaded the information in respect of the unclaimed dividends as on the date of the previous AGM i.e. August 12, 2022 on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company at <https://www.ambujagroup.com/wp-content/uploads/2022/11/Unpaid%20Dividend%20as%20on%2031032022.pdf>.

##### ii. Transfer of shares to IEPF

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the IEPF Rules, all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. The said requirements does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. Accordingly, the Company has transferred 11,04,011 Equity Shares having face value of ₹ 1 (one) per share to the demat account of the IEPF Authority during FY 2022-23.





## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

The Company had sent individual notice to all the Members whose shares were due to be transferred to the IEPF Authority and had also published newspaper advertisements in this regard.

The details of such shares transferred to IEPF are uploaded on the website of the Company at <https://www.ambujagroup.com/wp-content/uploads/2022/12/Transfer-of-Shares-2023.pdf>.

### iii. Claim from IEPF Authority

The Members/Claimants, whose unclaimed dividends/ shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members/ Claimants can attach the Entitlement Letter and other documents mentioned thereon and file the IEPF-5 form for claiming the dividend/shares available on <https://www.iepf.gov.in>. Process for filing e-Form IEPF-5 is available on the

website of the Company at <https://www.ambujagroup.com/iepf/>. No claims shall lie against the Company in respect of the dividends/shares so transferred to IEPF.

### e. BSE Corporate Compliance & Listing Centre (Listing Centre) and NSE Electronic Application Processing System (NEAPS):

BSE's Listing Centre is a web-based application designed by BSE for corporates. NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings, inter alia, shareholding pattern, corporate governance report, corporate announcements and statement of investor complaints among others, are filed electronically on the Listing Centre and NEAPS.

### f. SEBI Complaints Redress System (SCORES):

The Company is registered in SEBI Complaints Redressal System ("SCORES"). The investors can send their complaints through SCORES. For this the investors has to visit <https://www.scores.gov.in>.

## 11. GENERAL SHAREHOLDERS' INFORMATION:

### a. Annual General Meeting:

Day & Date	Saturday, September 02, 2023
Time	11:00 a.m.
Venue	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)*

\* Pursuant to MCA / SEBI Circulars. For details please refer to the Notice to the AGM.

### b. Tentative Financial Calendar (2023-24)

Financial year	April 01, 2023 - March 31, 2024
Annual General Meeting	On or before September 30, 2024
First quarter results (Unaudited)	On or before August 14, 2023
Second quarter results (Unaudited)	On or before November 14, 2023
Third quarter results (Unaudited)	On or before February 14, 2024
Results for the Financial Year (Audited)	On or before May 30, 2024

### c. Book Closure Date:

Closure of Register of Members and Share Transfer Books: Saturday, August 26, 2023 to Saturday, September 02, 2023 (both days inclusive)

### d. Dividend Payment:

The Board of Directors at its Meeting held on May 06, 2023, recommended final dividend @ 70% i.e. ₹ 0.70 per equity shares of ₹ 1/- each for FY 2022-23, subject to approval of the shareholders at the

ensuing Annual General Meeting. The Dividend shall be paid to the members whose names appear on Company's Register of Members as of the close of business hours on August 25, 2023 in respect of physical shareholders and whose name appear in the list of Beneficial Owner as of the close of business hours on August 25, 2023 furnished by NSDL and CDSL for this purpose. The final dividend if declared at the Annual General Meeting shall be paid on or after September 07, 2023.



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

### e. Listing of Securities on the Stock Exchanges:

The Equity Shares of the Company are listed at BSE Limited and National Stock Exchange of India Limited. The Annual Listing Fees for the 2023-24 has been paid to both Stock Exchanges. Addresses of the Stock Exchanges, where equity shares of the Company are presently listed are given below:

BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

### f. Stock Code:

Name of the Exchange	Code
BSE Limited (BSE)	Security Code: "524226"
National Stock Exchange of India Limited (NSE)	Symbol: "GAEL"

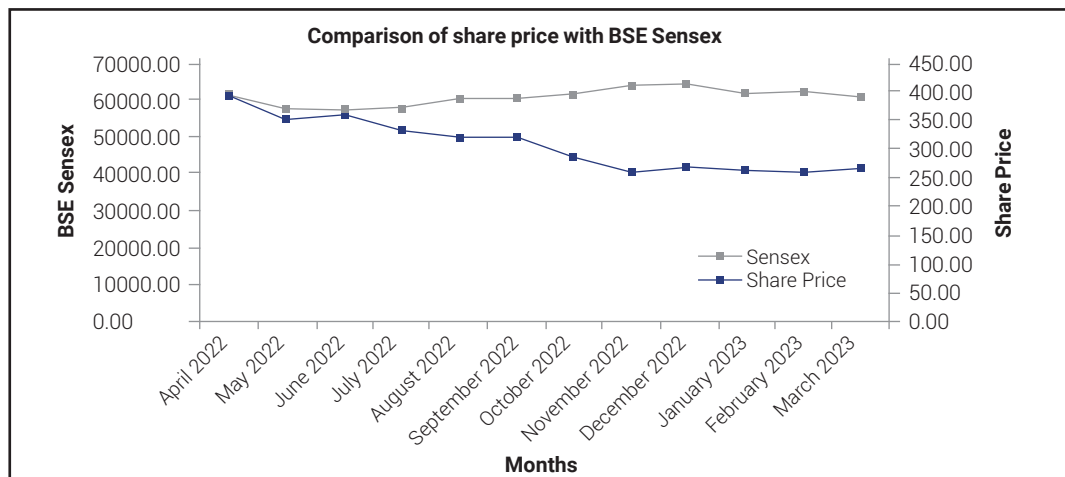
### g. Stock Market Price Data and comparison to broad-based indices:

#### (i) Monthly Share price movement during FY 2022-23 on BSE and NSE

Month	BSE Limited (BSE) (in ₹ per share)		National Stock Exchange of India Limited (NSE) (in ₹ per share)	
	Highest	Lowest	Highest	Lowest
April 2022	393.85	249.85	394.15	248.25
May 2022	349.35	265.40	349.80	265.00
June 2022	353.85	215.55	354.00	215.40
July 2022	326.95	268.70	327.00	268.05
August 2022	316.95	273.75	317.00	273.75
September 2022	318.55	266.35	318.70	266.40
October 2022	282.15	235.50	282.00	242.70
November 2022	257.05	224.20	256.80	222.35
December 2022	267.40	224.70	267.70	224.40
January 2023	262.15	225.15	263.00	225.50
February 2023	256.20	224.50	256.00	224.50
March 2023	263.50	224.20	263.50	227.70

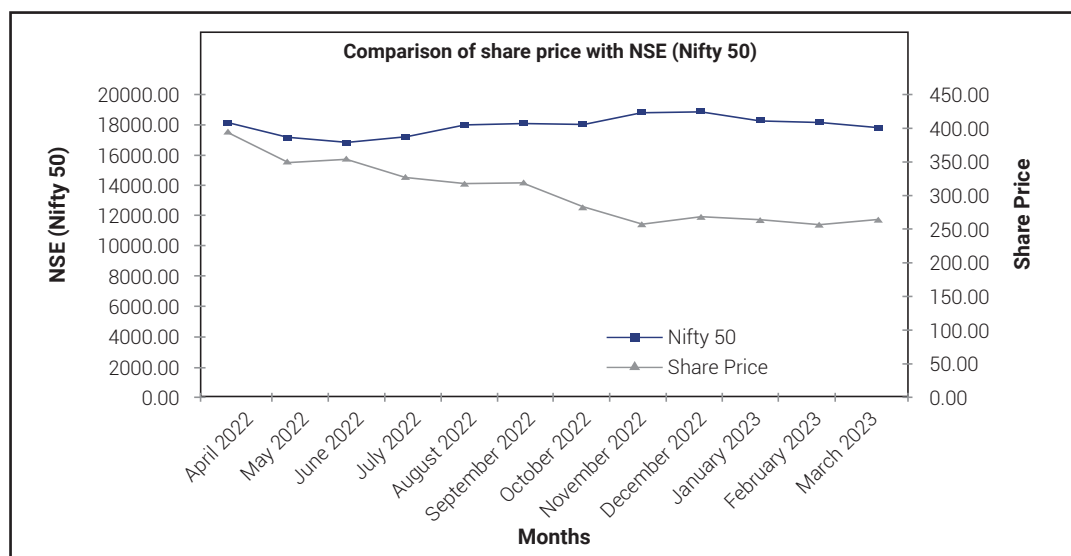
Source: BSE and NSE website

#### (ii) Comparison of share price with broad-based indices vis-a-vis BSE and NSE





## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)



### h. Share Transfer Agent:

Since September, 2003, Jupiter Corporate Services Limited has been acting as Share Transfer Agent of the Company both for Physical & Demat processing.

Contact Details of Jupiter Corporate Services Limited is as under:

"Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380 059

Phone: 079-61556677, Fax: 079-61556678

Email Id: jayvijay@ambujagroup.com

### i. Share Transfer System:

In terms of amended Regulation 40 of the Listing Regulations w.e.f. April 01, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the demat mode with a Depository Participant. Further, with effect from January 24, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/ splitting/ consolidation of securities, transmission/ transposition of securities. Vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, SEBI has clarified that listed entities/ RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.

The share transfer activities in respect of the shares in physical mode are carried out by the Share Transfer Agent of the Company. The shares lodged for transfer are processed and "Letter of Confirmation" shall be issued in accordance with Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, within the stipulated time, subject to documents being valid and complete in all respects.

The Board of Directors of the Company have delegated the authority to approve the transfer of shares, transmission of shares or requests for deletion of name of the shareholder, issue of duplicate share certificates etc., to the Share Transfer Committee of the Company. The Share Transfer Committee usually meets once in a fortnight. Shares in physical form are registered within an average period of 10 days.

A summary of approved transfers, transmissions, deletion requests, issue of duplicate shares etc., are placed before the Board of Directors from time to time as per Listing Regulations. The Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force) and files a copy of the said certificate with BSE & NSE.





## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

### j. (i) Distribution of shareholding as on March 31, 2023 (including demat):

No. of shares held	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
1 to 2500	83347	96.68	27567021	12.02
2501 to 5000	1734	2.01	6204495	2.70
5001 to 10000	608	0.71	4284032	1.87
10001 to 15000	179	0.21	2206001	0.96
15001 to 20000	95	0.11	1695075	0.74
20001 to 25000	44	0.05	989544	0.43
25001 to 50000	106	0.12	3649913	1.59
50001 & above	112	0.13	182739249	79.68
<b>Total</b>	<b>86225</b>	<b>100.00</b>	<b>229335330</b>	<b>100.00</b>

### (ii) Shareholding Pattern of the Company as on March 31, 2023 (including demat):

Category of Holders	No. of shares	% to total shares
Promoters/Directors & Relatives	146418984	63.84
Financial Institutions/ Mutual Fund/ Banks	353340	0.15
Non-Residents/FIIs/ OCBs/FPI	13838280	6.03
Other Corporate Bodies/LLP	19502658	8.50
Indian Public/Trust	49222068	21.46
<b>Total</b>	<b>229335330</b>	<b>100.00</b>

### (iii) Shareholding of Non-Executive Directors as on March 31, 2023:

Name of Non-Executive Director	No. of shares	% to total shares
Mrs. Sulochana Gupta	4952936	2.16
Mr. Vishwavir Saran Das	Nil	Nil
Mr. Sandeep Singhi	Nil	Nil
Mr. Sudhin Choksey	Nil	Nil
Ms. Maitri Mehta	Nil	Nil
<b>Total</b>	<b>4952936</b>	<b>2.16</b>

There were no convertible instruments pending conversion into Equity Shares as on March 31, 2023.

### k. Dematerialisation of Shares and Liquidity:

On March 31, 2023 out of 22,93,35,330 Issued, Subscribed and Paid up Capital of Equity Shares of ₹ 1/- each, 94.58% Equity Shares (net of remat) have been dematerialised. As per notification issued by SEBI with effect from July 24, 2000, the trading in the equity shares of the Company is permitted only in dematerialised form.

The Company has entered into agreements, with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through Jupiter Corporate Services Limited to facilitate the members to demat their shares with any of the depositories.

### l. Furnishing of PAN, KYC details and Nomination by holders of physical securities:

SEBI, vide circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has made it mandatory to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature by holders of physical securities. Folios wherein any one of the said document / details are not available or of after October 01, 2023, shall be frozen and shareholder will not be eligible to lodge grievance or avail service request from the Registrars to an Issue and Share Transfer Agent and will not be eligible for receipt of dividend in physical mode. Further, shareholders holding shares in physical mode were to link their PAN with Aadhaar by June 30, 2023 or any other date as may be specified by the Central Board of Direct Taxes to avoid freezing of folio. Further, as per the above circular of SEBI, the frozen folios shall be referred by Registrars to an Issue and Share Transfer Agent / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025. Keeping the above statutory requirements in view, members holding shares in physical form are requested to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature details immediately to the Registrars to an Issue and Share Transfer Agent / Company in the specified forms, to ensure that, their folios are not frozen on or after October 01, 2023.



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

**m. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on Equity:**

The Company has not issued any GDRs / ADRs / Warrants / Convertible Instruments or any other instrument, which is convertible into Equity Shares of the Company.

**n. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

Company has approved and adopted Risk Management Policy and accordingly, during the year ended March 31, 2023, the Company has managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure and hedging are disclosed in notes to the financial statements (Note No. \*\* forming part of this Annual Report.)

**o. Plant Locations:**

Agro Processing Division	Power Division
1. Solvent Extraction Unit, Edible Oil Refinery & Vanaspati Ghee Unit, Kadi, District Mehsana, Gujarat	1. Wind Mills (in the State of Gujarat)
2. Solvent Extraction & Edible Oil Refinery, Pithampur, District Dhar, Madhya Pradesh	a) B-87, R S No. 471/P, Village Lamba, Taluka Kalyanpur, District Jamnagar
3. Solvent Extraction & Edible Oil Refinery, Village Kanheri-Gawali, Taluka Balapur, District Akola, Maharashtra	b) WTG No. 1, Machine No. 1, Survey No. 400, Village Kuranga, Taluka Dwarka, District Jamnagar
4. Solvent Extraction & Edible Oil Refinery, Village Sondhni, Mhow Neemuch Road, Mandsaur, Madhya Pradesh	c) WTG No. 2, Machine No. 2, Survey No. 400, Village Kuranga, Taluka Dwarka, District Jamnagar
5. Wheat Processing Unit, Kadi, District Mehsana, Gujarat	d) WTG No. 3, Machine No. 6, Survey No. 400, Village Kuranga, Taluka Dwarka, District Jamnagar
6. Cattle Feed Unit, Kadi, District Mehsana, Gujarat	e) Survey No. 213/ 2, Village Satapar, Taluka Kalyanpur, District Jamnagar
7. Wheat Processing Unit, Pithampur, District Dhar, Madhya Pradesh	f) WTG No. 1, V-4, Survey No. 43/1/P, Village Motisindhodi, Taluka Abdasa, District Kutch
	g) WTG No. 2, V-7, Survey No. 36/2/P, Village Motisindhodi, Taluka Abdasa, District Kutch
	h) Survey No. 115/P, Village Mindiyali, Taluka Anjar, District Kutch
Maize Processing Division	
1. Bio-Chemical Division, Village Dalpur, Himmatnagar, District Sabarkantha, Gujarat	2. Power Plants (11 MW, 2.5MW, 6 MW, 5.5 MW, 1 .5 MW & 4. 99MW Cogeneration Plant) Himmatnagar, Sitarganj, Shiggaon, Uttarakhand, Mandsaur & Chalisgaon
2. Sitarganj, District Udham Singh Nagar, Uttarakhand	3. Biogas Power Plants - Himmatnagar, Sitarganj & Shiggaon
3. Village Hulsoggi, P.O. Manakatti, Taluka Shiggaon, District Haveri, Karnataka	4. Solar Plants
4. Chalisgaon Plot No. A 04 MIDC, Taluka Chalisgaon, District Jalgaon City, Maharashtra	a) Village Jamuniya, Taluka: Susner, District Agar, Madhya Pradesh
5. Malda (Maize Processing Unit) Malda Industrial Growth Center, Ph II, WBIDC, Mouza Mandilpur J L No 93 PS Malda, Malda, West Bengal (Green Field Project)	b) Village Kanheri Gawali, Taluka Balapur District Akola, Maharashtra
Spinning Division	
Village Dalpur, Himmatnagar, District Sabarkantha, Gujarat	



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

### p. Address for Investors' Correspondence:

All communications may be addressed to Mr. Kalpesh Dave, Company Secretary at the following address:

Gujarat Ambuja Exports Limited  
 "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380 059  
 Phone: 079-61556677, Fax: 079-61556678  
 Email Id: [investor-jcsl@ambujagroup.com](mailto:investor-jcsl@ambujagroup.com)

Members are requested to quote their Folio no. / DP ID & Client ID, Email Id, Telephone Number and full address while corresponding with the Company / Share Transfer Agent.

### q. Credit Rating:

The Company's financial discipline is reflected in the strong credit rating ascribed by CRISIL:

Instrument Category	Rating Agency	Rating
Long Term	CRISIL	CRISIL AA- / Stable
Short Term	CRISIL	CRISIL A1+

## 12. OTHER DISCLOSURES

### a. Disclosure on materially significant related party transactions:

The Board has received disclosures from Key Managerial Personnel / Senior Management that they have no material, financial and commercial transactions where they and /or their relatives have personal interest. There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. All related party transactions entered into during the FY 2022-23 were at arm's length basis and in the ordinary course of business. Related Party transactions have been included in the Notes to the Annual Accounts of the Company for the year ended March 31, 2023.

### b. Details of Compliance:

The Company has complied with the requirements of the Stock Exchanges, SEBI and other authorities on the matters relating to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities relating to the above.

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

The Company has adopted a Whistle Blower Policy / Vigil Mechanism and has established the necessary mechanism in line with requirement of the Act, and Regulation 22 of the Listing Regulations for the directors and employees to report violations of applicable laws and regulations and the Code of Conduct. During the FY 2022-23, no personnel have been denied access to the Audit Committee. The Whistle Blower Policy is available on the website of the Company.

(URL: [https://www.ambujagroup.com/wp-content/uploads/2019/05/Vigil-Mechanism-Policy\\_23.01.2020.pdf](https://www.ambujagroup.com/wp-content/uploads/2019/05/Vigil-Mechanism-Policy_23.01.2020.pdf))

### d. The Company has complied with all mandatory applicable corporate governance requirements of the Listing Regulations.

### e. The Company has complied with following non-mandatory requirements:

#### The Board:

Your Company has an Executive Chairman and hence, the need for implementing this non-mandatory requirement does not arise.

#### Shareholders Rights:

The quarterly, half-yearly and annual financial results of your Company are published in newspapers and posted on Company's website <https://www.ambujagroup.com>. The same are also available on the websites of stock exchanges (BSE & NSE) where the shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

Your Company is also circulating summary of financial results on quarterly basis through e-mail to all the members who have registered their e-mail address with Company or RTA.

#### Modified opinion in audit report:

The Company already has a regime of un-qualified financial statements. Auditors have raised no qualification on the financial statements;

#### Reporting of Internal Auditor:

The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meetings for reporting their findings of the internal audit to the Audit Committee Members.





## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

- f. The Company has formulated and adopted Policy on determining Material Subsidiaries as required under Regulation 16(1)(c) of the Listing Regulations. A copy of the Policy on determining Material Subsidiaries is available on the website of the Company.

(URL: <https://www.ambujagroup.com/wp-content/uploads/2019/05/Policy-on-determination-of-Material-Events.pdf>)

- g. In line with the requirements of the Act, and Listing Regulations, the Company has formulated and adopted a Policy on Related Party Transactions which is also available on the website of the Company.

(URL: <https://www.ambujagroup.com/wp-content/uploads/2019/05/Related%20Party%20Transactions%20Policy.pdf>)

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

- h. Disclosure on commodity price risks and commodity hedging activities:**

Agro commodities form a major part of the raw materials required for Company's products portfolio manufacturing and hence commodity price risk is one of the important market risks for the Company. Commodity price risk is an integral spectrum of the financial risk of your Company impacting its financial performance/profitability upon fluctuations in the prices of the commodities that are out of the control of your Company, since they are primarily driven by external market forces, government policies and international market changes. Your Company has a robust framework and governance mechanism in place to ensure that the organisation is reasonable protected from the market volatility in terms of price and availability.

Your Company has managed the foreign exchange risk with appropriate hedging activities according to policies of the Company. The aim of the Company's approach to manage currency risk is to leave the Company with the no material residual risk. The Company uses forward exchange contracts to hedge against its foreign currency exposures relating to firm commitments. Foreign exchange transactions are covered with strict limits placed on the amount of uncovered exposure, if any,

at any point in time. There are no materially uncovered exchange rate risks in the context of the Company's exports and imports. The Company does not enter into any derivative instruments for trading or speculative purposes. The details of foreign exchange exposures as on March 31, 2023 are disclosed in Notes to the financial statements.

- i. The Company has not raised funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of Listing Regulations during FY 2022-23.
- j. Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Listing Regulations, the Company has obtained certificate from Mr. Niraj Trivedi, Company Secretary in Practice, confirming that none of Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority and is annexed as **Annexure - E** to Director's Report.
- k. During the FY 2022-23, the Board has accepted all the recommendation of various committees of Board and specifically those which are mandatorily required to be accepted by the Board.
- l. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all entities in the network firm / network entity of which the Statutory Auditor is a part, is given below:

(Amount in ₹)

Name of the Statutory Auditor	Type of Payment	FY 2022-23
Kantilal Patel & Co.	Audit Fees	32,25,000
	Other Services	7,50,000
	<b>Total</b>	<b>39,75,000</b>

- m. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as below:**

As per the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, the Company has constituted Internal Complaints Committee (ICC) to consider and resolve the complaints related to sexual harassment.



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

Summary of Complaint received during the FY 2022-23 are provided hereinbelow:

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

All new employees go through a detailed personal orientation on anti-sexual harassment policy adopted by the Company.

**n. Disclosure on 'Loans and advances by the Company and its Subsidiaries in the nature of loans to firms/companies in which directors are interested': - Nil**

**o. Material Subsidiary Companies:**

As on March 31, 2023, the Company have 2 wholly-owned subsidiaries. The Company does not have any material subsidiary.

- 13.** The Company has complied with all the requirements of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations, to the extent applicable.
- 14.** The Company has complied with corporate governance requirements specified in Regulations 17 to 27 and 46(2)(b) to (i) of the Listing Regulations, to the extent applicable.

### **15. CEO / CFO CERTIFICATION:**

The required certificate under Regulation 17(8) of the Listing Regulations signed by the Chairman & Managing Director (CEO) and the Chief Financial Officer (CFO) with regard to the financial statements and other matters as required by the Listing Regulations. The certificate is annexed to this report.

They have also provided quarterly certificates on financial results while placing the same before the Board pursuant to Regulation 33 of the Listing Regulations.

### **16. PROHIBITION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prohibition of Insider Trading under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, with a view to regulate trading in the Equity Shares of the Company by the Directors and designated employees.

Further the SEBI has introduced the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018

(as amended from time to time) which was notified on December 31, 2018. Accordingly, the Board of Directors of the Company has approved and adopted a revised Code of Conduct for Prohibition of Insider Trading as applicable from April 01, 2019, duly affecting the changes / amendments under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Further the SEBI has introduced the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 vide notification dated September 17, 2019. Accordingly revised "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Person(s) of Company" was approved and adopted by Board of Directors of the Company at their meeting held on November 09, 2019 duly affecting the changes / amendments under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Further the SEBI has introduced the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020 vide notification dated July 17, 2020. Accordingly revised Code of the Conduct for Prohibition of Insider Trading and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was approved and adopted by the Board of Directors of the Company at its meeting held on July 25, 2020 duly affecting the changes / amendments under SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Closure of Trading Window starts immediately on close of the quarter till 48 hours (Forty-Eight Hours) after the declaration of financial results.

### **17. CODE OF CONDUCT:**

The Company has adopted a Code of Conduct for all the employees including the Board Members and Senior Management Personnel of the Company in accordance with the requirement under Regulation 17 of the Listing Regulations. The Code of Conduct has been posted on the website of the Company i.e. [www.ambujagroup.com](http://www.ambujagroup.com).

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. Management members are made aware of the provisions of the Code from time to time.



## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

The Company has obtained confirmations for the compliance with the said code from all its Board members and Senior Management Personnel for the year ended March 31, 2023. The declaration by the Chairman & Managing Director of the Company confirming the same is annexed to this report.

### 18. COMPLIANCE CERTIFICATE OF THE AUDITORS:

Certificate from the Auditors of the Company, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to this report.

19. There are no shares in the demat suspense account or unclaimed suspense account.

### 20. SENIOR MANAGEMENT:

Pursuant to the Listing Regulation following personnel are Senior Management of the Company as on March 31, 2023:

Name	Designation
Mr. Giridhar Nagaraj	Chief Financial Officer
Mr. Kalpesh Bhupatbhai Dave	Company Secretary
Mr. Kamal Kar Syal	President
Mr. Umesh Pandey	President
Mr. Vaibhav Sakharam Patil	General Manager
Mr. Siddharth Agrawal	Vice President

Name	Designation
Mr. Shreyaan Gupta	Associate (Finance & Business)
Mr. Viresh Kothari	General Manager
Mr. Rajendra Kumar Gupta	Vice President
Mr. Basu Tibrewala	Chief Executive
Mr. Reshim Nakade	Deputy General Manager
Mr. Brijmohan Chitlange	President
Mr. Jai Prakash Bahuguna	Deputy General Manager
Mr. Mahesh Pareek	General Manager
Mr. Rajesh G Thakkar	Deputy General Manager
Mr. Rajan Mathew	General Manager
Mr. Mahavir Prasad Sharma	Vice President

During the FY 2022-23 Ms. Chetna Dharajiya, Company Secretary of the Company ceased to be Company Secretary of the Company w.e.f. November 30, 2022 and Mr. Kalpesh Bhupatbhai Dave has been appointed as Company Secretary of the Company w.e.f December 01, 2022, apart from these there is no other change in Senior Management of the Company.

### 21. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES PURSUANT TO CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF LISTING REGULATION:

There is no such agreement binding the Company.

## DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

This is to confirm that the Company has adopted Code of Conduct for its employees including for the Executive and Non-Executive Directors of the Company and Senior Management Personnel. The Code of Conduct and Business Ethics is posted on the Company's website.

I confirm that in respect of the financial year ended March 31, 2023, the Company has received from the Senior Management Team of the Company and the Members of the Board, declaration of compliance with the Code of Conduct as applicable to them.

Place : Ahmedabad  
Date : August 05, 2023

**MANISH GUPTA**  
Chairman & Managing Director  
(DIN: 00028196)





## ANNEXURE - A TO DIRECTORS' REPORT (Contd.)

### CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,  
The Board of Directors,  
Gujarat Ambuja Exports Limited

In pursuance to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We, Manish Gupta, Chairman & Managing Director (C.E.O.) and N. Giridhar, Chief Financial Officer (C.F.O.) to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and that 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 together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, there were no transactions entered into by the Company during the year which were fraudulent, illegal or which violated the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and we have:
  - a) evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting;
  - b) not found any deficiencies in the design or operation of internal controls.
4. We have indicated to the Company's Auditors and the Audit Committee of the Board of Directors that:
  - a) there is no significant changes that have occurred in the internal control over financial reporting during the year;
  - b) there have been no significant changes in accounting policies during the year;
  - c) there have been no instances of significant fraud nor there was any involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting; and
  - d) there were no deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data nor there were any material weaknesses in internal controls over financial reporting nor any corrective actions with regards to deficiencies, as there were none.
5. We declare that all Board members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current year.

Place: Ahmedabad  
Date : May 06, 2023

**MANISH GUPTA**  
Chairman & Managing Director  
(DIN: 00028196)

**GIRIDHAR NAGARAJ**  
Chief Financial Officer



# AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

**Gujarat Ambuja Exports Limited**

## INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement with Gujarat Ambuja Exports Limited (the 'Company').
2. We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

## MANAGEMENT'S RESPONSIBILITY

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

## AUDITOR'S RESPONSIBILITY

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the 'ICAI'), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

## OPINION

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2023.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Kantilal Patel & Co.,**  
Chartered Accountants  
ICAI Firm registration number: 104744W

**JINAL A. PATEL**

Partner

Place : Ahmedabad

Date : August 05, 2023

Membership No.: 153599

UDIN: 23153599BGVAZV3405



# ANNEXURE - B TO THE DIRECTORS' REPORT

## MANAGEMENT DISCUSSION AND ANALYSIS

### GLOBAL ECONOMY OVERVIEW

The global economy bounced back strongly in 2021 despite the COVID-19 pandemic, but in 2022, it faced new challenges such as rising fuel and input costs, geopolitical tensions in Europe, and increasing interest rates worldwide to combat inflation. These issues led to higher production costs, which resulted in higher prices for goods and services, causing global inflation to peak at 8.80%. This led to concerns among central banks worldwide, resulting in a tightening of monetary policy, higher interest rates, and increased volatility in financial markets.

#### Global Forecast Summary

Global Growth (% change Y-o-Y)	Estimate		Projections	
	2021	2022	2023	2024
World Output	6.3	3.5	3	3
US	5.9	2.1	1.8	1
Euro Area	5.3	3.5	0.9	1.5
China	8.4	3	5.2	4.5
Japan	2.2	1	1.4	1
UK	7.6	4.1	0.4	1
Advanced Economies	5.4	2.7	1.5	1.4
Emerging Market and Developing Economies	6.8	4	4	4.1

Leading agencies have predicted a decrease in world trade growth in 2023, with a subsequent recovery in 2024, in line with global demand. These predictions are based on various assumptions, such as the lower costs of fuel and non-fuel goods since October 2022, as well as increased tightening of policies by major central banks.

According to the World Economic Outlook, January 2023, by the International Monetary Fund (IMF), According to the World Economic Outlook, July 2023 published by the International Monetary Fund, global growth is projected to fall from an estimated 3.5 % in 2022 to 3.0 % in both 2023 and 2024. Upside inflation surprises have been most widespread among advanced economies, with greater variability in emerging markets and developing economies. As a result, advanced developed economies are expected to account for nearly three-quarters of global GDP growth in 2023.

#### Food Processing Industry

The global food processing market was valued at USD 3.18 Trillion in 2022 and is expected to expand at a CAGR of 3.5% during the forecast period, reaching USD 3.92 Trillion by 2028. The global food processing sector transforms raw agricultural

products into finished food products ready for consumption.

It is a crucial component of the food industry and plays a vital role in meeting the nutritional needs of the growing global population. The sector includes activities such as meat, dairy, fruit and vegetable, cereal processing, and bakery and confectionery production. The food processing sector presents opportunities for innovation and growth, particularly in the areas of health and wellness, convenience, and sustainability.

(Source: <https://www.marketwatch.com/press-release/food-processing-market-scenario-to-acquire-a-35-cagr-in-the-next-years-2023-2028-2023-02-24>)

The Indian food processing industry is a significant contributor to the country's economy. The industry's market size was ₹ 25,455 Billion in 2022, and is expected to register a CAGR of 9.05% during the period of 2023-2028, reaching ₹ 45,345 Billion by 2028.

The Ministry of Food Processing Industries (MOFPI) is in charge of creating schemes and enforcing regulations pertaining to the food processing industry in India.

Grain, sugar, edible oils, drinks, and dairy products are the major business areas of India's food processing industry.

With changing consumer preferences and increasing demand for processed and packaged food products, the food processing industry in India is expected to grow significantly.

(Source: <https://www.imarcgroup.com/indian-food-processing-market>)

### BUSINESS OVERVIEW

Gujarat Ambuja Exports Limited (herein, referred to as 'GAEL' or 'The Company') is a prominent Indian agro-processing company with an industry presence of over 30 years. The Company specialises in producing maize products, cotton yarn, and edible oils catering to the food, pharmaceutical, and feed industries both domestically and globally.

GAEL operates through four business segments, namely agro-processing, cotton yarn, Renewable power, and others. The agro-processing segment involves the processing and export of agricultural commodities such as soybean, cottonseed, maize, and other agricultural commodities. GAEL also manufactures corn starch derivatives, soya derivatives, feed ingredients, and edible oils GAEL is ok with "to cater to" the food, pharmaceutical, and feed industries.

Apart from its agro-processing operations, GAEL also produces yarn. The Company has set up wind and Solar power plants in Gujarat, Madhya Pradesh and Maharashtra, with a total capacity of 10.45 MW.





## ANNEXURE - B TO THE DIRECTORS' REPORT (Contd.)

With nine manufacturing facilities across India, GAEL exports its products, including cotton, soybean, maize, and castor seeds, as well as corn starch derivatives, soya derivatives, feed ingredients, and edible oils, to more than 100 countries worldwide, including USA, Canada, and Europe.

In terms of financial performance, GAEL reported a gross turnover of ₹ 4909 Crores in FY 2022-23. On the exports front, the Company recorded a turnover of ₹ 1545 Crores in FY 2022-23 against ₹ 1138 Crores in FY 2021-22.

### SEGMENT OVERVIEW

#### Maize Processing

The success of the Company's maize processing segment is a crucial factor driving its growth and expansion in the domestic market. The integrated operations provide logistical convenience and valuable synergies. The Company is continuously expanding to meet customer demand and remains a consistent supplier of agro-ingredients. The Company's expertise gives them a competitive edge in the market, and their strategic location in proximity to raw materials, makes their operations more efficient.

(₹ in Crores)		
Particulars	FY 2022-23	FY 2021-22
Domestic Turnover	2045	1,689
Exports Turnover	1158	955
Total Turnover	3203	2,644
EBIT	438	549
Cash Profit	511	623
Cash Profit (in %)	16%	24

#### Agro-Processing

GAEL is a significant player in the Indian agro-processing industry, with a focus on quality, innovation, and sustainability. The Company produces and exports cotton yarn, maize, soya, wheat, and edible oils. Its agro-processing segment has two manufacturing operations - oil seed crushing and edible oil refining. On one hand, the oil seed crushing operation has expanded due to favourable monsoons, decreased seed prices, and high export demand. On the other hand, the downstream operation of edible oil refining has decreased due to factors, such as crop damage caused by prolonged monsoons, rising seed prices, and a less competitive environment in the export market.

(₹ in Crores)		
Particulars	FY 2022-23	FY 2021-22
Domestic Turnover	1278	1,592
Exports Turnover	386	183
Total Turnover	1664	1,775
EBIT	39	146
Cash Profit	44	153
Cash Profit (in %)	3%	9

#### Spinning

GAEL's Spinning segment contributes to comparatively lower revenue and a reduced share to the Company's overall turnover. It constitutes only a minor fraction and the Company has been maintaining a consistent production of 42 TPD of yarn with a manufacturing facility capacity of 65,520 spindles. Even across this segment, GAEL continues to mark its presence by conducting eco-friendly and pollution-free operations.

(₹ in Crores)		
Particulars	FY 2022-23	FY 2021-22
Domestic Turnover	33	237
Exports Turnover	0	6
Total Turnover	33	243
EBIT	(18)	(4)
Cash Profit/(Loss)	(12)	6
Cash Profit (in %)	(34)	2

#### Renewable Energy

GAEL's commitment to reducing its carbon footprint and contributing to a green environment is evident through the business' renewable energy segment. Herein, it focusses on developing and operating wind power projects. The Company's wind farms in Gujarat have a total installed capacity of 8.45 MW and Solar Power of 1 MW of each in Madhyapradesh and Maharashtra contributed significantly to its revenue. In addition to wind power, GAEL has undertaken various initiatives to install biogas engines, biomass-based boilers, and other energy-saving equipment at its manufacturing units, and has captive power plants at all its units. With its focus on sustainable energy sectors, GAEL aims to play a significant role in India's renewable energy sector's growth and development.

(₹ in Crores)		
Particulars	FY 2022-23	FY 2021-22
Domestic Turnover	9	9
Exports Turnover	-	-
Total Turnover	9	9
EBIT	5	5
Cash Profit	7	7
Cash Profit (in %)	85	83

### OPERATIONAL AND FINANCIAL OVERVIEW

#### Operational Overview

The Company's operational revenue was registered at ₹ 4909 Crores as compared to ₹ 4,670 Crores recorded in the previous financial year.



## ANNEXURE - B TO THE DIRECTORS' REPORT (Contd.)

### Financial Overview

Key financial ratios based on the Company's consolidated financial statement.

Particulars	FY 2022-23	FY 2021-22
Debtors Turnover Ratio	20	21
Inventory Turnover Ratio	7	7
Interest Coverage Ratio	34	113
Current Ratio	3.87	2.91
Operating Profit Margin (%)	11	16
Net Profit Margin (%)	7	10
EBIT Margin	9	14
Return on Networth	14.45	25.07
Debt to Equity	0.09	0.13

Key financial highlights based on the Company's standalone financial statement.

Particulars	FY 2022-23	FY 2021-22
Income from Operations	4,983	4,724
EBIT	454	644
EBITDA	549	741
PBT	441	638
PAT	330	475

Risk	Impact	Mitigation
Competition Risk	Competition in the agro-processing and export industry can impact the Company's market share and pricing power.	A strong focus on maintaining high-quality standards, developing strong relationships with customers and suppliers, and investing in research and development enables the Company to stay ahead of the competition.
Credit Risk	The risk of non-payment or default by customers or suppliers can affect the Company's cash flows and profitability.	A rigorous credit risk assessment process at GAEL is in place to evaluate the creditworthiness of its customers and suppliers. It also has a strong credit monitoring and collection mechanism to ensure timely payments.
Technology Risk	Technological disruptions or failures can impact the Company's operations and supply chain.	Investment in technology infrastructure enables GAEL to ensure that its operations are resilient to technological risks. It also has a strong disaster recovery and business continuity plan in place to minimise the impact of any technological disruptions.
Environmental Risk	Climate change, water scarcity, and other environmental factors can impact the Company's supply chain and operations.	Implementation of sustainable practices across GAEL's business operations, such as water conservation, renewable energy adoption, and waste management, helps to mitigate this risk. It also collaborates with suppliers to ensure that they adopt sustainable practices. This helps to minimise the Company's exposure to environmental risks.
Fluctuations in Commodity Prices	Volatility in commodity prices can affect the profitability of the Company.	A risk management strategy has been implemented at GAEL to hedge against commodity price fluctuations by using derivatives, entering into forward contracts and options contracts, and maintaining healthy inventory levels.
Currency Risk	Currency fluctuations can impact the Company's revenue and profitability, particularly in the case of exports.	Hedging mechanisms like forward contracts and options contracts are undertaken by the Company to mitigate currency risk.

(₹ in Crores)

Particulars	FY 2022-23	FY 2021-22
Depreciation	95	97
EPS	14	21
Material Cost	3285	2,626
Employee Benefit Expenses	121	148

(₹ in Crores)

Particulars	FY 2022-23	FY 2021-22
Other Expenses	766	614
Shareholders' Fund	2,443	2,127
Non-Current Liabilities	78	73
Current Liabilities	440	563
Non-Current Assets	1,259	1,126
Current Assets	1,701	1,638

### Risk Management & Concerns

Running a successful business involves navigating a range of risks and uncertainties. GAEL understands the importance of identifying and managing these risks to ensure long-term sustainability and growth. An overview of the key risks identified and analysed by the Company in the current year is presented in the following table. By proactively managing these risks, GAEL continues to deliver value to its customers, shareholders, and other stakeholders.



## ANNEXURE - B TO THE DIRECTORS' REPORT (Contd.)

<b>Risk</b>	<b>Impact</b>	<b>Mitigation</b>
Regulatory Changes	Changes in Government policies, rules, and regulations could have a negative impact on the Company's operations.	The regulatory environment is monitored actively and the Company adapts its operations accordingly. It has a strong compliance programme in place to ensure adherence to all relevant regulations and standards.
Supply Chain Disruptions	Disruptions in the supply chain, including logistics, transportation, and warehousing, could affect the Company's ability to deliver products to customers.	Various measures are undertaken by the Company to enhance its supply chain resilience, including multi-sourcing of raw materials, improving warehouse management, and leveraging technology to optimise logistics operations.
Natural Calamities	Natural disasters such as floods, droughts, and earthquakes can affect the Company's operations and supply chain.	A comprehensive disaster management plan has been implemented to minimise the impact of natural calamities. The Company has invested in infrastructure to improve its ability to manage natural disasters and minimise disruption to its operations.

### Internal Control Systems and their Adequacy

GAEL and its Management have established robust Internal Control systems to ensure the accuracy of financial reporting and protect against potential losses or unauthorised use of assets. These controls help in the optimal utilisation of the Company's resources while also ensuring that transactions are properly authorised, recorded, and reported to the Management. The Company continually improves and tests its internal controls to ensure the effectiveness of Management and operating procedures. It adheres to accounting standards and guidelines for maintaining books of accounts and financial statement reporting.

To assess the effectiveness of internal controls, independent internal auditors are appointed to conduct risk-based audits throughout the year. The Audit Committee of the Board of Directors receives a summary of the auditors' observations, and thereon, the necessary corrective measures are undertaken on a prompt basis. Internal control systems are designed to keep a check on operational efficiencies, adherence to applicable laws and regulations, and the reliability of financial reporting.

### Human Resources

The Company recognises the importance and strategic value of its human capital as well as the cultural diversity and dignity of all employees, regardless of their position. It prioritises employee empowerment to achieve organisational effectiveness and fosters a corporate environment that

promotes self-motivation and teamwork. The Company has successfully created a motivated workforce through regular upskilling and training programmes, incentivising superior performance, and building a creative workplace. It is committed to being an employer of choice, building an inclusive culture, and maintaining a strong talent pipeline through progressive employee relations policies. The Management invests in people through training programmes to keep employees competent and up-to-date with the changing business environment. All levels of employees receive continuous training and development, and industrial relations remain cordial. As of March 31, 2023, the Company had 2,435 employees on its payroll.

### Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's projections, estimates and expectations may be interpreted as 'forward-looking' statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to its operations include economic conditions affecting demand/supply, price conditions in the domestic and international markets in which it operates, and changes in Government regulations, tax laws, and other statutes. The Company assumes no responsibility to publicly amend, modify, or revise any 'forward-looking' statements based on any subsequent development, information, or events.





## ANNEXURE - C TO DIRECTORS' REPORT

# Business Responsibility and Sustainability Report





**ASPIRING TO BE A GLOBAL  
LEADER AND ONE STOP  
SOLUTION FOR INGREDIENTS.**



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## ABOUT THE COMPANY

Gujarat Ambuja Exports Limited has been built on trust. Serving our customers is what drives us to excel. Our three-decades long legacy is built on strong customer-connect and solid governance. We strive to fulfil our commitment and take pride in delivering excellence. We have imbibed the confidence to deliver even during the most difficult times, bolstered by our cutting-age automation and integrated nature of operation. In the course of our journey, two terms that have mainly defined GAEL as a brand and our strong industry presence, are 'Reliability' and 'Leadership'. On the back of our progressive journey till date, we have built a strong customer base. The trust, bestowed on us by the customers and the pride we take in serving them have been our driving force.

We have consistently evolved to suit the need of changing times. We have emerged as a secure and reliable supplier of agro-ingredients to a wide range of industry verticals. Our performance demonstrates our confidence and resilience towards consolidating our leadership position and strengthen our footprint.

Gujarat Ambuja Exports Limited ('GAEL' or 'Gujarat Ambuja' or 'We' or 'Our Company'), recognised as a diversified and trusted entity, is a pioneer in the agro-processing industry. Incorporated in 1991, we have leveraged over three decades of experience to emerge as a preferred choice for customers. With the guidance of Late Mr. Vijaykumar Gupta — founding father, inspirational leader and philosopher — we have succeeded in charting a strong growth trajectory. We have stood strong as the leading manufacturer of corn starch derivatives, soya derivatives, feed ingredients, cotton yarn and edible oils in the country.

Additionally, we have maintained a robust track record of delivering quality and unmatched customer satisfaction. As we trade along the journey, we aspire to be a one-stop solution provider for the food, pharmaceutical, and animal nutrition industries. Our momentum, thus, aligns with our objective of becoming an integral part of the critical value chain, globally.

### Limited Assurance Statement:



Consultivo Business Solutions Pvt Ltd has provided external limited assurance for this report. The scope and basis of the assurance is AA1000AS standard bearing license number 000-945.

## LEADERSHIP MESSAGE



**Manish Gupta**  
Chairman & Managing Director

GAEL's key motivation is to be an end-to-end ingredient provider in the entire food chain. The company aspires to be the leader in its business. We believe that as a leader, it is not enough to just comply with the ESG parameters but to take a step beyond and set an example. We understand that mitigating the environmental, social, and governance risks is crucial for the sustainability of a business. We consider the UN SDG's a critical barometer to achieve a better tomorrow and work tirelessly to be in parallel with the set sustainable goals.

This is an opportunity to introspect and align our policies and business processes to be in sync with international practices. We are committed to reducing our carbon footprint and consumption of fresh water. We demonstrate

our care towards our employees by ensuring their health and well-being along with empowering them to be global leaders. We will continue to support the weaker sections of our society through our CSR and Social activities.

The Corporation has been built on the founding principles of kindness, fairness, effectiveness, and efficiency. The Corporation believes that sound principles of governance are a necessary tool for creating long-term value for all its stakeholders and promoting sustainability. GAEL regards respect for human rights as one of its fundamental and core values. We will not leave any stone unturned to make sure that whatever we do is in favour of the environment, society, nation and all our stakeholders. Our basic values are always deeply rooted in our system.



## SECTION A: GENERAL DISCLOSURES



# GENERAL DISCLOSURES

## I. DETAILS OF THE LISTED ENTITY

1	<b>Corporate Identity Number (CIN) of the Listed Entity</b>	L15140GJ1991PLC016151
2	<b>Name of the Listed Entity</b>	Gujarat Ambuja Exports Limited
3	<b>Year of incorporation</b>	1991
4	<b>Registered office address</b>	"Ambuja Tower," Opp. Sindhu Bhavan, Sindhu Bhavan Road, PO - Thaltej, Bodakdev, Ahmedabad.
5	<b>Corporate address</b>	"Ambuja Tower," Opp. Sindhu Bhavan, Sindhu Bhavan Road, PO - Thaltej, Bodakdev, Ahmedabad.
6	<b>E-mail</b>	info@ambujagroup.com
7	<b>Telephone</b>	079-61556677
8	<b>Website</b>	www.ambujagroup.com
9	<b>Financial year for which reporting is being done</b>	FY 2022-23
10	<b>Name of the Stock Exchange(s) where shares are listed</b>	NSE & BSE
11	<b>Paid-up Capital</b>	229335330 INR
12	<b>Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report</b>	<b>Mr. Sandeep Agrawal</b> Whole-Time Director email Id: sandeep@ambujagroup.com Tel: 91 79 61556677
13	<b>Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).</b>	This is a consolidated report.





## II. PRODUCTS/SERVICES

### 14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Trading	Trading	8%
2	Manufacturing	Manufacturing	92%

### 15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Starch Powder	10629	26.19%
2	Feed Ingredients	10406, 10615, 10623 and 10629	29.14%
3	Starch Derivative	10621	19.55%
4	Edible Refined Oil	10402	15.04%

## III. OPERATIONS

### 16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	9	3 (including HO)	12
International	—	—	—

### 17. Markets served by the entity:

#### a. Number of locations

Location	Number
National (No. of States)	35
International (No. of Countries)	69

#### b. What is the contribution of exports as a percentage of the total turnover of the entity?

Exports contribute to 31% of the total turnover.

#### c. A brief on types of customers:

GAEL supplies its products to MNCs, large corporations and MSMEs alike.

#### IV. EMPLOYEES

##### 18. Details as at the end of Financial Year:

###### a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	1198	1174	98	24	2
2.	Other than Permanent (E)	69	69	100	0	0
3.	Total employees (D + E)	1267	1243	0	24	0
WORKERS						
4.	Permanent (F)	925	843	91	82	9
5.	Other than Permanent (G)	368	368	100	0	0
6.	Total workers (F + G)	1293	1211	0	82	0

###### b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	3	3	100	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total differently abled employees (D + E)	3	3	0	0	0
WORKERS						
4.	Permanent (F)	2	2	100	0	0
5.	Other than Permanent (G)	0	0	0	0	0
6.	Total differently-abled workers (F + G)	2	2	0	0	0



## 19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	2	28.5 %
Key Management Personnel	4	0	0

## 20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

(Reported in %)

	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)			FY 2020-21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	21.10	8.70	20.86	19.96	28.57	20.12	17.69	36	18.08
Permanent Workers	29.32	56.57	33.26	24.87	47.96	28.22	38.65	47.96	28.22

## V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

### 21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Mohit Agro Commodities Processing Private Limited	Subsidiary	100	No
2	Maize Citchem Limited	Subsidiary	100	No

## VI. CSR DETAILS

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013 : Yes
- (ii) Turnover (in ₹) : 4908.99 Crores
- (iii) Net worth (in ₹) : 2442.93 Crores

## VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

### 23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)  (If Yes, then provide web-link for grievance redress policy)	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	NO	NIL	NIL	NIL	NIL	NIL	NIL
Investors (other than shareholders)	NO	NIL	NIL	NIL	NIL	NIL	NIL
Shareholders	NO	12	NIL	NIL	7	NIL	NIL
Employees and workers	NO	NIL	NIL	NIL	NIL	NIL	NIL
Customers	YES	NIL	NIL	NA	NIL	NIL	NIL
Value Chain Partners	NO	NIL	NIL	NIL	NIL	NIL	NIL
Other (please specify)	NO	NIL	NIL	NIL	NIL	NIL	NIL





## 24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Climate Change- Unpredictable weather.	Risk	Input material is basically agricultural produce	Mitigate	Negative
2	Water scarcity – Shortage of fresh water.	Risk	Input material is basically agricultural produce	Mitigate	Negative
3	Non-availability of quality seeds of improved varieties of soybean.	Risk	Affects the quality of the product	Mitigate	Negative
4	Management of insects & pests and disease	Risk	Lowers productivity of produce	Mitigate	Negative
5	Imbalanced fertilization and timely unavailability of needed fertilizers	Risk	Lowers productivity of produce	Mitigate	Negative



## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.





Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
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## POLICY AND MANAGEMENT PROCESSES

1.	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	No	Yes	No	No	No	No	No	No
	b. Has the policy been approved by the Board? (Yes/No)	Yes	NA	Yes	NA	NA	NA	NA	NA	NA
	c. Web Link of the Policies, if available	<a href="https://www.ambujagroup.com/downloads/">https://www.ambujagroup.com/downloads/</a>								
2.	Whether the entity has translated the policy into procedures.	in the process	No	No	No	No	No	No	No	No
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	No	No	No	No	No	No	No	No	No
4.	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	NA	NA	NA	NA	NA	NA	NA	NA	NA
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	In the process	NA	NA	NA	NA	NA	NA	NA	NA
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Cannot be commented upon at this juncture	NA	NA	NA	NA	NA	NA	NA	NA

## GOVERNANCE, LEADERSHIP AND OVERSIGHT

### 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

GAEL's key motivation is to be an end-to-end ingredient provider in the entire food chain. The company aspires to be the leader in its business. We believe that as a leader, it is not enough to just comply with the ESG parameters but to take a step beyond and set an example. We understand that mitigating the environmental, social, and governance risks is crucial for the sustainability of a business. We consider the UN SDG's a critical barometer to achieve a better tomorrow and work tirelessly to be in parallel with the set sustainable goals.

This is an opportunity to introspect and align our policies and business processes to be in sync with international practices. We are committed to reducing our carbon footprint and consumption of fresh water. We demonstrate our care towards our employees by ensuring their health and well-being along with empowering them to be global leaders. We will continue to support the weaker sections of our society through our CSR and Social activities.

The Corporation has been built on the founding principles of kindness, fairness, effectiveness and efficiency. The Corporation believes that sound principles of governance are a necessary tool for creating long-term value for all its stakeholders and promoting sustainability. GAEL regards respect for human rights as one of its fundamental and core values. We will not leave any stone unturned to make sure that whatever we do is in favour of the environment, society, nation and all our stakeholders. Our basic values are always deeply rooted in our system.



**8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).**

Mr. Sandeep Agrawal, *Whole Time Director*

**9. Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability related issues? (Yes / No). If yes, provide details.**

Managing Director and the Whole-Time Director

**10. Details of Review of NGRBCs by the Company:**

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Yes	NA	Yes	NA	NA	NA	NA	NA	NA	Annually	NA	Annually	NA	NA	NA	NA	NA	NA
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes	NA	Yes	NA	NA	NA	NA	NA	NA	Annually	NA	Annually	NA	NA	NA	NA	NA	NA

**11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.**

P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
No	No	No	No	No	No	No	No	No

**12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	Yes, the Company is guided by a Board-approved Policy that covers the underlying core elements of the NGRBC principles. The Company is on its way to formulating policies and procedures to formalize this aspect, as far as the same is deemed relevant and practicable.								
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	Yes, but the resources are to be oriented towards the requirements. The process will be completed in one year.								
It is planned to be done in the next financial year (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Any other reason (please specify)	None								





## **SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE**



## PRINCIPLE 1

**BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.**

### ESSENTIAL INDICATORS

1.

Percentage coverage by training and awareness programmes on any of the Principles during the financial year:			
Segment	Total number of training and awareness programmes held	Topics /principles covered under the training and their impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Presentation on various division and Products of the Company for Independent Directors	57
Key Managerial Personnel	2	Presentation on various division and Products of the Company and others	100
Employees other than BoD and KMPs	51	Orientation, On The Job, Iso/Food Safety, House Keeping, Fire And Safety, HRD, Production, Sap & CBT, First Aid, Benefits of PF, Gratuity and Bonus, Allergens, GLP & GDP, FoSTac	56
Workers	68	Fire fighting & equipment, Benefits & rules of PF Bonus Gratuity etc, Sexual Harassment, Training about machine parts and their cleaning, Allergens, GLP & GDP	52

Principle 1

Principle 2

Principle 3

Principle 4

Principle 5

Principle 6

Principle 7

Principle 8

Principle 9



2. **Details of fines/penalties/punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NA	0	NA	NA	NA
Settlement	NA	0	NA	NA	NA
Compounding fee	NA	0	NA	NA	NA
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions		Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NIL	NA		NA	NA
Punishment	NIL	NA		NA	NA

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
None	

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.**

The Anti-Bribery and Anti-Corruption Policy defines the Company's policy on the avoidance of bribery and corruption and ensures that it reflects any changes in applicable laws and developments in acceptable standards for the conduct of business. Gujarat Ambuja Exports Limited is committed to maintaining the highest ethical standards and vigorously enforces the integrity of its business practices wherever it operates throughout the world. The Company will not engage in bribery or corruption. Adherence to the clear guidelines set out in this Policy will ensure that the Company and its employees comply with anti-bribery and anti-corruption laws.

Principle 1

Principle 2

Principle 3

Principle 4

Principle 5

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**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2022-23 (Turnover rate in current FY)	FY 2021-22 (Turnover rate in previous FY)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

No charges of bribery/ corruption have been reported against any Directors/KMPs/employees/ workers and no disciplinary action taken by any law enforcement agency for the charges.

**6. Details of complaints with regard to conflict of interest:**

	FY 2022-23 (Turnover rate in current FY)		FY 2021-22 (Turnover rate in previous FY)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	None reported	0	None reported
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	None reported	0	None reported

**7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

No fine/penalty/action has been taken by any regulator/ law enforcement agency/ judicial institution, on cases of corruption and conflicts of interest. And therefore, no action was needed to be taken.

Principle 1

Principle 2

Principle 3

Principle 4

Principle 5

Principle 6

Principle 7

Principle 8

Principle 9





## PRINCIPLE 2

# BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

### ESSENTIAL INDICATORS

1.	<b>Percentage of R&amp;D and capital expenditure (Capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&amp;D and Capex investments made by the entity, respectively.</b>		
	<b>FY 2022-23 (Turnover rate in current FY)</b>	<b>FY 2021-22 (Turnover rate in previous FY)</b>	<b>Details of improvements in environmental and social impacts</b>
R&D	Nil	0.5 Crore (20%)	NIL
Capex	56.76 Crores	20.00 Crores	Reduction in Emissions and effluents and consumption of Renewable fuel instead of thermal fuel
2.	<b>a. Does the entity have procedures in place for sustainable sourcing? Yes</b>  <b>b. If yes, what percentage of inputs were sourced sustainably?</b>  The organization tries to source directly from the farmers with a viewpoint of empowering them. The Pan-India network of procurement of raw materials gives the company a sustainable edge in the long run.		
3.	<b>Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste, and (d) other waste.</b>  The organization does not have any plastic waste, E-waste, or other hazardous waste at the end of life. All its products are used as raw material for the subsequent process by its customers are used as Presently there is no process to safely reclaim products for reusing, recycling, and disposal at the end of life. However, the organization is continuously monitoring its end-of-life products and any opportunity to reclaim them will be evaluated and implemented. The E-Waste generated across the company is handled meticulously every quarter.		
4.	<b>Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.</b>  Presently Extended Producer Responsibility does not apply to the organization.		

Principle 1

Principle 2

Principle 3

Principle 4

Principle 5

Principle 6

Principle 7

Principle 8

Principle 9



## PRINCIPLE 3

# BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

### ESSENTIAL INDICATORS

#### 1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
	Permanent employees										
Male	1174	0	0	1174	100	0	0	0	0	0	0
Female	24	0	0	24	100	0	0	0	0	0	0
Total	1198	0	0	1198	100	0	0	0	0	0	0
	Other than permanent employees										
Male	69	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	69	0	0	0	0	0	0	0	0	0	0

#### b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
	Permanent workers										
Male	843	0	0	843	100.00	0	0	0	0	0	0
Female	82	0	0	82	100.00	0	0	0	0	0	0
Total	925	0	0	925	100.00	0	0	0	0	0	0
	Other than permanent workers										
Male	368	0	0	0	0.00	0	0	0	0	0	0
Female	0	0	0	0	0.00	0	0	0	0	0	0
Total	368	0	0	0	0.00	0	0	0	0	0	0



**2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.**

Benefits	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100.0%	100.0%	Y
Gratuity	100	100	NA	100.0%	100.0%	Y
ESI	47	91	Yes	34.0%	31.7%	Y
Others – please specify	—	—	—	—	—	—

**3. Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

**Yes.**

The premises/offices are accessible to differently-abled employees and workers, although there is no such worker at present under GAEL's employment.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.**

The Company is committed to being an equal opportunity employer and ensures an inclusive workplace for all. An Equal Opportunity Policy is being formulated.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NIL	NA	NIL	NA
Female	NIL	NA	NIL	NA
Total	NIL	NA	NIL	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Yes/No (If Yes, then give details of the mechanism in brief)	
Permanent Workers	A grievance-handling procedure is in place. Permanent workers can raise their grievances with the HR Department.
Other than Permanent Workers	Contract Workmen can raise their grievances through their respective line managers or Plant Heads, if not resolved, they can escalate the same to the HR Department through their respective contractors.
Permanent Employees	As a part of our open and transparent culture, we follow an open-door policy. So, every employee can share their concerns with their functional heads at any point in time.
Other than Permanent Employees	They can directly approach the respective HODs/ Functional Heads and the same is addressed by the respective HODs/ Functional Heads.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity

Category	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)		
	Total employees/ workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees/ workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
<b>Total Permanent Employees</b>	NIL	NIL	NA	NIL	NIL	NA
— Male	NIL	NIL	NA	NIL	NIL	NA
— Female	NIL	NIL	NA	NIL	NIL	NA
<b>Total Permanent Workers</b>	NIL	NIL	NA	NIL	NIL	NA
— Male	NIL	NIL	NA	NIL	NIL	NA
— Female	NIL	NIL	NA	NIL	NIL	NA





**8. Details of training given to employees and workers:**

Category	FY 2022-23 (Turnover rate in current FY)					FY 2021-22 (Turnover rate in previous FY)				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	1174	597	50.85	567	48.30	1154	325	28.16	342	29.64
Female	24	21	0.00	6	25.00	24	2	8.33	2	8.33
Total	1198	618	51.59	573	47.83	1178	327	27.76	344	29.20
Workers										
Male	843	478	56.70	549	65.12	1031	303	29.39	269	26.09
Female	82	0	0.00	0	0.00	136	0	0.00	0	0.00
Total	925	0	0.00	549	59.35	1167	303	25.96	269	23.05

**9. Details of performance and career development reviews of employees and workers:**

Benefits	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	1243	NIL	NA	1154	NIL	NA
Female	24	NIL	NA	24	NIL	NA
<b>Total</b>	<b>1267</b>	<b>NIL</b>	<b>NA</b>	<b>1178</b>	<b>NIL</b>	<b>NA</b>
<b>Workers</b>						
Male	1211	NIL	NA	1031	NIL	NA
Female	82	NIL	NA	136	NIL	NA
<b>Total</b>	<b>1293</b>	<b>NIL</b>	<b>NA</b>	<b>1167</b>	<b>NIL</b>	<b>NA</b>



10.	<b>Health and safety management system:</b>	<p><b>a) Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?</b></p> <p><b>Yes.</b> The entire organization is ESLC compliant. Regular monitoring is also in place to ensure the proper health and safety of all workers and employees.</p> <p><b>b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?</b></p> <p>The company has a comprehensive hazard identification mechanism in its factories. The factory audits are also done quarterly to ensure that the hazards are minimized.</p> <p><b>c) Whether you have processes for workers to report work-related hazards and to remove themselves from such risks. (Y/N)</b></p> <p><b>Yes.</b> A system exists across the Company's Plants for workers to spot and report work-related hazards and offer improvement suggestions. Necessary training is given to all workers in recognising hazards and issues.</p> <p><b>d) Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)</b></p> <p><b>Yes,</b> permanent employees and their family members can enroll under Company's Group Insurance Policy. Workers have access to medical benefits through Company provided group insurance policies. The Contractual workers also have statutory benefits under ESIC</p>	Principle 1 Principle 2 Principle 3 Principle 4																																
11.	<b>Details of safety-related incidents, in the following format</b>	<table> <tr> <th>Safety Incident / Number</th><th>Category</th><th>FY 2022-23 Current Financial Year</th><th>FY 2021-22 Previous Financial Year</th></tr> <tr> <td rowspan="2">Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)</td><td>Employees</td><td>34</td><td>12</td></tr> <tr> <td>Workers</td><td>55</td><td>153</td></tr> <tr> <td rowspan="2">Total recordable work-related injuries</td><td>Employees</td><td>15</td><td>3</td></tr> <tr> <td>Workers</td><td>46</td><td>17</td></tr> <tr> <td rowspan="2">No. of fatalities</td><td>Employees</td><td>0</td><td>1</td></tr> <tr> <td>Workers</td><td>0</td><td>0</td></tr> <tr> <td rowspan="2">High consequence work-related injury or ill-health (excluding fatalities)</td><td>Employees</td><td>0</td><td>1</td></tr> <tr> <td>Workers</td><td>2</td><td>2</td></tr> </table>	Safety Incident / Number	Category	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year	Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	34	12	Workers	55	153	Total recordable work-related injuries	Employees	15	3	Workers	46	17	No. of fatalities	Employees	0	1	Workers	0	0	High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	1	Workers	2	2	Principle 5 Principle 6 Principle 7 Principle 8 Principle 9
Safety Incident / Number	Category	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year																																
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	34	12																																
	Workers	55	153																																
Total recordable work-related injuries	Employees	15	3																																
	Workers	46	17																																
No. of fatalities	Employees	0	1																																
	Workers	0	0																																
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	1																																
	Workers	2	2																																
12.	<b>Describe the measures taken by the entity to ensure a safe and healthy workplace.</b>	<p>We have a fully-functional occupational health center at our Factory premises. There is a Factory medical officer and compounder. First aid boxes have been put in several areas of plants and are being regularly checked. Sanitization and thermal screening for every person has been organized at the gates. Masks have been widely distributed among employees to prevent Covid-19.</p>																																	



**13. Number of Complaints on the following made by employees and workers:**

	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	9	0	All 9 Complaints solved	NIL	NIL	NIL
Health & Safety	4	0	All 4 Complaints solved	NIL	NIL	NIL

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

We constantly monitor the safety and working conditions of all of our manufacturing units. There is a periodic check to ensure everything complies.

Principle 1

Principle 2

Principle 3

Principle 4

Principle 5

Principle 6

Principle 7

Principle 8

Principle 9



## LEADERSHIP INDICATORS

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y) (B) Workers (Y).**

**Yes.** In the unfortunate event of the death of an employee including workers, the Company extends financial support to the family members of the employee.

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The Company ensures that statutory dues as payable by service providers for the third-party payroll employees are deposited on time and in full through a process of periodic audits and controls.

3. **Provide the number of employees/workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Employees	0	2	0	1
Workers	0	4	0	2

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes)**

**Yes,** the entity offers assistance to its employees.

5. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	The Company raises the awareness of the supply chain members relating to the products and their properties through various meets regularly. However, no formal assessment is carried out.
Working Conditions	

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

Periodic training is organised through the partners. Recommended procedures and preventive measures are specified during such training programmes.





## PRINCIPLE 4

# BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

### ESSENTIAL INDICATORS

#### 1. Describe the processes for identifying key stakeholder groups of the entity.

The organization has an informal process for identifying stakeholders. The key stakeholders include customers (downstream value chain), employees, and suppliers (upstream value chain). Other stakeholders include the society near and surrounding the plants. The organization is in the process of setting up formal processes for identifying key stakeholders.

#### 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Groups	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of Communication (Emails, SMS, Newspaper, pamphlets, advertisements, community, meetings, notices boards, websites, other	Frequency of engagement (annually, Half-yearly/ Quarterly/ others -please specify	Purpose and scope of engagement including key topics and concerns raised during such engagements
Customers	No	Emails, Websites, meetings	As and when required	Quality issues, customer feedback etc
Employees	No	Emails, meetings, websites, notice boards	Annual and as and when required	On performance, appraisal, and consultation in matters related to health and safety
Suppliers	No	Emails, meetings, websites	Annual and as and when required	On performance, related to health and safety
Society (neighbouring public)	No	Emails, meetings, websites	As and when required	In the event of any complaints
Beneficiaries of CSR programmes	No	Meetings	As and when required	In the event of any CSR events

Principle 1

Principle 2

Principle 3

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Principle 9



# PRINCIPLE 5

## BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

### ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. employees / workers covered (B)	% (B / A)	Total (C)	No. employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	1198	166	14	1163	0	0.00%
Other permanent	69	30	43	76	0	0.00%
Total Employees	1267	196	15	1239	0	0.00%
<b>Workers</b>						
Permanent	925	215	23	1381	0	0.00%
Other permanent	368	29	8	1513	0	0.00%
Total Workers	1293	244	19	2894	0	0.00%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	Equal to minimum Wage		More than Minimum Wage		Total (D)	Equal to minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent										
Male	1174	125	10.65	1049	89.35	181	13	7.18%	170	93.92%
Female	24	0	0.00	24	100.00	0	0	0	0	0
Other than Permanent										
Male	69	8	11.59	61	88.41	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Workers										
Permanent										
Male	843	180	21.35	663	78.65	268	65	24.25%	203	75.75%
Female	82	0	0.00	82	100.00	0	0	0	0	0
Other than Permanent										
Male	368	231	62.77	137	37.23	368	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0



**3. Details of remuneration/salary/wages, in the following format:**

	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration / salary / wages of respective category
Board of Directors (BoD)	2	7870798	0	0
Key Managerial Personnel	2	1288616	1	1375099
Employees other than BoD and KMP	1170	264526	24	365928
Workers	843	148680	82	113381

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes)**

**Yes**, the human resource team at each respective region manages the grievance at the front end. Also, the Company follows an open-door policy and has internal mechanisms in place through which an employee can raise grievances with the senior management.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The HR Dept is very well versed with the action plan for such issues. As stated earlier, the human resource team at each region, Regional Heads and Plant Heads at each respective region are, among other things, responsible for reviewing material issues relating to human rights and redressal of grievances emanating in such areas.

**6. Number of Complaints on the following made by employees and workers:**

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NIL	NIL	NIL	NIL	NIL	NIL
Discrimination at workplace	NIL	NIL	NIL	NIL	NIL	NIL
Child Labour	NIL	NIL	NIL	NIL	NIL	NIL
Forced Labour/Involuntary Labour	NIL	NIL	NIL	NIL	NIL	NIL
Wages	NIL	NIL	NIL	NIL	NIL	NIL
Other human rights related issues	NIL	NIL	NIL	NIL	NIL	NIL



**7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company is committed to a workplace free of harassment, including sexual harassment, and has zero tolerance for such unacceptable conduct. The company management encourages reporting any harassment concerns and is responsive to complaints about harassment or other unwelcome or offensive conduct.

Principle 1

**8. Do human rights requirements form part of your business agreements and contracts?  
Yes**

The Company, in the course of its business, enters into various agreements and contracts and has provisions relating to human rights aspects embedded as a part of its standard agreements and contracts. Steps are being taken to include such aspects as a part of all other minor business agreements and contracts. Also, all outsourcing of raw materials from vendors has a background check for this issue.

Principle 2

Principle 3

**9. Assessments for the year:**

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	NIL
Forced/Involuntary labour	NIL
Sexual harassment	NIL
Discrimination at workplace	NIL
Wages	NIL
Others - please specify	NIL

Principle 4

Principle 5

**10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

Based on the evaluation and actions taken reports being prepared, the matters are discussed at Board meetings and are reviewed quarterly for corrective actions taken

Principle 6

Principle 7

Principle 8

Principle 9





## LEADERSHIP INDICATORS

- |    |   |             |
|----|---|-------------|
| 1. | <b>Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.</b>  | Principle 1 |
|    | The company is working towards framing a code of conduct to capture matters relating to human rights and taking steps to include reference to such Code as a part of all upcoming business agreements and contracts with value chain partners | Principle 2 |
| 2. | <b>Details of the scope and coverage of any human rights due diligence conducted</b>  | Principle 3 |
|    | Not applicable.   | Principle 4 |
| 3. | <b>Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?</b>  | Principle 5 |
|    | Our establishments are accessible to the differently abled, and we are continuously working towards improving infrastructure to eliminate barriers to accessibility.  | Principle 6 |
| 4. | <b>Details on assessment of value chain partners:</b>   | Principle 7 |
|    | No formal assessment of the value chain partners for Human Rights has been conducted.   | Principle 8 |
| 5. | <b>Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above</b>   | Principle 9 |
|    | Not applicable.   |             |

## PRINCIPLE 6

# BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

### ESSENTIAL INDICATORS

1. Details of total energy consumption (in Giga Joules) and energy intensity, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total electricity consumption (A)	153744	252394
Total fuel consumption (B)	473142	272545
Energy consumption through other sources (C)	85828	158450
Total energy consumption (A+B+C)	712714	683388
Energy intensity per rupee of turnover (Total energy consumption G Joules/turnover in Crores rupees)	145.18	146.34
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	NA

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N)  
If yes, name of the external agency.

No independent assessment/evaluation/ assurance has been carried out.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken if any.

The organization does not have any sites identified as designated consumers under the PAT scheme.



**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	571550	0
(ii) Groundwater	1267696	599684
(iii) Third party water	39508	1127364
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	1878754	1727048
Total volume of water consumption (in kilolitres)	1877987	1618601
Water intensity per rupee of turnover (Water consumed KL/ turnover Crores Rupees)	382	347
Water intensity(optional) – the relevant metric may be selected by the entity	NA	NA

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.**

**No evaluation or assessment has been carried out.**

**4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

The organization has a mechanism for zero discharge. Moreover, the organization practices zero discharge in most of the units.

Principle 1

Principle 2

Principle 3

Principle 4

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5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
NOx	kg	1012	6755
SOx	kg	1296	8650
Particulate matter (PM)	kg	826	5509
Persistent organic pollutants (POP)	No emissions	No emissions	No emissions
Volatile organic compounds (VOC)	No emissions	No emissions	No emissions
Hazardous air pollutants (HAP)	No emissions	No emissions	No emissions
Others – please specify	No emissions	No emissions	No emissions

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/ evaluation/assurance has been carried out by an external agency. The values have been estimated from the available information presently. The increase in the current year is due to the better capturing of the emission data.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	448619	482837
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	37217	31588
Total Scope 1 and Scope 2 emissions per Crores rupee of turnover	Metric tonnes of CO <sub>2</sub> / Crore	98.96	110.15
<b>Total Scope 1 and Scope 2 emission intensity (optional)</b> – the relevant metric may be selected by the entity	NA	NA	NA

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No Independent assessment has been carried out.





**7. Does the entity have any project related to reducing Green House Gas emissions? If Yes, then provide details.**

GAEL is committed to reducing carbon footprints and therefore contributing to a Green Environment, this journey is a continuous one. The Company is taking every possible step to contributing to a green environment through renewable energy resources, power-saving equipment, increasing plantation and thus making humble attempts to contribute to the cause. Various initiatives have been undertaken to install Biogas Engines; Biomass based Boilers and other energy-saving equipment at different Units/Plants of the Company. The Company commenced this activity way back in 2005 by installing wind turbines in the State of Gujarat.

**8. Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	50.2	21.2
E-waste (B)	1.9	1.1
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0.02
Battery waste (E)	1.2	0.2
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	6.4	4.8
Other Non-hazardous waste generated (H). Please specify, if any.	2659	2446
(Break-up by composition i.e. by materials relevant to the sector)	0	0
Total (A+B + C + D + E + F + G + H)	2718.7	2472
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	0	6.2
(ii) Re-used	1084.353	0
(iii) Other recovery operations	86.534	0
Total	1170.887	6.2
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	0	0
(ii) Landfilling	16120.890	0
(iii) Other disposal operations	1331.297	4.3
Total	17452.187	4.3

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)**  
If yes, name of the external agency. No.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce the usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The organization is having a generation of waste i.e. ETP sludge, spent earth, soya danthal, mitti from soya seed, and coal ash from the boiler. The ETP sludge generated from ETP is being sold to approved agencies. Mitti from soya seeds are used in landfills and the same is being used in our agricultural land as fertilizer. Spent earth and coal ash are being sold for brick manufacturing and now the spent earth is used for its consumption in the boiler as fuel. Soya danthal is being used for its consumption at the boiler.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
NIL	NIL	NIL	NIL

The organization does not have any operations in ecologically sensitive areas.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by an independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Weblink
NIL	NIL	NIL	NIL	NIL	NIL

The organization does not have any projects where EIA has been required. Therefore, no EIA has been conducted.

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law/regulation/ guidelines which were not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NIL	NIL	NIL	NIL	NIL

There has been no noncompliance reported with respect to the law / regulation



## PRINCIPLE 7

# BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

### ESSENTIAL INDICATORS

1.

a.

<

Principle 1

Principle 2

Principle 3

Principle 4

Principle 5

Principle 6

Principle 7

Principle 8

Principle 9

# PRINCIPLE 8

## BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

### ESSENTIAL INDICATORS

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain(Yes / No)	Relevant Weblink
NIL	NIL	NIL	NIL	NIL	NIL

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of project affected families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Presently there are no projects which require Rehabilitation and resettlement. Therefore, no Rehabilitation and Resettlement (R&R) has been undertaken by the entity.						

3. **Describe the mechanisms to receive and redress grievances of the community.**

The organization receives grievances through written letters addressed to it, phone calls, and also through emails. Contact details are displayed on the organization's websites, entrance gates, and other communication channels through which the organization communicates to its stakeholders. In addition, depending upon the nature of the complaints and grievances, actions are taken by the department responsible for the complaint redressal.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directly sourced from MSMEs/ small producers	NIL	75%
Sourced directly from within the district and neighbouring districts	NIL	30%





## PRINCIPLE 9

# BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

### ESSENTIAL INDICATORS

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The organization is receiving complaints from distributors/customers via Marketing Personnel through WhatsApp messages or verbal communication. The complaints are verified by the QC personnel and they verify the warehouse stock as per complaints. They carry out present stock analysis and submit reports to the Unit head as well as Department Head. Based on the report, the Unit head directs corrective action accordingly. The department concerned implements the corrective action and is allowed to despatch the next lot. The department concerned communicates with the distributor /customer and takes the feedback of it.

#### 2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about

	As a Percentage to the total Turnover
Environmental and social parameters relevant to the product,	Approximately 45% of total turnover
Safe and responsible usage	
recycling and/or safe disposal	

#### 3. Number of consumer complaints in respect of the following:

	FY 2022-23 (Current Financial Year)		Remarks	FY 2021-22 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	0	0	0	0
Advertising	0	0	0	0	0	0
Cyber-security	0	0	0	0	0	0
Delivery of essential services	0	0	0	0	0	0
Restrictive Trade Practices	0	0	0	0	0	0
Unfair Trade Practices	0	0	0	0	0	0
Other	0	0	0	0	0	0

4.	Details of instances of product recalls on account of safety issues:	Principle 1									
	<table> <tr> <th></th><th>No</th><th>Reasons for Recall</th></tr> <tr> <td>Voluntary recalls</td><td>0</td><td></td></tr> <tr> <td>Forced recalls</td><td>0</td><td></td></tr> </table>		No	Reasons for Recall	Voluntary recalls	0		Forced recalls	0		Principle 2
	No	Reasons for Recall									
Voluntary recalls	0										
Forced recalls	0										
5.	Does the entity have a framework/ policy on cyber security and risks related to data privacy? If available, provide a web link to the policy.	Principle 3									
	There is a policy available on cyber security. The organization maintains a policy on data privacy on its website. The organization takes adequate protection to maintain cyber security through firewalls, antiviruses, and other technical and non-technical controls.	Principle 4									
6.	Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on the safety of products/services.	Principle 5									
	The organization takes prompt action to correct the complaint. A detailed root cause analysis and corrective is undertaken to assess the situation and to ensure that it does not recur. Responsibilities are allocated to ensure its implementation.	Principle 6									
		Principle 7									
		Principle 8									
		Principle 9									



## ANNEXURE - D TO DIRECTORS' REPORT

### FORM NO. AOC-1

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

#### PART – A: SUBSIDIARIES

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

Sr. No.	1	2
Name of the subsidiary	Mohit Agro Commodities Processing Private Limited	Maiz Citchem Limited
The date since when subsidiary was acquired / Incorporated	June 04, 1984	November 11, 2022
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Same as Holding Company i.e. April 01, 2022 to March 31, 2023	Same as Holding Company i.e. April 01, 2022 to March 31, 2023
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Not Applicable	Not Applicable
Share capital	1,60,00,000	15,00,00,000
Reserves and surplus	2,15,98,628	-7,15,154
Total assets	2,96,86,165	14,92,84,846
Total Liabilities	62,844	0
Investments	1,10,75,307	0
Turnover	0	0
Profit before taxation	85,540	-7,15,154
Provision for taxation	13,344	0
Profit after taxation	72,196	-7,15,154
Proposed Dividend	0	0
Extent of shareholding (in percentage)	100.00%	100.00%

- Names of subsidiaries which are yet to commence operations: Maiz Citchem Limited
- Names of subsidiaries which have been liquidated or sold during the year: N.A.

#### PART – B: ASSOCIATES AND JOINT VENTURES

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:**  
Not Applicable

- Names of associates or joint ventures which are yet to commence operations.: Not Applicable
- Names of associates or joint ventures which have been liquidated or sold during the year.: Not Applicable

For and on behalf of the Board of Directors

Place : Ahmedabad  
Date : May 06, 2023

**MANISH GUPTA**  
Chairman and Managing Directors  
(DIN: 00028196)



# ANNEXURE - E TO DIRECTORS' REPORT

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members of  
**GUJARAT AMBUJA EXPORTS LIMITED**  
(CIN: L15140GJ1991PLC016151)  
"Ambuja Tower", Opp. Sindhu Bhavan,  
Sindhu Bhavan Road, Bodakdev,  
P.O. Thaltej, Ahmedabad - 380059

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GUJARAT AMBUJA EXPORTS LIMITED** bearing CIN-L15140GJ1991PLC016151 and having its Registered Office at Ambuja Tower, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej Ahmedabad - 380059 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Directors	DIN	Date of Appointment in Company*
1.	SANDEEP AGRAWAL	00027244	January 07, 1995
2.	MANISH VIJAYKUMAR GUPTA	00028196	December 28, 2013
3.	SULOCHANA VIJAYKUMAR GUPTA	00028225	August 21, 1991
4.	SUDHIN BHAGWANDAS CHOKSEY	00036085	November 29, 2022
5.	SANDEEP MOHANRAJ SINGHI	01211070	April 30, 2016
6.	VISHWAVIR SARAN DAS	03627147	April 01, 2016
7.	MAITRI KIRANKUMAR MEHTA	07549243	May 25, 2019

\*The date of appointment is as per the MCA Portal.

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

Date : Vadodara  
Place : May 06, 2023

NAME OF PCS : **NIRAJ TRIVEDI**  
C. P. NO. : 3123  
FCS : 3844  
P R. No. : 1014/2020  
UDIN : F003844E000264423





## ANNEXURE - F TO THE DIRECTORS' REPORT

### PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014

#### A. CONSERVATION OF ENERGY

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

All manufacturing units of the Company have taken various initiatives for saving energy consumption. Teams of all the units continuously monitor energy consumption and plan and execute various energy conservation schemes. Best practices and benchmarking parameters are implemented in all units. Various energy efficient equipment like chillers, air compressors, motors, cooling tower etc. are installed in all the manufacturing units. The Company also has undertaken various initiatives towards green energy thereby contributing towards clean environment. Continuous efforts and initiatives are being planned in the coming year in this direction.

**(ii) The steps taken by the Company for utilising alternate sources of energy:**

The Company has taken initiatives to generate energy through renewable sources like solar power, biogas and biomass (rice husk).

**(iii) The capital investment on energy conservation equipments:**

The Company has spent ₹ 18.52 Crores as capital investment on energy conservation during the FY 2022-23.

#### B. TECHNOLOGY ABSORPTION

**(i) The efforts made towards technology absorption:**

The Company has been putting emphasis to train its technical personnel by way of providing training to them for the latest technology available.

**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:**

The above efforts have improved the quality of the product. Besides, it has also improved the productivity and reduced the wastages.

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) following information may be furnished:**

- The details of technology imported: N.A.
- The year of import: N.A.
- Whether the technology been fully absorbed: N.A.
- If not fully absorbed, areas where absorption has not taken place and the reasons thereof: N.A.

**(iv) Expenditure incurred on research and development:**

Sr. No.	Particulars	FY 2022-23	FY 2021-22
a)	Capital	Nil	Nil
b)	Recurring (in ₹)	Nil	Nil
c)	Total	Nil	Nil
d)	Total R&D Expenditure as % of total turnover	Nil	Nil

#### C. FOREIGN EXCHANGE EARNING IN TERMS OF ACTUAL INFLOWS AND ACTUAL OUTFLOWS

(₹ in Crores)

Particulars	FY 2022-23	FY 2021-22
Foreign Exchange earned in terms of Actual Inflows	1,448.85	1,131.92
Foreign Exchange outgo in terms of Actual Outflows	498.38	462.87

Date: August 05, 2023  
Place: Ahmedabad

**MANISH GUPTA**  
Chairman & Managing Director  
(DIN: 00028196)



# ANNEXURE - G TO DIRECTORS' REPORT

## FORM NO. AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

### FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS / ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH THE RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARMS-LENGTH TRANSACTIONS UNDER THIRD PROVISION THERE TO

#### 1. Details of contracts or arrangements or transactions not at arm's length basis – NIL

- (a) Name(s) of the related party and nature of relationship: **N.A.**
- (b) Nature of contracts / arrangements / transactions: **N.A.**
- (c) Duration of the contracts / arrangements / transactions: **N.A.**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **N.A.**
- (e) Justification for entering into such contracts or arrangements or transactions: **N.A.**
- (f) Date(s) of approval by the Board: **N.A.**
- (g) Amount paid as advances, if any: **N.A.**
- (h) Date on which the special resolution was passed in general meeting as required under first provision to Section 188: **N.A.**

#### 2. Details of material contracts or arrangement or transactions at arm's length basis – NIL

- (a) Name(s) of the related party and nature of relationship: **N.A.**
- (b) Nature of contracts / arrangements / transactions: **N.A.**
- (c) Duration of the contracts / arrangements / transactions: **N.A.**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **N.A.**
- (e) Date(s) of approval by the Board, if any: **N.A.**
- (f) Amount paid as advances, if any: **N.A.**

#### Notes:

- 1. As defined under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Policy on Related Party Transactions adopted by the Board of Directors of the Company, there were no Material Related Party Transaction entered during the FY 2022-23.
- 2. All transactions with related parties were in the Ordinary Course of Business and at arm's length basis and were specifically approved by the Audit Committee and the Board of Directors of the Company.

For and on behalf of the Board of Directors

**MANISH GUPTA**

Chairman & Managing Director  
(DIN: 00028196)

Place : Ahmedabad  
Date : May 06, 2023



# ANNEXURE - H TO DIRECTORS' REPORT

FORM NO. MR-3  
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

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

To,  
The Members  
**Gujarat Ambuja Exports Limited**  
**CIN: L15140GJ1991PLC016151**  
"Ambuja Tower", Opp. Sindhu Bhavan,  
Sindhu Bhavan Road, Bodakdev,  
P.O. Thaltej, Ahmedabad -380 059, Gujarat, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gujarat Ambuja Exports Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

- (i) The Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force);
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not applicable to the Company during the Audit Period**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable to the Company during the Audit Period**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2020; - **Not applicable to the Company during the Audit Period**



## ANNEXURE - H TO DIRECTORS' REPORT (Contd.)

- (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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - **Not applicable to the Company during the Audit Period**
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;- **Not applicable to the Company during the Audit Period**
- (vi) Other applicable laws: Based on the information provided and the representation made by the Company and its officers and also on the review of the compliance reports taken on record by the Board of Directors of the Company, in our opinion, adequate systems and process exist in the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations as applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of 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 and Independent Directors. The change in the Composition of Board of Directors and Key Managerial Personnel 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 the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of unanimously and/or requisite majority. There were no dissenting views by any member of the Board of Directors during the period under review.

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

**We further report that** during the audit period the following events/actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

- The BSE has conducted online audit for verification of the compliance of SDD maintained by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and accordingly, the Company has successfully satisfied the requirement during the online audit.
- The Company has incorporated its Wholly Owned Subsidiary ('WOS') in the name of "MAIZ CITCHEM LIMITED" on November 11, 2022.

	Name of PCS	: <b>NIRAJ TRIVEDI</b>
	C. P. NO.	: 3123
	FCS	: 3844
Place	P R. No.	: 1014/2020
Date	UDIN	: F003844E000264423

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





## ANNEXURE - H TO DIRECTORS' REPORT (Contd.)

### 'ANNEXURE A'

To,  
The Members

**Gujarat Ambuja Exports Limited**

**CIN: L15140GJ1991PLC016151**

"Ambuja Tower", Opp. Sindhu Bhavan,  
Sindhu Bhavan Road, Bodakdev,  
P.O. Thaltej, Ahmedabad – 380059

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

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. 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.

#### **NIRAJ TRIVEDI**

Practicing Company Secretary

FCS - 3844

C. P. No. 3123

PR: 1014/2020

UDIN : F003844E000264280

Date: May 06, 2023

Place: Vadodara



# ANNEXURE - I TO DIRECTORS' REPORT

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2022-23

[As prescribed under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) as amended from time to time]

### 1. A brief outline of the Company's Corporate Social Responsibility (CSR) Policy

#### INTRODUCTION

The Company's aim is to be one of the most respected companies in India delivering superior and everlasting value to all customers, associates, shareholders, employees and society at large. The CSR initiatives focus on holistic development of mass communities and create social, environmental and economic value to the society.

#### APPLICABILITY

The Company's CSR Policy has been prepared in accordance with Section 135 of the Companies Act, 2013 (referred to as the Act in this policy) on CSR and in accordance with the CSR Rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India, in 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) as amended from time to time.

#### ROLES AND RESPONSIBILITIES OF THE CSR COMMITTEE

The roles and responsibilities of the CSR Committee are as under:

- Formulate, monitor and recommend to the Board, the CSR Policy;
- Recommend to the Board, modifications to the CSR Policy as and when required;

- Recommend to the Board, the amount of expenditure to be incurred on the activities undertaken;
- Review the performance of the Company in the area of CSR, including the evaluation of the impact of the Company's CSR activities;
- Review the Company's disclosure of CSR matters;
- Consider other functions, as defined by the Board, or as may be stipulated under any law, rule or provisions of the Companies Act, 2013.

#### POLICY REVIEW

This Policy is framed based on the provisions of the Act and Rules thereunder.

In case of any subsequent changes in the provisions of the Act or any other regulations which makes any of the provisions in the Policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

This Policy shall be reviewed by the CSR Committee as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the Policy as recommended by the Committee would be given for approval of the Board of Directors.

### 2. Composition of the CSR Committee:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Manish Gupta	Chairman	4	4
2.	Mr. Sandeep Agrawal*	Member	4	4
3.	Ms. Maitri Mehta*	Member	4	4
4.	Mr. Sudhin Choksey**	Member	0	0

\* Cease to be member w.e.f. January 28, 2023

\*\*Appointed as member w.e.f. January 28, 2023



## ANNEXURE - I TO DIRECTORS' REPORT (Contd.)

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

Sr. No.	Particulars	Web-Link
1.	Composition of CSR committee	<a href="https://www.ambujagroup.com/board-members/">https://www.ambujagroup.com/board-members/</a>
2.	CSR Policy	<a href="https://www.ambujagroup.com/wp-content/uploads/2021/04/Corporate%20Social%20Responsibility%20Policy.pdf">https://www.ambujagroup.com/wp-content/uploads/2021/04/Corporate%20Social%20Responsibility%20Policy.pdf</a>
3.	CSR projects	<a href="https://www.ambujagroup.com/wp-content/uploads/2023/05/Annual%20Action%20Plan%202022-23.pdf">https://www.ambujagroup.com/wp-content/uploads/2023/05/Annual%20Action%20Plan%202022-23.pdf</a>

### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5.
  - a. Average net profit of the Company as per sub-section (5) of section 135: 421.45 Crores
  - b. Two percent of average net profit of the Company as per sub-section (5) of section 135: 8.43 Crores
  - c. Surplus arising out of the CSR Projects or programmes or activities of the previous financial years : Nil
  - d. Amount required to be set-off for the financial year, if any: Nil
  - e. Total CSR obligation for the financial year [(b)+(c)-(d)]: 8.43 Crores
6.
  - a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): 6.77 Crores
  - b. Amount spent in Administrative Overheads: Nil
  - c. Amount spent on Impact Assessment, if applicable: Not Applicable
  - d. Total amount spent for the Financial Year [(a)+(b)+(c)]: 6.77 Crores
  - e. CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (₹ in Crores)	Amount Unspent (₹ in Crores)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
6.77	1.66	April 29, 2023	-	-	-

- f) Excess amount for set-off, if any: Nil

Sr. No.	Particular	Amount (₹ in Crores)
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	8.43
(ii)	Total amount spent for the Financial Year	6.77
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0.00
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.00



## ANNEXURE - I TO DIRECTORS' REPORT (Contd.)

### 7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (₹ in Crores)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (₹ in Crores)	Amount Spent in the Financial Year (₹ in Crores)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (₹ in Crores)	Deficiency, if any
					Amount (₹ in Crores)	Date of Transfer		
1	FY 2020-21	1.59	0.06	0.18	-	-	0.06	-
2	FY 2021-22	2.65	2.36	0.29	-	-	2.36	-

### 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

**Yes:**    **No:** ✓

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

### 9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

Place : Ahmedabad

Date : August 05, 2023

**MANISH GUPTA**

Chairman & Managing Director

Chairman CSR Committee

(DIN: 00028196)

**SUDHIN CHOKSEY**

Independent Director

Member CSR Committee

(DIN: 00036085)





## ANNEXURE - J TO DIRECTORS' REPORT

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 (THE "ACT"), RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 READ WITH THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENTS RULES, 2016**

- (i) **The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the FY 2022-23 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2022-23 are as under:**

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for FY 2022-23 (₹ in crores)	Ratio of remuneration of each Director / to median remuneration of employees	% increase / decrease in remuneration in the FY 2022-23
1.	Mr. Manish Gupta (Chairman & Managing Director)	44.00	2084.98	(64.41)
2.	Mr. Sandeep Agrawal (Whole-Time Director)	0.73	34.68	8.95
3.	Mrs. Sulochana Gupta (Non-Executive Director)	0.03	1.60	0.00
4.	Mr. Vishwvir Saran Das (Independent Director)	0.05	2.27	0.00
5.	Mr. Sandeep Singhi (Independent Director)	0.05	2.18	0.00
6.	Mr. Sudhin Choksey# (Independent Director)	0.01	0.64	NA***
7.	Ms. Maitri Mehta (Independent Director)	0.05	2.27	0.00
8.	Mr. Giridhar Nagaraj (Chief Financial Officer)	0.45	NA	NA***
9.	Ms. Chetna Dharajiya* (Company Secretary)	0.14	NA	NA***
10.	Mr. Kalpesh Dave** (Company Secretary)	0.06	NA	NA***

\* ceased from the post of Company Secretary w.e.f. November 30, 2022

\*\* Appointed as Company Secretary w.e.f. December 01, 2022

\*\*\* Part of the year, hence change in percentage of remuneration is not applicable/not comparable

# Appointed as Director w.e.f. November 29, 2022

- ii) The median remuneration of employees of the Company during the FY 2022-23 was ₹ 2,11,033/-.
- iii) In the FY 2022-23, there was an increase of 7.39% in the median remuneration of employees.
- iv) There were 2,435 permanent employees (including 207 apprentices) on the rolls of Company as on March 31, 2023.
- v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase/ (decrease) in the salaries of employees (other than the managerial personnel): 7.47%.

Average increase / (decrease) in remuneration of managerial personnel: (57.35)%.

The criteria for increase in remuneration of employees other than Managerial Personnel is based on an internal performance evaluation carried out by the Management annually, which is further based on overall performance of the Company, inflation, prevailing industry trends and benchmarks.



## ANNEXURE - J TO DIRECTORS' REPORT (Contd.)

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

The information required under provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members in electronics mode. Shareholders may write to the Company at investor-jcsl@ambujagroup.com in that regard, by mentioning "Request for Inspection" in the subject of the email.

For and on behalf of the Board of Directors

Place : Ahmedabad  
Date : 05<sup>th</sup> August, 2023

**MANISH GUPTA**  
Chairman & Managing Director  
(DIN: 00028196)



# INDEPENDENT AUDITOR'S REPORT

## REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

### OPINION

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act"), in the manner so required, and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting

principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its 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 financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### KEY AUDIT MATTERS

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

S. No.	Key Audit Matter	Auditor's Response
1	<b>Inventory Existence and its Valuation</b>  As of March 31, 2023, the Company's inventory amounted to 665.10 Cr. This inventory is held in the Company's plants, depots, and warehouses located throughout India. At each storage location, inventory is stored in various facilities such as warehouses, sheds, silos, containers, and yards. We gave special attention to this matter due to the following reasons: <ul style="list-style-type: none"><li>▶ The inventory balance significantly impacts the profit and financial position statements.</li><li>▶ Determining the exact quantities of inventory on hand is complex, given the large number, diverse locations, and varying storage facilities involved.</li></ul>	<p>We attended in inventory counts at selected locations, Chalisgaon, Himmatnagar and Kadi plants, based on their financial significance and risk. For locations we didn't attend, we assessed certain controls related to inventory existence and value.</p> <p>Our Audit procedures comprised:</p> <ul style="list-style-type: none"><li>▶ Choosing a sample of inventory items and comparing the counted quantities with the recorded quantities. We then verified any differences found during physical verification to ensure accurate accounting.</li><li>▶ Observing a sample of management's inventory count procedures to evaluate compliance with the company's process.</li></ul>



## INDEPENDENT AUDITOR'S REPORT (Contd.)

S. No.	Key Audit Matter	Auditor's Response
		<ul style="list-style-type: none"> <li>▶ Making inquiries about non-moving inventory items and examining the conditions of items counted.</li> <li>▶ Assessing a selection of controls over inventory existence across the company. Additionally, we confirmed the inventory held by a third party at port.</li> <li>▶ Checking approvals for reviewing selling prices, authorizing and recording costs, and ensuring that subsequent selling prices exceed the inventory's accounted value.</li> <li>▶ Testing the valuation of inventory in line with Indian Accounting Standard -2.</li> <li>▶ Testing the design, implementation, and effectiveness of key controls management established for provision computations and to ensure inventory provision accuracy.</li> </ul> <p>We identified no significant exceptions from these Procedures.</p>
2	<p><b>Capitalisation of Property , Plant and Equipment</b></p> <p>During the year , the company has capitalised Property, Plant and Equipment at Malda Plant which amounted to ₹ 263.01 crores. Further items of Property , Plant and Equipment that are ready for intended use at Malda Plant as determined by management have been capitalised.</p> <p>Significant level of judgement is involved to ensure that the aforesaid additions meet the recognition criteria of Ind AS 16-Property Plant and Equipment. As a result , the aforesaid matter was determined to be a key audit matter.</p>	<p>Our audit procedure included the following substantive procedures:</p> <ul style="list-style-type: none"> <li>▶ We assessed the nature of the additions made to Property, Plant and Equipment and capital work-in-progress on a test check basis to test that they meet the recognition criteria as set out in para 16 to 22 of Ind AS 16.</li> <li>▶ We assessed the capitalisation process and tested the design and operating effectiveness of the controls in the process.</li> <li>▶ Reviewed the project completion details provided by the management to determine whether the asset is in location and condition necessary for it to be capable of operating in the manner intended by the management.</li> <li>▶ Assessed the useful life of the capitalised property, plant and equipment is in line with the useful life given under the Companies Act, 2013 and disclosure is given for the assets for which useful life is different from the Companies Act, 2013.</li> </ul> <p>Based on the above procedures, management's assessment in respect of Capitalisation of Property, Plant and Equipment in the Standalone Financial Statements are considered to be adequate.</p>





## INDEPENDENT AUDITOR'S REPORT (Contd.)

### INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to the Board's Report, Management Discussion and Analysis, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditors' report thereon. The other information is expected to be made available to us after the date of this auditors' report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditors' responsibilities relating to other Information'. We have nothing to report in this regard.

### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act and the rules thereunder, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are 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 or Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

## INDEPENDENT AUDITOR'S REPORT (Contd.)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### OTHER MATTER

The standalone financials statement of the Company for the year ended March 31, 2022 have been audited by the predecessor auditor who expressed an unmodified opinion on those standalone financials statements on May 28, 2022. Our report on the standalone financial statements is not modified in respect of this matter.

### 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 Act, we give in the 'Annexure A', 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 Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the standalone financial statements comply with the Ind AS specified under section 133 of the Act and the Rules thereunder, as amended.
  - (e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to the financial statements and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B' to this report.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of sub-section (16) of Section 197 of



## INDEPENDENT AUDITOR'S REPORT (Contd.)

the Act, as amended, we report that to the best of our information and according to the explanations given to us, remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- (h) With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Please refer Note No. 33.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in

writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as provided in (a) and (b) above, contain any material misstatement.
- (v) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 14 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

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

For **Kantilal Patel & Co.,**  
Chartered Accountants  
Firm's Registration No.: 104744W

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

Place: Ahmedabad  
Date: May 06, 2023  
UDIN: 23153599BGVAXN6185

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report of even date to the members of Gujarat Ambuja Exports Limited)

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and the records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and the relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so as to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) Based on our examination of the property tax receipts, registered sale deed/ transfer deed/ conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the standalone financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date, except the following:

Description of the property, including location, identification number from land records, municipal records, etc.	Gross carrying amount as per balance sheet of the Client (Amount in ₹ crores)	Name of the party(s) who are holding the title of the immovable property	Whether the immovable property is held in the name of the promoter, director or their relative or employee?	In whose name is the property held?	Period of Holding	Reason for the immovable property not being held in the name of the Client
Hulsogi Village Shiggaon S. No. 200	0.19	Suresh S/o. Basavanappa Kunnur	No	Suresh S/o. Basavanappa Kunnur	11 Years	The title deeds are in process of being transferred in the name of the company

- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such verification.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks on the basis of security of current assets. The quarterly returns/statements filed by the Company with such banks are in agreement with the books of account of the Company.
- (iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms and limited liability partnerships or any other parties covered in the register maintained under section 189 of the Act. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) The Company has not granted any loans, made investments or provided guarantees or securities during the year. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.



## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing the undisputed statutory dues including Goods and Services Tax, provident fund,

(c) The details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes, are given below:

Name of the Statute	Nature of the Dues	Amount (₹ in crores)	Period to which the amount relates	Forum where dispute is pending
The Income-tax Act, 1961	Income Tax	11.50	2015-16	CIT(A)
The Income-tax Act, 1961	Income Tax	22.13	2016-17	CIT(A)
The Income-tax Act, 1961	Income Tax	18.82	2017-18	CIT(A)
The Customs Act, 1962	Custom Duty	0.04	2003-04	Commissioner of Customs
The Customs Act, 1962	Custom Duty	0.10	2022-23	Commissioner of Customs
The Bombay Electricity Duty Act, 1958	Additional Demand Charges (Electricity Duty)	2.36	2008-09	Consumer Grievances Forum
The Food and Safety Standards Act, 2006	Not meeting food and safety Standards	0.02	2019-20	Food and Safety Tribunal
The Food and Safety Standards Act, 2006		0.03	2019-20	Food and Safety Tribunal

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (43 of 1961).

(ix) (a) The Company is regular in repayment of loans or other borrowings or in payment of interest thereon to lenders.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or government authority.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) According to the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report

employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable, to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of 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 other material statutory dues, as applicable, in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) 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) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or





## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

- optionally) and hence, reporting under clause 3(x) (b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- (c) As represented to us by the management of the Company, there are no whistle blower complaints received by the Company during the year.
- (xii) In our opinion, the Company is not a Nidhi company. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion, the Company is in compliance with Section 177 and Section 188 of the Act with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion, during the year, the Company has not entered into non-cash transactions with directors or persons connected with its directors, and hence, provisions of section 192 of Act are not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clauses 3(xvi)(a), (b), and (c) of the Order is not applicable to the Company.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Hence, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the board of directors and management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of the 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) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with the second proviso to sub-section (5) of Section 135 of the Act. Accordingly, reporting under clause 3(xx) (a) of the Order is not applicable.
- (b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a special account within a period of thirty days from the end of the financial year in compliance with the provisions of sub-section (6) of Section 135 of the Act.

For **Kantilal Patel & Co.,**  
Chartered Accountants  
Firm's Registration No.: 104744W

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

Place: Ahmedabad  
Date: May 06, 2023  
UDIN: 23153599BGVAXN6185



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' section of our report of even date to the members of Gujarat Ambuja Exports Limited)

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS UNDER SECTION 143(3)(I) OF THE ACT**

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') 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 Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **AUDITOR'S RESPONSIBILITY**

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 issued by the ICAI and the SAs prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those SAs 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to the standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding

of internal financial controls over financial reporting with reference to the standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to the standalone financial statements.

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external

purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to the standalone financial statements 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 issued by the ICAI.

For **Kantilal Patel & Co.,**  
Chartered Accountants  
Firm's Registration No.: 104744W

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

Place: Ahmedabad  
Date: May 06, 2023  
UDIN: 23153599BGVAXN6185



# STANDALONE BALANCE SHEET

AS AT MARCH 31, 2023

(Amount in Crores)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	2.1	1,037.97	764.39
(b) Capital work-in-progress	2.1	86.99	245.97
(c) Right-of-Use Assets	2.2	3.44	6.19
(d) Other Intangible Assets	2.3	0.72	0.41
(e) Financial Assets			
(i) Investments	3	101.14	63.59
(ii) Other Financial Assets	4	7.15	5.55
(f) Non Current Tax Assets (Net)		5.14	5.14
(g) Other Non Current Assets	5	16.60	34.98
<b>Total Non-Current Assets</b>		<b>1,259.15</b>	<b>1,126.22</b>
<b>(2) Current Assets</b>			
(a) Inventories	6	665.10	666.16
(b) Financial Assets			
(i) Investments	7	575.59	662.10
(ii) Trade Receivables	8	277.96	224.41
(iii) Cash and cash equivalents	9	93.97	10.14
(iv) Bank Balances other than (iii) above	10	6.21	7.83
(v) Other Financial assets	11	5.81	8.31
(c) Other current assets	12	72.81	57.12
<b>Total</b>		<b>1,697.45</b>	<b>1,636.07</b>
Assets Held for sale ( Refer Note No.47)		3.96	1.73
<b>Total Current Assets</b>		<b>1,701.41</b>	<b>1,637.80</b>
<b>TOTAL ASSETS [ 1 + 2 ]</b>		<b>2,960.56</b>	<b>2,764.02</b>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	13	22.93	22.93
(b) Other Equity	14	2,420.00	2,104.29
<b>Total Equity</b>		<b>2,442.93</b>	<b>2,127.22</b>
<b>(2) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15 A	3.09	2.62
(ii) Lease Liability	15 B	2.09	5.98
(b) Provisions	16	7.39	6.93
(c) Deferred Tax Liabilities (Net)	17 C	57.42	45.49
(d) Other Liabilities	18	7.76	12.35
<b>Total Non-Current Liabilities</b>		<b>77.75</b>	<b>73.37</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	217.58	266.19
(ii) Lease Liability	15 B	3.89	3.28
(iii) Trade Payables	20		
a) Total outstanding dues of Micro Enterprises & Small Enterprises		7.72	4.55
b) Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises		136.98	183.13
(iv) Other Financial Liabilities	21	20.49	19.18
(b) Other Current Liabilities	22	45.36	78.27
(c) Provisions	23	5.05	5.40
(d) Liabilities for Current Tax (Net)	24	2.81	3.43
<b>Total Current Liabilities</b>		<b>439.88</b>	<b>563.43</b>
<b>TOTAL EQUITY &amp; LIABILITIES [ 1 + 2 + 3 ]</b>		<b>2,960.56</b>	<b>2,764.02</b>

Summary of significant accounting policies.

1

The accompanying notes form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For **KANTILAL PATEL & CO**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104744W

**MANISH GUPTA**  
Chairman & Managing Director  
DIN: 00028196

**SANDEEP AGRAWAL**  
Whole-Time Director  
DIN: 00027244

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

**GIRIDHAR NAGARAJ**  
Chief Financial Officer  
Membership No.: 023732

**KALPESH DAVE**  
Company Secretary  
Membership No.: A32878

Place: Ahmedabad  
Date : May 06, 2023

Place: Ahmedabad  
Date : May 06, 2023



# STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

(Amount in Crores)

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>I REVENUE</b>			
Revenue from Operations	25	4,908.99	4,670.31
Other Income	26	73.88	54.04
<b>Total Income (I)</b>		<b>4,982.87</b>	<b>4,724.35</b>
<b>II EXPENSES</b>			
Cost of Materials Consumed	27	3,285.01	2,626.17
Purchases of Stock-in-trade	28	346.05	507.41
Changes in Inventories of Finished goods, Stock-in-trade and Work-in-progress	29	(84.49)	87.60
Employee Benefits Expense	30	121.21	147.77
Finance Costs	31	13.26	5.68
Depreciation and Amortisation Expense	2	94.66	97.33
Other Expenses	32	765.97	614.22
<b>Total Expenses (II)</b>		<b>4,541.67</b>	<b>4,086.18</b>
<b>III Profit Before Exceptional Items and Tax (I-II)</b>		<b>441.20</b>	<b>638.17</b>
<b>IV Exceptional Items</b>		-	-
<b>V Profit Before Tax (III-IV)</b>		<b>441.20</b>	<b>638.17</b>
<b>VI Tax Expense:</b>			
(1) Current Tax	17A	99.24	161.00
(2) Deferred Tax	17C	11.79	1.73
<b>Total Tax Expenses</b>		<b>111.03</b>	<b>162.73</b>
<b>VII Profit for the Year ( V-VI )</b>		<b>330.17</b>	<b>475.44</b>
<b>Other Comprehensive Income</b>			
(i) Item that will not be reclassified to profit or loss in subsequent periods:			
(a) Remeasurements of the defined benefit plans		0.59	0.01
(b) Income Tax effect (P.Y. ₹ 19,806)		(0.15)	(0.00)
		<b>0.44</b>	<b>0.01</b>
(ii) Item that will be reclassified to profit or loss in subsequent periods:		-	-
<b>VIII Total Other Comprehensive Income ( for the year net of tax ) (i-ii)</b>		<b>0.44</b>	<b>0.01</b>
<b>IX Total Comprehensive Income for the Year ( Net of Tax ) (VII+VIII)</b>		<b>330.61</b>	<b>475.45</b>
Earning per share (Face Value of ₹ 1 each, P.Y. ₹ 1 each)			
- Basic	37	14.40	20.73
- Diluted	37	14.40	20.73

Summary of significant accounting policies.

1

The accompanying notes form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For **KANTILAL PATEL & CO**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104744W

**MANISH GUPTA**  
Chairman & Managing Director  
DIN: 00028196

**SANDEEP AGRAWAL**  
Whole-Time Director  
DIN: 00027244

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

**GIRIDHAR NAGARAJ**  
Chief Financial Officer  
Membership No.: 023732

**KALPESH DAVE**  
Company Secretary  
Membership No.: A32878

Place: Ahmedabad  
Date : May 06, 2023

Place: Ahmedabad  
Date : May 06, 2023





# STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit Before Tax</b>	441.20	638.17
<b>Adjustments for:</b>		
Depreciation and Amortisation Expenses	94.66	97.46
Deferred Income from Government Grants	(1.65)	(2.07)
Dividend Income	(4.44)	(2.56)
Net loss/(gain) on Sale/fair value of Non-Current Investment FVTPL	(4.34)	(9.05)
Provision/(write back) for Doubtful Debts and Advances	0.06	0.05
Bad debts recovered	(0.08)	(0.05)
Loss on Discarding of Asset & Sale of Assets	0.85	0.04
(Gain) / Loss on Disposal of Property, Plant and Equipment	(0.01)	(1.36)
Interest Income	(52.64)	(26.83)
Finance Costs	9.82	1.08
Remeasurements of the Defined Benefit Plans	0.59	0.01
<b>Operating Profit before Working Capital changes</b>	<b>484.02</b>	<b>694.89</b>
<b>Adjustments for:</b>		
Decrease/(Increase) in Other Assets (Current and Non-Current)	(15.89)	(10.25)
Decrease/(Increase) in Other Financial Asset (Current and Non-Current)	2.22	2.16
Decrease/(Increase) in Trade Receivables	(53.53)	0.96
Decrease/(Increase) in Inventories	1.06	57.26
(Decrease)/Increase in Other Current Financial Liabilities	(0.11)	0.58
(Decrease)/Increase in Provision (Current and Non-Current)	0.11	(0.50)
(Decrease)/Increase in Other Liabilities (Current and Non-Current)	(35.98)	(2.58)
(Decrease)/Increase in Trade Payable	(42.98)	17.52
<b>Cash generated from Operations</b>	<b>338.92</b>	<b>760.04</b>
Direct Taxes Paid (net of refunds)	(99.85)	(164.20)
<b>Cash flows before Exceptional Items</b>	<b>239.07</b>	<b>595.84</b>
Exceptional items	-	-
<b>Net Cash flow generated from Operating Activities (A)</b>	<b>239.07</b>	<b>595.84</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceeds on sale of Property, Plant and Equipments	0.24	1.92
Capital expenditure on payment towards Property, Plant and Equipment including Capital Advances and Capital work-in-progress	(190.03)	(285.50)
Purchase of Intangibles Assets	(0.37)	(0.03)
Proceeds from Sale/Maturity of Non-Current Investments	0.59	6.07
Purchase of Non-Current Investments	(33.81)	(24.98)
Proceeds from Sale/Maturity of Current Investments	565.23	860.52
Purchase of Current Investments	(478.72)	(1,366.65)
Investment in Bank Deposits (having maturity more than 3 months)	1.35	(1.78)
Fixed deposits with Banks (placed)/realised (Net) (having maturity more than 12 months)	(1.57)	0.88
Change in Government Grant	0.14	5.28
Interest Income	52.89	24.72
Dividend Income	4.44	2.56
<b>Net Cash flow generated from / (used in) Investing Activity (B)</b>	<b>(79.62)</b>	<b>(776.99)</b>



**STANDALONE STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Payment of principal portion of Lease Obligation	(3.28)	(1.47)
Finance Cost Paid (Including interest on lease obligation)	(9.28)	(1.06)
Change in Non-Current Borrowings	0.46	0.50
Proceeds/(Repayment) of Current Borrowings (Net)	(48.61)	115.58
Dividend Paid	(14.91)	(13.76)
<b>Net Cash flow generated from / (used in) Financing Activity (C)</b>	<b>(75.62)</b>	<b>99.79</b>
<b>Net increase / (decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>83.83</b>	<b>(81.36)</b>
<b>Cash and Cash Equivalents at the beginning of the Year</b>	<b>10.14</b>	<b>91.50</b>
<b>Cash and Cash Equivalents at year End</b>	<b>93.97</b>	<b>10.14</b>

**Notes:**

- The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- The Company has total sanction limit of ₹ 649.00 Crores (P.Y. ₹ 549.00 Crores) with banks, out of which ₹ 217.58 Crores (P.Y. ₹ 266.19 Crores) has been utilised.
- Changes in Liabilities arising from Financial Activities

Particulars	As at March 31, 2022	Cash Flows	Non Cash Changes		As at March 31, 2023
			Fair Value Changes	Current/Non-Current Classification	
Borrowings Non-Current	2.62	0.47	-	-	3.09
Borrowings Current	266.19	(48.61)	-	-	217.58

Particulars	As at March 31, 2021	Cash Flows	Non Cash Changes		As at March 31, 2022
			Fair Value Changes	Current/Non-Current Classification	
Borrowings Non-Current	2.12	0.50	-	-	2.62
Borrowings Current	150.61	115.58	-	-	266.19

**The accompanying notes form an integral part of the financial statements**

**As per our report of even date**

For **KANTILAL PATEL & CO**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104744W

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

Place: Ahmedabad  
Date : May 06, 2023

**For and on behalf of the Board of Directors**

**MANISH GUPTA**  
Chairman & Managing Director  
DIN: 00028196

**GIRIDHAR NAGARAJ**  
Chief Financial Officer  
Membership No.: 023732

Place: Ahmedabad  
Date : May 06, 2023

**SANDEEP AGRAWAL**  
Whole-Time Director  
DIN: 00027244

**KALPESH DAVE**  
Company Secretary  
Membership No.: A32878

# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

## I. CURRENT REPORTING PERIOD

Particulars	Attributable to the Equity Holders of the Company									(Amount in Crores)
	Number of Equity Share	Equity Share Capital	Reserves & Surplus					Total Equity		
			Retained Earnings		Capital Subsidy	Amalgamation Reserve Account	Securities Premium Account			
			General Reserve	Net Surplus in Statement of Profit & Loss						
Balance at the beginning of the current reporting period	22,93,35,330	22.93	193.30	1,897.69	1.25	0.02	0.89	11.15	2,127.22	
Changes in accounting policy or prior period items	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-
Add: Profit for the Year	-	-	-	330.17	-	-	-	-	330.17	
Add (Less): Other Comprehensive Income	-	-	-	0.44	-	-	-	-	0.44	
Total Comprehensive Income	-	-	-	-	-	-	-	-	-	-
Transactions with Owners in their capacity as Owners:	-	-	-	-	-	-	-	-	-	-
Dividend Paid (Refer Note No.14)	-	-	-	(14.91)	-	-	-	-	(14.91)	
Balance at the end of the current reporting period	22,93,35,330	22.93	193.30	2,213.39	1.25	0.02	0.89	11.15	2,442.93	

## II. PREVIOUS REPORTING PERIOD

Particulars	Attributable to the Equity Holders of the Company								Total Equity
	Number of Equity Share	Equity Share Capital	Reserves & Surplus						
			Retained Earnings		Capital Subsidy	Amalgamation Reserve Account	Securities Premium Account	Capital Redemption Reserve	
			General Reserve	Net Surplus in Statement of Profit & Loss					
Balance at the beginning of the previous reporting period	22,93,35,330	22.93	193.30	1,436.00	1.25	0.02	0.89	11.15	1,665.54
Changes in accounting policy or prior period items	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-	-	-	-
Add: Profit for the Year	-	-	-	475.44	-	-	-	-	475.44
Add [Less]: Other Comprehensive Income	-	-	-	0.01	-	-	-	-	0.01
Total Comprehensive Income	-	-	-	-	-	-	-	-	-



STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	Attributable to the Equity Holders of the Company									Total Equity
	Number of Equity Share	Equity Share Capital	Reserves & Surplus							
			Retained Earnings		Capital Subsidy	Amalgamation Reserve Account	Securities Premium Account	Capital Redemption Reserve		
			General Reserve	Net Surplus in Statement of Profit & Loss						
Transactions with Owners in their capacity as Owners:	-	-	-	-	-	-	-	-	-	-
Dividend Paid (Refer Note No.14)	-	-	-	(13.76)	-	-	-	-	-	(13.76)
Balance at the end of the previous reporting period	22,93,35,330	22.93	193.30	1,897.69	1.25	0.02	0.89	11.15	2,127.22	

The accompanying notes form an integral part of the financial statements

As per our report of even date

For **KANTILAL PATEL & CO**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104744W

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

Place: Ahmedabad  
Date : May 06, 2023

For and on behalf of the Board of Directors

**MANISH GUPTA**  
Chairman & Managing Director  
DIN: 00028196

**GIRIDHAR NAGARAJ**  
Chief Financial Officer  
Membership No.: 023732

Place: Ahmedabad  
Date : May 06, 2023

**SANDEEP AGRAWAL**  
Whole-Time Director  
DIN: 00027244

**KALPESH DAVE**  
Company Secretary  
Membership No.: A32878





# NOTES TO STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

## 1.1 COMPANY INFORMATION

Gujarat Ambuja Exports Limited (Company) is a Public Limited Company domiciled in India. The Company has its registered office at "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, PO Thaltej, Ahmedabad, Gujarat, 380059. The Company is an Agro Processing conglomerate with various manufacturing plants at different locations in States of Gujarat, Maharashtra, Madhya Pradesh, Uttarakhand, Karnataka and West Bengal. The Company's product profile includes Solvent Extraction comprising of all types of Oil Seed Processing, Edible Oil Refining, Spinning, Maize based Starch and its derivatives, Wheat Processing / Cattle Feed and Power Generation through Wind Mills, Bio gas, Thermal Power & Solar Plant mainly for internal consumption. The Company's shares are listed on BSE and NSE.

The Board of directors approved the standalone financials statements for the year ended March 31, 2023 and authorised for issue on May 06, 2023.

## 1.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

### (i) Compliance with Ind-AS

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) including the Companies (Indian Accounting Standards) Amendment Rules, 2019.

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values.

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

### (ii) Current versus Non-Current Classification

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that

require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 1.3. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

- (iii) In addition the financial statements are prepared in INR and values are rounded to the nearest crores except when otherwise indicated.

## 1.3 CRITICAL ESTIMATES AND JUDGMENTS

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgment in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgment are:

Government grant - refer note 1.6

Estimation of current tax expenses - refer note 1.7

Estimation of Defined benefit obligation - refer note 1.15

## 1.4 FAIR VALUE MEASUREMENT

The Company measures financial instruments, such as, derivatives at fair value as per Ind AS 113 at each balance sheet date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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





## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

- ▶ Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- ▶ Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

### 1.5 REVENUE RECOGNITION

The Company earns revenue primarily from sale of maize starch and derivatives, raw and refined soya oil, and soya de-oiled cake. The Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

The transaction price of goods sold is net of variable consideration on account of various discounts offered by the Company as the part of contract. Revenue (net of variable consideration) is recognised only to the extent that is highly probable that amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

GST is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

#### **Sale of goods**

Revenue from the sale of goods is recognised when control of the goods have passed to the buyer, usually on delivery of the goods. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non

cash consideration, and consideration payable to the customer (if any).

#### **Interest income**

Interest income on financial asset is recognised using the effective interest rate (EIR) method.

#### **Dividends**

Dividend income from investment is accounted for when the right to receive is established, which is generally when shareholders approve the dividend.

#### **Other Income**

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

#### **Contract Balances:**

##### **Trade Receivables:**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer note 1.16 Financial instruments – initial recognition and subsequent measurement.

##### **Contract Liabilities:**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Revenue for the same is recognised when the Company performs under the contract.

### 1.6 GOVERNMENT GRANTS

- a Government grants are recognised in accordance with the terms of the respective grant on accrual basis considering the status of compliance of prescribed conditions and ascertainment that the grant will be received.
- b Government grants related to revenue are recognised on a systematic and gross basis in the Statement of Profit and Loss over the period during which the related costs intended to be compensated are incurred.
- c Government grants related to assets are recognised as income in equal amounts over the expected useful life of the related asset.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

- d When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual installments.

### 1.7 TAXES

Tax expense comprises of current tax and deferred tax.

#### Current income tax

- a Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- b Current tax items are recognised in correlation to the underlying transaction either in Profit and Loss, Other Comprehensive Income or directly in equity.

#### Deferred Tax

- a Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
- b Deferred tax liabilities are recognised for all taxable temporary differences.
- c Deferred tax assets are recognised for all deductible temporary differences, the carry forward of any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax losses can be utilised.
- d The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- e Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled,

based on tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date.

- f Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.
- g 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.

### 1.8 Property, Plant and Equipment (PPE)

Property, Plant and Equipment (PPE) (including Capital work in progress) are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises the purchase price, borrowing costs, if capitalisation criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use.

Capital Work in progress included in PPE is stated at cost, net accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term constructions projects if the recognition criteria is met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Borrowing cost relating to acquisition/construction of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013 except for the assets mentioned below for which useful lives estimated by the management. The identified component of fixed assets are depreciated over the useful lives and the remaining components are depreciated over the life of the principal assets.

In respect of Power Plant, Biogas Engines and Solar Plants, the Company based on technical evaluation, identified the assets and components and reassessed the remaining useful lives of tangible fixed assets and depreciation is provided accordingly.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The following is the useful life of each category of assets in respect of Power Plant, Biogas Engines and solar plant:

Asset Description	Life of Asset (Years)
Plant and Machineries of Thermal Power Plant	3 to 25 years
Solar Plant	25 years
Biogas Engines	10 years

Further, the Company evaluated the useful life of certain components of Plant and Machinery, the impact of which is not material.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Further, the Company evaluated the useful life of certain components of Plant and Machinery, the impact of which is not material. Assets costing ₹ 5,000 or less are fully depreciated in the year of purchase. Leasehold land is amortised over the period of lease. Leasehold improvements are amortised over the period of lease or estimated useful life, whichever is lower.

### 1.9 INTANGIBLE ASSETS

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expenses on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of Profit or Loss when the asset is derecognised.

#### Useful lives of intangible assets

Asset Description	Life of Asset (Years)
Trade Mark	10 years
Computer Software	10 years

### 1.10 BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

General borrowing costs are capitalised at the weighted average of such borrowings outstanding during the year.

### 1.11 LEASES

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Company as a lessee:

### 1. 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 cost incurred and Lease payment 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 the lease term and the estimated useful lives of the assets is over the balance period of lease agreement. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. ( Refer Note No.2.2 )

### 2. Lease Liabilities

- a. 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.
- b. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date. 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.

### 3. 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 and do not contain a purchase option). 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. ( Refer Note No. 2.2 )" )

## 1.12 INVENTORIES

Inventories are valued as under:

### a RAW MATERIALS, PACKING MATERIALS AND STORES & SPARES :

Valued at lower of cost or net realisable value and for this purpose cost is determined on weighted average basis. Due provision for obsolescence is made.

### b FINISHED GOODS & WORK IN PROGRESS :

At cost or net realisable value, whichever is lower. Cost is determined on absorption basis. Due provision for obsolescence is made.

### c BY- PRODUCTS :

At net realisable value

### d STOCK-IN-TRADE :

Valued at lower of cost or net realisable value and for this purpose cost is determined on weighted average basis.

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

## 1.13 IMPAIRMENT OF FINANCIAL ASSETS & NON-FINANCIAL ASSETS

### a Financial Assets

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the Statement of Profit and Loss.

### **b Non-Financial Assets**

Intangible assets and Property, Plant and Equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior year.

Impairment is determined for goodwill by assessing the recoverable amount of each Cash Generating Unit (i.e. CGU) (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at year end at the

CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

### **1.14 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

- a Provisions are recognised when the Company has present obligation (legal or constructive) as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

Contingent Liabilities are disclosed by way of notes to Financial Statements. Contingent assets are not recognised in the financial statements but are disclosed in the notes to the financial statements where an inflow of economic benefits is probable. Provisions and contingent liabilities are reviewed at each Balance Sheet date.

- b If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

### **1.15 EMPLOYEE BENEFITS**

#### **a Short Term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, short term compensated absences etc., and the expected cost of bonus, ex-gratia are recognised in the period in which the employee renders the related service.

#### **b Post-Employment Benefits:**

##### **i) Defined Contribution Plans:**

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined contribution plans.

The contribution paid / payable under the schemes is recognised during the period in which the employees render the related services.

##### **ii) Defined Benefit Plans:**

The Employee's Gratuity Fund Scheme and compensated absences is Company's defined benefit plans. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation





## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government Securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

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

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligations under the defined benefit plans, to recognise the obligation on net basis.

Gains or losses on the curtailment or settlement of any defined benefits plans are recognised when the curtailment or settlement occurs. Past service cost is recognised as expense on a straight-line basis over the average period until the benefits become vested.

### **c Long Term Employee Benefits:**

The employees' long term compensated absences are Company's defined benefit plans. The present value of the obligation is determined based on the actuarial valuation using the projected unit credit method as at the date of the balance sheet. In case of funded plans, the full value of plan assets is reduced from the gross obligation to recognise the obligation on the net basis.

## **1.16 FINANCIAL INSTRUMENTS**

### **Initial Recognition and Measurement:**

The Company recognises a financial asset in its balance sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction cost that are attributable to the acquisition of the financial asset.

Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 inputs as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognised as a gain in the Statement of Profit and Loss only to the extent the such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

However trade receivables that do not contain a significant financing component are measured at transaction price.

### **Investments and other financial assets**

#### **(i) Classification**

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

- (1) those to be measured subsequently at fair value (either through other comprehensive income or through the Statement of Profit and Loss), and



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(2) those measured at amortised cost.

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

### (ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

### Derivative Financial Instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts its foreign currency risks. Such derivative financial instrument recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as Financial liabilities when the fair value is negative.

Any gain & losses arising from the change in Fair Value of Derivative are taken directly to Profit & Loss Account

### Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

#### (1) Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

#### (2) Fair value through other comprehensive Income:

Assets that do not meet the criteria for amortised cost are measured at fair value through Other Comprehensive Income. Interest income from these financial assets is included in other income.

### Equity Instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on

specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

### Equity Investments in subsidiary

Investments in subsidiaries are measured at cost as per Ind AS 27 - Separate Financial Statements. All equity investments in scope of Ind AS 109 are measured at fair value. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income or FVTPL subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and its irrevocable"

### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised (i.e. removed from the Company's balance sheet) when any of the following occurs:

- i. The contractual rights to cash flows from the financial asset expires;
- ii. The Company transfers its contractual rights to received cash flows of the financial assets and has substantially transferred all the risk and rewards of ownership of the financial assets;
- iii. The Company retains the contractual rights to receive cash flows but assumes a contractual obligations to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
- iv. The Company neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

In cases where Company has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial assets, the Company continues to recognise such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Company also recognises an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On De-recognition of a financial asset (except as mentioned in ii above for financial assets measured a



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

FVTOCI), the difference between the carrying amount and the consideration received is recognised in the Statement of Profit and Loss.

### **Financial liabilities:**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

### **1.17 CASH AND CASH EQUIVALENTS**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### **1.18 CASH FLOW STATEMENT**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i. changes during the period in inventories and operating receivables and payables, transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, and unrealised foreign currency gains and losses etc.; and
- iii. all other items for which the cash effects are investing or financing cash flows

### **1.19 NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE**

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Such Non-current assets which are classified as held for sale are not depreciated or amortised from the date when such assets are classified as held for sale.

## **1.20 KEY ACCOUNTING ESTIMATES AND JUDGMENTS**

The preparation of the Company's Financial Statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### **Critical Accounting Estimates and Assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

#### **A. Income Taxes**

The Company's tax jurisdiction is India. Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions (Refer note 17).

#### **B. Property, Plant and Equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### C. Defined Benefit Obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with IND AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 39, 'Employee benefits'.

### D. Fair Value Measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgments and assumptions.

### 1.21 RECENT ACCOUNTING PRONOUNCEMENTS ISSUED BUT NOT YET EFFECTIVE

In March 2023, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards)

Amendment Rules, 2023 which amended certain Ind AS as explained below:

- a. **Ind AS 1 – Presentation of Financial Statements** – the amendment prescribes disclosure of material accounting policies instead of significant accounting policies. The impact of the amendment on the Financial Statements is expected to be insignificant basis the preliminary evaluation.
- b. **Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors** – the amendment added definition of accounting estimate and clarifies what is accounting estimate and treatment of change in the accounting estimate and accounting policy. There is no impact of the amendment on the Financial Statements basis the preliminary evaluation.
- c. **Ind AS 12 – Income taxes** – the definition of deferred tax asset and deferred tax liability is amended to apply initial recognition exception on assets and liabilities that does not give rise to equal taxable and deductible temporary differences. There is no impact of the amendment on the Financial Statements basis the preliminary evaluation. The above amendments are effective from annual periods beginning on or after April 01, 2023.



**2.1 PROPERTY, PLANT AND EQUIPMENT (REFER NOTE NO 1.8)**

	Freehold Land	Leasehold Land	Leasehold Improvements	Building	Windmill/ Solar	Plant and Equipment	Office Equipment	Office Equipment -Computers	Furniture and Fixture	Vehicles	Total
(Amount in Crores)											
<b>Gross Carrying Amount</b>											
<b>As at April 01, 2021</b>	37.44	30.66	11.26	211.37	33.78	798.62	7.11	1.43	2.83	7.11	1,141.61
Additions	0.81	-	-	10.16	-	125.19	0.32	0.19	0.01	0.91	137.59
Disposals (₹ 29,660)	(0.10)	-	-	-	-	(6.45)	*0.00	-	-	(0.65)	(7.20)
Discard	-	-	-	-	-	(0.30)	(0.06)	(0.01)	-	-	(0.37)
<b>At March 31, 2022</b>	<b>38.15</b>	<b>30.66</b>	<b>11.26</b>	<b>221.53</b>	<b>33.78</b>	<b>917.06</b>	<b>7.37</b>	<b>1.61</b>	<b>2.84</b>	<b>7.37</b>	<b>1,271.63</b>
Additions	7.82	2.43	-	52.16	3.86	298.82	0.62	0.41	0.12	2.52	368.76
Disposals	-	-	-	-	-	(0.37)	-	-	-	(0.69)	(1.06)
Discard	-	-	-	(0.22)	-	(28.35)	(0.14)	(0.18)	(0.09)	(0.14)	(29.12)
<b>At March 31, 2023</b>	<b>45.97</b>	<b>33.09</b>	<b>11.26</b>	<b>273.47</b>	<b>37.64</b>	<b>1,187.16</b>	<b>7.85</b>	<b>1.84</b>	<b>2.87</b>	<b>9.06</b>	<b>1,610.21</b>
<b>Depreciation</b>											
<b>At April 01, 2021</b>	-	(1.50)	(4.58)	(45.16)	(12.40)	(346.39)	(5.17)	(0.98)	(0.89)	(2.74)	(419.81)
Depreciation Charge for the Year	-	(0.34)	(1.24)	(8.81)	(2.16)	(79.53)	(0.83)	(0.14)	(0.30)	(0.94)	(94.29)
Disposals (₹ 19652)	-	-	-	-	-	6.02	*0.00	-	-	0.51	6.53
Discard	-	-	-	-	-	0.26	0.06	0.01	-	-	0.33
<b>At March 31, 2022</b>	<b>-</b>	<b>(1.84)</b>	<b>(5.82)</b>	<b>(53.97)</b>	<b>(14.56)</b>	<b>(419.64)</b>	<b>(5.94)</b>	<b>(1.11)</b>	<b>(1.19)</b>	<b>(3.17)</b>	<b>(507.24)</b>
Depreciation Charge for the Year	-	(0.34)	(1.06)	(9.22)	(2.17)	(77.16)	(0.42)	(0.20)	(0.29)	(0.99)	(91.85)
Disposals	-	-	-	-	-	0.27	-	-	-	0.61	0.88
Discard	-	-	-	0.20	-	25.28	0.12	0.17	0.09	0.11	25.97
<b>At March 31, 2023</b>	<b>-</b>	<b>(2.18)</b>	<b>(6.88)</b>	<b>(62.99)</b>	<b>(16.73)</b>	<b>(471.25)</b>	<b>(6.24)</b>	<b>(1.14)</b>	<b>(1.39)</b>	<b>(3.44)</b>	<b>(572.24)</b>
<b>Net carrying value</b>											
<b>At March 31, 2023</b>	<b>45.97</b>	<b>30.91</b>	<b>4.38</b>	<b>210.48</b>	<b>20.91</b>	<b>715.91</b>	<b>1.61</b>	<b>0.70</b>	<b>1.48</b>	<b>5.62</b>	<b>1,037.97</b>
<b>At March 31, 2022</b>	<b>38.15</b>	<b>28.82</b>	<b>5.44</b>	<b>167.56</b>	<b>19.22</b>	<b>497.42</b>	<b>1.43</b>	<b>0.50</b>	<b>1.65</b>	<b>4.20</b>	<b>764.39</b>





NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Particulars	Capital Work-in-Progress			
	Buildings	Plant and Equipment	Others	Total CWIP
<b>Gross Carrying Amount</b>				
<b>As at April 01, 2021</b> *(₹ 31500)	9.74	96.57	*0.00	106.31
Additions	18.97	256.70	1.58	277.25
Capitalisation	(10.97)	(125.19)	(1.43)	(137.59)
Discard	-	-	-	-
<b>At March 31, 2022</b>	<b>17.74</b>	<b>228.08</b>	<b>0.15</b>	<b>245.97</b>
Additions	48.10	154.92	4.35	207.37
Capitalisation	(59.98)	(302.70)	(3.67)	(366.35)
Discard	-	-	-	-
<b>At March 31, 2023</b>	<b>5.86</b>	<b>80.30</b>	<b>0.83</b>	<b>86.99</b>

(Amount in Crores)

Plant Name	Ageing of Capital Work in Progress as on March 31, 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>a. Projects in progress</b>					
Starch Plant at Malda	24.23	1.64	-	-	25.87
Capacity expansion at Uttrakhand	33.71	0.02	-	-	33.73
Sorbitol plant at Hubli	19.48	2.09	0.50	-	22.07
Others	4.50	0.82	-	-	5.32
<b>b. Projects temporarily suspended</b>	-	-	-	-	-
<b>Total</b>	<b>81.92</b>	<b>4.57</b>	<b>0.50</b>	<b>-</b>	<b>86.99</b>

(Amount in Crores)

Plant Name	Ageing of Capital Work in Progress as on March 31, 2022				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>a. Projects in progress</b>					
Starch Plant at Malda	136.66	33.21	0.50	0.30	170.67
Power Plant at Hubli	41.03	2.91	-	-	43.94
Sorbitol plant at Hubli	2.09	0.50	-	-	2.59
Capacity expansion at Uttarakhand	17.73	0.59	-	-	18.32
Capacity expansion at Chalisgaon	8.29	-	-	-	8.29
Others	2.16	-	-	-	2.16
<b>b. Projects temporarily suspended</b>	-	-	-	-	-
<b>Total</b>	<b>207.96</b>	<b>37.21</b>	<b>0.50</b>	<b>0.30</b>	<b>245.97</b>

Notes :-

- The projects mentioned above are expected to complete as per plan and there are no projects which are overdue or has exceeded its cost compared to its original plan.
- Freehold Land includes ₹ 0.19 Crores (P.Y. ₹ 0.19 Crores) which is in process of being transferred in the name of the Company.

**As at March 31, 2023**

Description of Item of Property	Held in the name of	Gross Carrying Value	Whether the title deed holder is a promoter, director or relative of Promoter / Director or employee if promoter/director	Property held since when	Reason for not being held in the name of company
Free Hold Land - Hubli	Suresh B. Kunnur	0.19	No	2012	Execution of sale deed is under process



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**As at March 31, 2022**

Description of Item of Property	Held in the name of	Gross Carrying Value	Whether the title deed holder is a promoter, director or relative of Promoter / Director or employee if promoter/director	Property held since when	Reason for not being held in the name of company
Free Hold Land - Hubli	Suresh B. Kunnur	0.19	No	2012	Execution of sale deed is under process

**3 The Company has not revalued any of its property, plant and equipments**

**2.2 RIGHT-OF-USE ASSETS ( REFER NOTE NO.1.11)**

(Amount in Crores)

Particulars	Building
Cost	14.45
Addition during the Year	-
Changes on account of lease modification	-
Discard/Adjustment	-
<b>As at March 31, 2023</b>	<b>14.45</b>
Accumulated Depreciation	(8.26)
Depreciation for the Year	(2.75)
Discard/Adjustment	-
<b>As at March 31, 2023</b>	<b>(11.01)</b>
<b>Net Block</b>	
<b>As at March 31, 2023</b>	<b>3.44</b>
<b>As at March 31, 2022</b>	<b>6.19</b>

**The Followings are the amounts recognised in the Profit & Loss**

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Depreciation & Amortisation Expenses	2.75	3.06
Interest Expenses on Lease Liabilities	0.70	1.13
Expenses relating to short term leases	2.68	2.22
<b>Total</b>	<b>6.13</b>	<b>6.41</b>

**2.3 OTHER INTANGIBLE ASSETS (REFER NOTE NO 1.9)**

(Amount in Crores)

Particulars	Software Know How	Total
<b>Gross Carrying Amount</b>		
<b>As at April 01, 2021</b>	1.46	1.46
Purchase	0.03	0.03
Discard	-	-
<b>At March 31, 2022</b>	<b>1.49</b>	<b>1.49</b>
Purchase	0.37	0.37
Discard	(0.01)	(0.01)
<b>At March 31, 2023</b>	<b>1.85</b>	<b>1.85</b>



NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Particulars	Software Know How	Total
<b>Amortisation</b>		
At April 01, 2021	(0.97)	(0.97)
Charge for the Year	(0.11)	(0.11)
Discard	-	-
<b>At March 31, 2022</b>	<b>(1.08)</b>	<b>(1.08)</b>
Charge for the Year	(0.06)	(0.06)
Discard	-	-
<b>At March 31, 2023</b>	<b>(1.14)</b>	<b>(1.14)</b>
<b>Net Carrying Amount</b>		
<b>At March 31, 2023</b>	<b>0.72</b>	<b>0.72</b>
<b>At March 31, 2022</b>	<b>0.41</b>	<b>0.41</b>

**3 NON-CURRENT INVESTMENTS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>(I) Investment in Equity Instruments of Subsidiary (At Amortised Cost)</b>		
1600000 [March 31, 2022: 1600000] Equity shares of Mohit Agro Processing Private Limited of ₹ 10 /- each fully paid up (Wholly owned Subsidiary)	12.64	12.64
14999990 [March 31, 2022: Nil] Equity shares of Maiz Citchem Limited of ₹ 10 /- each fully paid up (Wholly owned Subsidiary) (Refer Note b)	15.00	*0.00
<b>(II) Unquoted Investments (Valued at Fair Value through Profit &amp; Loss)</b>		
9400 [March 31, 2022: 3100] Equity shares of Vyshali Energy Private Limited of ₹ 10 /- each fully paid up *(P.Y. ₹ 31000)	0.01	*0.00
<b>Sub Total ( I )</b>	<b>27.65</b>	<b>12.64</b>
<b>(III) (i) Investment in Equity Instruments (Quoted) (Valued at Fair Value through Profit &amp; Loss)</b>		
15380 [March 31, 2022: 15380] Ambuja Cement Limited of ₹ 2/- each fully paid up	0.56	0.46
20000 [March 31, 2022: 60000] Ashok Leyland Limited of ₹ 1/- each fully paid up	0.28	0.70
968060 [March 31, 2022: 968060] Coal India Limited of ₹ 10 /- each of fully paid up	20.67	17.72
78512 [March 31, 2022: 78512] Central Bank of India of ₹10/- each fully paid up	0.19	0.15
141160 [March 31, 2022: 141160] Gateway Distriparks Limited of ₹ 10/- each fully paid up	0.88	0.94
5400 [March 31, 2022: 5400] Gujarat Alkalies & Chemicals Limited of ₹ 10/- each fully paid up	0.32	0.48
39897 [March 31, 2022: 39897] Hotel Leela Venture Limited of ₹ 2/- each fully paid up	0.04	0.04
10000 [March 31, 2022: 10000] IDFC Limited of ₹ 10/- each fully paid up	0.08	0.06
10000 [March 31, 2022: 10000] IDFC First Bank Limited of ₹ 10/- each fully paid up	0.06	0.04
4500 [March 31, 2022: 4500] Larsen & Toubro Limited of ₹ 2/- each fully paid up	0.97	0.80
1700 [March 31, 2022: 1700] Manglore Refinery and Petrochemicals Limited of ₹ 10/- each fully paid up	0.01	0.01



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
42984 [March 31, 2022: 42984] Moil Limited of ₹ 5/- each fully paid up	0.61	0.79
54822 [March 31, 2022: 54822] Meghmani Organics Limited of ₹ 1/- each fully paid up	0.43	0.57
256891 [March 31, 2022: 256891] NHPC Limited of ₹ 10/- each fully paid up	1.03	0.71
231000 [March 31, 2022: 231000] NMDC Limited of ₹ 1/- each fully paid up	2.58	3.76
43238 [March 31, 2022: 43238] NTPC Limited of ₹ 10/- each fully paid up	0.76	0.58
260000 [March 31, 2022: 260000] Oil & Natural Gas Corp. Limited .of ₹ 10/- each fully paid up	3.93	4.26
6598 [March 31, 2022: 6598] Union Bank of India of ₹ 10/- each fully paid up	0.04	0.03
90000 [March 31, 2022: 90000] Petronet LNG Limited .of ₹ 10/- each fully paid up	2.06	1.74
30000 [March 31, 2022: 30000] Bharat Heavy Electric Limited of ₹ 10/- each fully paid up	0.21	0.15
106666 [March 31, 2022: 106666] Power Grid Corporation of India Limited of ₹ 10/- each fully paid up	2.41	2.31
189600 [March 31, 2022: 179600] Steel Authority of India Limited of ₹ 10/- each fully paid up	1.57	1.77
22 [March 31, 2022: 22 ] Bharti Airtel Limited of ₹ 10/- each fully paid up *(₹ 16,478, [P.Y. ₹ 16,609])	*0.00	*0.00
50000 [March 31, 2022: 50000] Power Finance Corporation Limited of ₹ 10/- each fully paid up	0.76	0.57
5153 [March 31, 2022: 5153] Meghmani Finchem Limited of ₹ 10/- each fully paid up	0.49	0.50
6399829 [March 31, 2022: 4253099] SJVN Limited of ₹ 10/- each fully paid up	21.27	11.68
231000 [March 31, 2022: Nil] NMDC Steel Limited of ₹ 10/- each fully paid up	0.72	-
1750 [March 31, 2022: Nil] TATA Steel Limited of ₹ 10/- each fully paid up	0.02	-
59346 [March 31, 2022: Nil] Life Insurance Corporation of India of ₹ 10/- each fully paid up	3.17	-
10000 [March 31, 2022: Nil] Vedanta Limited of ₹ 10/- each fully paid up	0.27	-
<b>Sub Total (i)</b>	<b>66.39</b>	<b>50.82</b>
<b>(ii) Investment in Government Securities (Valued at Amortised Cost)</b>		
National Saving Certificates *(₹ 31,000, [P.Y. ₹ 37,000])	*0.00	*0.00
(Lodged with Sales tax & Other Government authorities)		
<b>(iii) Investment in Co-Operative Bank (Unquoted) (Valued at Amortised Cost)</b>		
10000 [March 31, 2022: 10000] Equity shares of Kalupur Com. Co-Op Banks Limited of ₹ 25/- each fully paid up	0.03	0.03
<b>(iv) Investment in Non Convertible Debentures (Quoted) (Valued at Fair Value through Profit &amp; Loss)</b>		
77770 [March 31, 2022: 77770] NTPC 8.49% Non Convertible Debentures of ₹12.5 each	0.08	0.10



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>(v) Investment in Preference shares (Unquoted) (Valued at Amortised cost)</b>		
70000 [March 31, 2022: Nil] Tata Capital Limited 7.5% Preference shares of ₹1000 each	6.99	-
<b>Sub Total (II) = (i + ii + iii + iv + v)</b>	<b>73.49</b>	<b>50.95</b>
<b>Total (I + II)</b>	<b>101.14</b>	<b>63.59</b>
AGGREGATE AMOUNT OF QUOTED INVESTMENTS ( in ₹)	66.47	50.92
AGGREGATE AMOUNT OF UNQUOTED INVESTMENTS ( in ₹)	34.67	12.67
FAIR VALUE OF QUOTED INVESTMENTS ( in ₹)	66.47	50.92

- a. Fair value disclosure note for financial assets ( Note 34 )
- b. During the financial year 2022-23, the Company has incorporated wholly owned subsidiary in India, Maiz Citchem Limited with an investment of ₹ 15 crores

### 4 OTHER NON-CURRENT FINANCIAL ASSETS

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Security Deposits	3.35	3.24
Interest accrued on Fixed Deposits	0.13	0.21
Fixed Deposits with maturity of more than 12 months	3.67	2.10
<b>Total</b>	<b>7.15</b>	<b>5.55</b>

Above includes Margin money fixed deposits of ₹ 3.29 Crores (P.Y. ₹ 2.03 Crores) which pertain to bank guarantees given to Statutory and other government authorities

### 5 OTHER NON-CURRENT ASSETS

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Capital Advances	14.23	32.89
Balances with Government Authorities	1.30	1.38
Other Assets	1.07	0.71
<b>Total</b>	<b>16.60</b>	<b>34.98</b>

### 6 INVENTORIES (REFER NOTE NO 1.12)

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Raw Materials	270.98	370.54
Work-in-Progress	13.88	12.94
Finished Goods	277.32	191.77
Stock in Traded Goods	26.90	28.89
Stores & Spares, Fuel	52.82	37.66
Packing Materials	23.20	24.36
<b>Total</b>	<b>665.10</b>	<b>666.16</b>





## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 7 CURRENT INVESTMENTS

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Investment in Bonds (Quoted) (Valued at Amortised Cost)		
49 [March 31, 2022: 49 ] 7.50% Bank of Maharashtra	4.90	4.90
174 [March 31, 2022: 149 ] 6.65% Food Corporation of India	17.43	14.90
150 [March 31, 2022: 150 ] 6.85% Indian Railway Finance Company Limited	15.01	15.01
850 [March 31, 2022: 850] 10.15% UP Power Corporation Limited	89.18	89.18
Nil [March 31, 2022: 88] 9.50% Jammu & Kashmir Bank Limited	-	9.42
145 [March 31, 2022: 110] 9.25% Jammu & Kashmir Bank Limited	15.55	11.98
80 [March 31, 2022: 200] 9.15% Yes Bank Limited	8.54	19.71
2800 [March 31, 2022: 4800] 9.70% UPPCL State Government Serviced Bonds Series - I	280.00	480.00
1040 [March 31, 2022: Nil] 9.95% UPPCL State Government Serviced Bonds Series - II	104.00	-
Investment in Non - Convertible Debentures (Quoted) (Valued at Amortised Cost)		
1150 [March 31, 2022: 170] 10.75% Mas Financial Service Limited	15.98	17.00
Investment in Mutual Funds (quoted, Liquid Investment fund) (Valued at fair value through Profit & Loss)		
Axis Overnight Fund	25.00	-
<b>Total</b>	<b>575.59</b>	<b>662.10</b>
AGGREGATE AMOUNT OF QUOTED INVESTMENTS	<b>575.59</b>	<b>662.10</b>
FAIR VALUE OF QUOTED INVESTMENTS	<b>575.59</b>	<b>662.10</b>

### 8 TRADE RECEIVABLES

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Trade Receivables		
Secured - Considered Good	0.07	0.13
Unsecured - Considered Good	277.89	224.28
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - Credit Impaired	1.63	1.65
<b>Total</b>	<b>279.59</b>	<b>226.06</b>
Impairment Allowance (allowance for bad and doubtful debts)		
Secured - Considered Good	-	-
Unsecured - Considered Good	-	-
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables -Credit Impaired	1.63	1.65
<b>Total</b>	<b>277.96</b>	<b>224.41</b>
<b>Above includes Receivables from Related party</b>	<b>-</b>	<b>-</b>

No trade or other receivables are due from director or other officers of the Company either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member. (Refere note 38C for Credit Risk evaluation.)



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### Reconciliation of Allowances for Doubtful Debts

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Balance at the beginning of the Year	1.65	1.64
Add: Allowance for the Year	0.06	0.05
(Less): Actual Write Off during the Year(net of recovery)	(0.08)	(0.04)
<b>Balance at the end of the Year</b>	<b>1.63</b>	<b>1.65</b>

### 8.1 Additional Information

#### Ageing as on March 31, 2023

(Amount in Crores)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	212.77	64.63	0.56	-	-	-	277.96
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	0.05	-	-	0.54	1.04	1.63
Less : Impairment Allowance (allowance for bad and doubtful debts)	-	(0.05)	-	-	(0.54)	(1.04)	(1.63)
<b>TOTAL</b>	<b>212.77</b>	<b>64.63</b>	<b>0.56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>277.96</b>

#### Ageing as on March 31, 2022

(Amount in Crores)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good *(₹ 48,840)	156.11	68.28	0.02	*0.00	-	-	224.41
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	0.05	0.54	0.44	0.62	1.65
Less : Impairment Allowance (allowance for bad and doubtful debts)	-	-	(0.05)	(0.54)	(0.44)	(0.62)	(1.65)
<b>TOTAL</b>	<b>156.11</b>	<b>68.28</b>	<b>0.02</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>224.41</b>



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**9 CASH AND CASH EQUIVALENTS (REFER NOTE NO 1.17)**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Cash on Hand	0.25	0.32
Balances with Banks		
(i) On Current Accounts	91.53	9.57
(ii) Fixed Deposits with maturity of less than 3 months	2.19	0.25
<b>Total</b>	<b>93.97</b>	<b>10.14</b>

**10 BALANCES WITH BANKS OTHER THAN CASH AND CASH EQUIVALENTS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
On Unpaid Dividend Account	3.45	3.71
Fixed Deposits with maturity more than 3 months but less than 12 months	2.76	4.12
<b>Total</b>	<b>6.21</b>	<b>7.83</b>

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term deposit rates are made for verifying periods of between one day to three months, depending on the immediate cash requirements of the Company and earn interest at the respective short term deposit rates.

Above includes Margin money fixed deposits of ₹ 2.46 Crores (P.Y. ₹ 3.87 Crores) which pertain to bank guarantees given to Statutory and other government authorities

**11 OTHER CURRENT FINANCIAL ASSETS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>(Unsecured, considered good unless otherwise stated)</b>		
Security Deposits	0.81	0.81
Interest Accrued on Others	0.17	0.10
Interest Accrued on Fixed Deposits	0.05	0.04
Interest Accrued on Investments	2.98	3.23
Other Assets (includes other receivables, etc.)	1.80	4.13
<b>Total</b>	<b>5.81</b>	<b>8.31</b>

**12 OTHER CURRENT ASSETS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Balances with Government Authorities	41.78	31.19
Loan to Employees (Unsecured - Considered Good )	1.12	1.30
Other assets	18.79	13.50
<b>Advance for Goods &amp; Expenses :</b>		
Considered Good	7.70	3.23
Doubtful	-	-
	7.70	3.23
Less : Allowances for Doubtful Advances	-	-
	<b>7.70</b>	<b>3.23</b>
Export Incentive Receivable	3.42	7.90
<b>Total</b>	<b>72.81</b>	<b>57.12</b>



NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**13 EQUITY SHARE CAPITAL**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>Authorised</b>		
50,00,00,000 (March 31, 2022: 50,00,00,000) Equity Shares of ₹ 1 /- each (March 31, 2022 : Shares of ₹ 1 /- each)	50.00	50.00
<b>Issued, Subscribed and Fully Paid-up Equity Shares</b>		
22,93,35,330 (March 31, 2022: 22,93,35,330) Equity Shares of ₹ 1 each ( March 31,2022 : ₹ 1/- each)	22.93	22.93
<b>Total Issued, Subscribed and Fully Paid-up Equity Share Capital</b>	<b>22.93</b>	<b>22.93</b>

**a. Reconciliation of the Shares Outstanding at the beginning and at the end of the Reporting Period**

(Amount in Crores)

Particulars	March 31, 2023		March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>				
Outstanding at the beginning of the Period	22,93,35,330	22.93	22,93,35,330	22.93
	-	-	-	-
<b>Outstanding at the end of the Period</b>	<b>22,93,35,330</b>	<b>22.93</b>	<b>22,93,35,330</b>	<b>22.93</b>

**b. Terms/rights attached to Equity Shares**

- i) The Company has only one class of equity shares carrying par value of ₹ 1/- per share, carrying equal rights as to dividend, voting and in all other respects. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

**c. Details of shareholders holding more than 5% shares in the Company**

(Amount in Crores)

Name of the Shareholder	March 31, 2023		March 31, 2022	
	No. of shares held	% holding in the class	No. of shares held	% holding in the class
Mr. Manish Gupta	12,01,71,056	52.40	7,51,71,056	32.78
Ms. Sulochana Gupta	49,52,936	2.16	4,99,52,936	21.78
Ms. Shilpa Gupta	1,41,70,218	6.18	1,41,70,218	6.18

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents legal ownerships of shares.

**d. Details of shares held by Promoters / Promoters Group**

Promoters / Promoter Group Name	Category	March 31, 2023			March 31, 2022	
		No. of Equity Shares Held	% of Total Shares	% change during the year	No. of Equity Shares Held	% of Total Shares
Mr. Manish Gupta	Promoter	12,01,71,056	52.40	59.86	7,51,71,056	32.78
Ms. Sulochana Gupta	Promoter	49,52,936	2.16	(90.08)	4,99,52,936	21.78
Ms. Shilpa Gupta	Promoter Group	1,41,70,218	6.18	-	1,41,70,218	6.18
Mr. Shreyaan Gupta	Promoter Group	70,22,000	3.06	-	70,22,000	3.06
Jupiter Corporate Services Limited	Promoter Group	1,02,774	0.04	-	1,02,774	0.04
	<b>TOTAL</b>		<b>63.84</b>			<b>63.84</b>



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**14 OTHER EQUITY**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>General Reserve</b>		
Opening Balance	193.30	193.30
Add/(Less) : Movement during the Year	-	-
<b>Closing Balance</b>	<b>193.30</b>	<b>193.30</b>
<b>Capital Subsidy</b>		
Opening Balance	1.25	1.25
Add/(Less) : Movement during the Year	-	-
<b>Closing Balance</b>	<b>1.25</b>	<b>1.25</b>
<b>Amalgamation Reserve Account</b>		
Opening Balance	0.02	0.02
Add/(Less) : Movement during the Year	-	-
<b>Closing Balance</b>	<b>0.02</b>	<b>0.02</b>
<b>Securities Premium Account</b>		
Opening Balance	0.89	0.89
Add/(Less) : Movement during the Year	-	-
<b>Closing Balance</b>	<b>0.89</b>	<b>0.89</b>
<b>Capital Redemption Reserve</b>		
Opening Balance	11.15	11.15
Add/(Less) : Movement during the Year	-	-
<b>Closing Balance</b>	<b>11.15</b>	<b>11.15</b>
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as per the last Financial Statements	1,897.69	1,436.00
	-	-
Profit for the Year	330.17	475.44
OCI for the Year	0.44	0.01
<b>Less: Appropriations</b>	<b>-</b>	<b>-</b>
Dividend Paid	(14.91)	(13.76)
<b>Closing Balance</b>	<b>2,213.39</b>	<b>1,897.69</b>
<b>Total</b>	<b>2,420.00</b>	<b>2,104.29</b>

**Distribution Made**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Cash dividend on equity shares declared and paid		
Final Dividend for the year ended March 31, 2022 : ₹ 0.65 per share (March 31, 2021. ₹ 0.60 per share )	14.91	13.76
	<b>14.91</b>	<b>13.76</b>

The Board of Directors in their meeting on May 06, 2023 recommended a final dividend of ₹ 0.70 per equity share for the financial year ended March 31, 2023. The payment is subject to the approval of shareholders in the Annual General Meeting of the Company.





NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**15 A. NON-CURRENT BORROWINGS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>Term Loan</b>		
Interest free loan from State Government - Unsecured	3.09	2.62
<b>Total</b>	<b>3.09</b>	<b>2.62</b>

₹ 3.09 Crores (P.Y. ₹ 2.62 Crores) is discounted value of ₹1.50 Crores, ₹ 1.14 Crores, ₹ 0.74 Crores & ₹ 0.57 Crores interest free loan against VAT granted by Karnataka Government.

Three loans are repayable in one yearly installments of ₹ 1.50 Crores, ₹ 1.14 Crores & ₹ 0.74 Crores due on November 07, 2024, January 13, 2026 & December 02, 2026 respectively.

Fourth loan received in Mar-22 is repayable in 3 installments of ₹ 0.19 Crores each on June 16, 2028, June 16, 2029 & June 16, 2030.

**B. CURRENT AND NON CURRENT LEASE LIABILITIES**

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Current lease liabilities	3.89	3.28
Non-Current Lease liabilities	2.09	5.98
<b>Total</b>	<b>5.98</b>	<b>9.26</b>

The following is the movement in lease liabilities during the year ended :

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	9.26	10.74
Additions	-	-
Finance cost accrued during the year	0.70	1.13
Payment of lease liabilities	(3.98)	(2.61)
<b>Balance at the end of the year</b>	<b>5.98</b>	<b>9.26</b>

**16 NON-CURRENT PROVISIONS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Gratuity (Refer Note No. 39)	7.39	6.93
<b>Total</b>	<b>7.39</b>	<b>6.93</b>

**17 INCOME TAX**

**A. Income Tax Recognised in Statement of Profit and Loss**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>Current Tax</b>		
Current tax	99.24	161.00
Tax in respect of Earlier Year	-	-
<b>Total Current Tax</b>	<b>99.24</b>	<b>161.00</b>
<b>Deferred Tax</b>		
Deferred tax	11.79	1.73
<b>Total Deferred Tax</b>	<b>11.79</b>	<b>1.73</b>
<b>Total Tax Expense/(Benefit)</b>	<b>111.03</b>	<b>162.73</b>
<b>Effective Income Tax Rate</b>	<b>25.17%</b>	<b>25.50%</b>
<b>OCI Section</b>		
Remeasurements of the defined benefit plans *(P.Y. ₹ 19,806)	(0.15)	*(0.00)



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**B. A reconciliation of income tax expense applicable to accounting profit/ (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Profit/ (loss) Before Tax	441.20	638.16
Enacted Tax Rate in India (Normal Rate)	25.168%	25.168%
<b>Expected Income Tax Expense/ (benefit) at Statutory Tax Rate</b>	<b>111.04</b>	<b>160.61</b>
Effect of adjustments to reconcile the expected tax expense to reported income tax expense:		
Effect of non-deductible expenses	27.65	27.82
Tax Allowances and Exemptions	(39.72)	(29.24)
Others	12.06	3.54
<b>Tax Expense for the Year</b>	<b>111.03</b>	<b>162.73</b>

**C Movement In Deferred Tax Assets And Liabilities**

Movement during the year ended March 31, 2023	As at April 01, 2022	Credit/ (Charge) in Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	MAT Utilisation / Short / Excess Provision	As at March 31, 2023
<b>Deferred Tax Asset/(Liabilities)</b>					
Property, Plant and Equipment & Intangible assets	(53.70)	(10.39)	-	-	(64.09)
Leasehold Liability	2.33	(0.83)	-	-	1.50
Expenditure allowed in the Year of Payment	2.78	(0.12)	-	-	2.66
Allowances for expected credit loss *(₹ 39814)	0.41	*(0.00)	-	-	0.41
Provision for Litigation	0.23	(0.06)	-	-	0.17
Government Grant	2.46	(0.38)	-	-	2.08
Tax impact of OCI *(₹ 19,806)	*(0.00)	-	(0.15)	-	(0.15)
<b>Total</b>	<b>(45.49)</b>	<b>(11.79)</b>	<b>(0.15)</b>	<b>-</b>	<b>(57.42)</b>

Movement during the year ended March 31, 2022	As at April 01, 2021	Credit/ (Charge) in Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	MAT Utilisation / Short / Excess Provision	As at March 31, 2022
<b>Deferred Tax Asset/(Liabilities)</b>					
Property, Plant and Equipment & Intangible assets	(51.74)	(1.96)	-	-	(53.70)
Leasehold Liability	3.06	(0.73)	-	-	2.33
Investments	(0.14)	0.14	-	-	-
Expenditure allowed in the Year of Payment *(₹ 39038)	2.78	*(0.00)	-	-	2.78
Allowances for expected credit loss *(₹ 18795)	0.41	*0.00	-	-	0.41
Provision for Litigation	0.23	-	-	-	0.23
Government Grant	1.64	0.82	-	-	2.46
Tax impact of OCI *(₹ 19,806)	-	-	*(0.00)	-	(0.00)
<b>Total</b>	<b>(43.76)</b>	<b>(1.73)</b>	<b>*(0.00)</b>	<b>-</b>	<b>(45.49)</b>



NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**18 OTHER NON-CURRENT LIABILITIES**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Deferred Government Grant (Ref Note No. 41 )	6.44	8.00
Others	1.32	4.35
<b>Total</b>	<b>7.76</b>	<b>12.35</b>

**19 CURRENT BORROWINGS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>From Bank - Secured</b>		
Working Capital Facilities from Banks	174.31	233.10
Suppliers Line of Credit from Banks in Foreign Currency	43.27	33.09
<b>Total</b>	<b>217.58</b>	<b>266.19</b>

- (i) Working Capital, Suppliers Line of Credit from Banks in Foreign Currency and Short Term Loan from banks are secured by a hypothecation of current assets and certain tangible movable plant & machinery and joint equitable mortgage of certain Property, Plant and Equipments of the Company, and lien on certain Fixed Deposits of the Company.
- (ii) All charges are registered with ROC, by ICICI as a lead bank of the consortium
- (iii) The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (iv) During the year, company availed working capital facilities from Union Bank of India for which standalone hypothecation documents were executed and necessary charges were created

**20 TRADE AND OTHER PAYABLES**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Total outstanding dues of Micro Enterprises & Small Enterprises	7.72	4.55
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	136.98	183.13
<b>Total</b>	<b>144.70</b>	<b>187.68</b>
<b>Above includes Payables to Related party (Gross of TDS)</b>	<b>42.91</b>	<b>67.32</b>

**20.1 DISCLOSURE REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006.**

(Amount in Crores)

Sr. No.	Particulars	March 31, 2023	March 31, 2022
A	i) Principal amount remaining unpaid at the end of the accounting year (including creditors for capital goods)	8.31	5.67
	ii) Interest due on above *(P.Y. ₹ 40232)	0.07	*0.00
B	The amount of interest paid by the Company in terms of section 16 of the MSMED, along with amount of payment made to the supplier beyond the appointed date during the accounting year.	-	-
C	The amount of interest accrued and remaining unpaid at the end of the financial year *(P.Y. ₹ 40232)	0.07	*0.00
D	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding interest specified under MSMED.	-	-
E	The amount of further interest remaining due and payable in succeeding years, until such interest is actually paid.		
	<b>Total</b>	<b>8.38</b>	<b>5.68</b>



NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**20.2 TRADE PAYABLES AGEING SCHEDULE AS ON MARCH 31, 2023**

(Amount in Crores)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME *(₹ 9012)	2.22	5.50	*0.00	-	-	7.72
(ii) Others	46.11	86.90	3.49	0.38	-	136.88
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	0.10	0.10
<b>TOTAL</b>	<b>48.33</b>	<b>92.40</b>	<b>3.49</b>	<b>0.38</b>	<b>0.10</b>	<b>144.70</b>

**20.3 TRADE PAYABLES AGEING SCHEDULE AS ON MARCH 31, 2022**

(Amount in Crores)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.96	3.55	0.03	-	0.01	4.55
(ii) Others	103.52	63.60	9.74	0.42	0.03	177.31
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others *(₹ 41,143)	3.74	1.94	-	0.14	*0.00	5.82
<b>TOTAL</b>	<b>108.22</b>	<b>69.09</b>	<b>9.77</b>	<b>0.56</b>	<b>0.04</b>	<b>187.68</b>

**21 OTHER CURRENT FINANCIAL LIABILITIES**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Interest Accrued	0.56	0.02
Unclaimed Dividend <sup>#</sup>	3.45	3.71
Payable for Capital Goods	12.83	11.15
Payable for Capital Goods - Micro, Small & Medium Enterprises	0.59	1.12
Dealers / Distributors' Deposit	2.34	2.45
Others Financial Liability	0.72	0.73
<b>Total</b>	<b>20.49</b>	<b>19.18</b>

<sup>#</sup>Note: There are no amounts due for payment to the Investors Education and Protection fund as at the year end.

**22 OTHER CURRENT LIABILITIES**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Contract Liability (Advance from Customers )	10.21	27.54
Statutory Dues Payable	33.36	42.65
Deferred Government Grant (Refer Note 41)	1.79	1.75
Other Liability	-	6.33
<b>Total</b>	<b>45.36</b>	<b>78.27</b>



NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**23 CURRENT PROVISIONS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>(a) Provision for Employee Benefits</b>		
Compensated Absences	1.97	1.84
Gratuity (Refer Note No. 39)	2.40	2.63
<b>Sub-Total (a)</b>	<b>4.37</b>	<b>4.47</b>
<b>(b) Other Provisions</b>		
Provision for Litigations (Refer Note No. 40)	0.68	0.93
<b>Sub-Total (b)</b>	<b>0.68</b>	<b>0.93</b>
<b>Total (a + b)</b>	<b>5.05</b>	<b>5.40</b>

**24 LIABILITIES FOR CURRENT TAX (NET)**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Tax Balances: (Provisions Less Advance Tax)	2.81	3.43
<b>Total</b>	<b>2.81</b>	<b>3.43</b>

**25 REVENUE FROM OPERATIONS**

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
<b>Revenue from Contracts with Customers (Refer note no 1.5)</b>		
<b>Disaggregated Revenue Information</b>		
Set out below is the disaggregation of the Company's revenue from contracts with customers :		
Type of Goods or Services		
a. Sales of		
Maize Starch and Derivatives	3,171.61	2,624.81
Other Agro Products	1,660.96	1,764.28
Yarn	33.06	236.20
Power generated from Windmills & Solar	8.57	8.58
b. Other Operating revenue	34.79	36.44
<b>Total Revenue from Contracts with Customers</b>	<b>4,908.99</b>	<b>4,670.31</b>
<b>Sales of Products</b>		
In India	3,384.61	3,546.57
Outside India	1,515.81	1,115.16
	<b>4,900.42</b>	<b>4,661.73</b>
<b>Sales of Power</b>		
In India	8.57	8.58
Outside India	-	-
	<b>8.57</b>	<b>8.58</b>
<b>Total</b>	<b>4,908.99</b>	<b>4,670.31</b>
<b>Timing of Revenue Recognition</b>		
Goods transferred at a point in time	4,908.99	4,670.31
<b>Total</b>	<b>4,908.99</b>	<b>4,670.31</b>





## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Revenue	year ended March 31, 2023	year ended March 31, 2022
<b>Segments :</b>		
(a) Spinning Division	33.42	242.54
(b) Maize Processing Division	3,203.00	2,644.04
(c) Other Agro Processing Division	1,664.00	1,775.15
(d) Renewable Power Division	8.57	8.58
<b>Total</b>	<b>4,908.99</b>	<b>4,670.31</b>

### Contract Balances

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
Trade Receivables	277.96	224.41
Contract Liabilities ( Advance from customers )	10.21	27.54

Trade receivables are non-interest bearing and are generally on terms of 0 to 60 days, usually backed up by financials arrangements. In March 2023, ₹ 0.06 Crores (March 2022: ₹ 0.05 Crores) was recognised as provision for expected credit losses on trade receivables.

Contract liabilities include short-term advances received from customers against supply of Goods. The outstanding balances of these accounts decreased in 2022-23.

Set out below is the amount of revenue recognised from Opening contract liabilities:-

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
Amounts included in Contract Liabilities at the beginning of the Year	27.54	41.30
Performance Obligations satisfied and revenue recognised during current year	27.36	41.23

### Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
Revenue as per contracted price	4,915.55	4,696.54
<b>Adjustments :-</b>		
Shortage/Quality Claims	1.17	14.16
Discounts	5.39	12.07
<b>Revenue from Contract with Customers</b>	<b>4,908.99</b>	<b>4,670.31</b>

### Performance obligation

Information about the Company's performance obligations are summarised below:

#### Yarn, Maize products and Agro products

The performance obligation is satisfied upon delivery of the goods and payment is generally due within 0 to 60 days from delivery, usually backed up by financials arrangements.

#### Power generated from Windmills

The performance obligation from windmills is recognised on unit generation basis, in accordance with the terms of power purchase agreements.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The transaction price allocated to the remaining performance obligations (executed or partially executed) as at March 31, 2023 are, as follows:

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
Within One Year	48.16	10.80
	<b>48.16</b>	<b>10.80</b>

### 26 OTHER INCOME

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
Dividend income on Non Current Investments	4.44	2.56
Net Gain on Sale & Fair value of Investment through Profit and Loss (FVTPL)	4.34	9.06
Foreign Exchange Fluctuation (Net)	-	10.52
Government Grants (Refer Note No. 41)	1.65	2.07
Profit on Sale of Property ,Plant & Equipment (Net)	0.01	1.36
<b>Interest Income on:</b>		
Bank Deposits	1.02	6.63
Bond (Current/Non Current Investment)	51.33	19.08
Others	0.30	1.12
Miscellaneous Income	10.79	1.64
<b>Total</b>	<b>73.88</b>	<b>54.04</b>

### 27 COST OF MATERIALS CONSUMED

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
<b>i) Raw Materials</b>		
Inventory at the beginning of the Year	370.54	333.07
Add: Purchases	3,145.08	2,629.37
Less: Inventory at the end of the Year	270.98	370.54
<b>(i) Cost of Raw Material Consumed</b>	<b>3,244.64</b>	<b>2,591.90</b>
<b>ii) Packing Materials</b>		
Opening Stock :	24.36	24.04
Add : Purchases	39.21	34.59
Closing Stock	23.20	24.36
<b>(ii) Cost of Packing Materials Consumed</b>	<b>40.37</b>	<b>34.27</b>
<b>Total</b>	<b>3,285.01</b>	<b>2,626.17</b>

### 28 PURCHASE OF STOCK-IN-TRADE

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
Purchase of Stock-in Trade	346.05	507.41
<b>Total</b>	<b>346.05</b>	<b>507.41</b>



NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**29 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
<b>Inventories at the Closing of the year</b>		
Traded Goods	26.90	28.89
Work-in-Progress	13.88	12.94
Finished Goods	277.31	191.77
<b>Sub Total (i)</b>	<b>318.09</b>	<b>233.60</b>
<b>Inventories at the Beginning of the Year</b>		
Traded Goods	28.89	77.27
Work-in-Progress	12.94	8.00
Finished Goods	191.77	235.93
<b>Sub Total (ii)</b>	<b>233.60</b>	<b>321.20</b>
<b>(Increase)/Decrease in Inventories</b>		
Traded Goods	1.99	48.38
Work-in-Progress	(0.94)	(4.94)
Finished Goods	(85.54)	44.16
<b>Total (ii-i)</b>	<b>(84.49)</b>	<b>87.60</b>

**30 EMPLOYEE BENEFIT EXPENSES**

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
Salaries, Wages and Bonus	69.87	71.92
Contribution to Provident and Other Fund	5.55	5.61
Staff Welfare Expenses	2.99	3.01
Commission to Managing Director	42.80	67.23
<b>Total</b>	<b>121.21</b>	<b>147.77</b>

**31 FINANCE COSTS**

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
<b>a. Interest Expenses</b>		
Interest on Working Capital Loans	8.62	0.49
Interest on Lease Liabilities	0.70	1.13
Interest on Others	0.50	0.60
<b>b. Other Borrowing Costs</b>		
Bank & Other Charges	3.44	3.46
<b>Total</b>	<b>13.26</b>	<b>5.68</b>



NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**32 OTHER EXPENSES**

(Amount in Crores)

Particulars	year ended March 31, 2023	year ended March 31, 2022
Consumption of Stores and Spare Parts	32.21	29.58
Consumption of Chemicals	49.29	40.27
Power and Fuel	372.82	278.61
Freight and Forwarding Charges	213.45	194.82
Rent	2.68	2.23
Rates and Taxes	1.17	2.19
Insurance	4.90	4.16
Labour Charges	27.12	25.01
<b>Repairs to :</b>		
Plant and machinery	7.72	6.12
Buildings	1.11	0.68
Others	1.22	1.30
Legal and Professional fees	5.83	3.28
Directors' Sitting Fees	0.08	0.08
<b>Payment to Auditor :</b>		
<b>As Auditor</b>		
Audit fee	0.29	0.29
Tax Audit Fee	0.07	0.07
<b>In Other Capacity:</b>		
Taxation Matters	0.03	0.03
Scrap/Discarding of Property, Plant and Equipments	0.85	0.07
Donations	0.13	0.08
Corporate Social Welfare Expenses	8.43	6.05
Commission to Non Executive Directors	0.11	0.12
Allowance for Trade Receivables	0.05	0.05
Foreign Exchange Fluctuation (Net)	2.69	-
Miscellaneous Expenses	33.72	19.13
<b>Total</b>	<b>765.97</b>	<b>614.22</b>

**Corporate Social Welfare Expenses**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
a) Gross amount required to be spent by the Company during the Year	8.43	6.05
	-	-
b) Amount approved by the board be spent during the year	8.43	6.05
	-	-
c) Amount spent during the Year	-	-
i) Construction/acquisition of any asset	-	-
In Cash	-	-
Yet to be paid in cash	-	-
ii) On purposes other than (i) above	-	-
In Cash	6.77	3.40
Yet to be paid in cash	-	-
	-	-



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
d) Amount related to spent/unspent obligation	-	-
	-	-
i) Contribution to Trust	2.23	0.03
ii) Others	4.54	3.38
iii) Unspent amount in relation to :	-	-
- Ongoing project	1.66	2.64
- Other than Ongoing project	-	-
<b>Total</b>	<b>8.43</b>	<b>6.05</b>
<b>Reason of shortfall</b>	Due to Ongoing projects	Due to Ongoing projects

**Details of ongoing project**

In case of Section 135(6) (Ongoing Project)							
(i) Opening Balance		(ii) Income earned from Op. Unspent A/c during the year	(iii) Amount required to be spent during the year	(iv) Amount spent during the year		(v) Closing Balance	
With Company	In Separate CSR Unspent A/c			From company's bank A/c	From Separate CSR Unspent A/c	With Company*	In Separate CSR Unspent A/c
2.92	-	0.01	8.43	6.77	0.47	1.66	2.46

\*deposited subsequent to year end.

Nature of CSR activities : Eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects

**33 CONTINGENCIES AND COMMITMENTS (REFER NOTE NO. 1.14)**

**a. Contingent Liabilities not provided for in respect of:**

(Amount in Crores)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
(a)	Claims against the Company /disputed liabilities not acknowledged as debts	6.36	6.88
(b)	<b>Disputed Statutory Claims</b>		
i)	Excise, Customs, Service Tax and DGFT	0.14	4.42
ii)	Income Tax		
-	Appeals preferred by Company	57.26	49.37
iii)	Others	2.40	2.49
	<b>Total</b>	<b>59.8</b>	<b>56.28</b>

**Outflow in respect of 1 (a) and (b) disputes /contingencies are dependent upon final outcome of the disputes or ultimate agreement to resolve the differences.**

**b. Commitments**

- Commitments on account of estimated amount of contracts remaining to be executed on capital account and not provided for relating to Tangible Assets is ₹ 16.20 Crores [March 31, 2022: ₹ 56.49 Crores ].





## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 34 FAIR VALUE MEASUREMENT

Financial Instrument by category and hierarchy

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

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

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

For the financial assets and liabilities that are measured at fair values, the carrying amount are equal to the fair value.

#### Accounting Classification and fair values

(Amount in Crores)

Financial Assets & Financial Liabilities	As at March 31, 2023				As at March 31, 2022			
	Fair Value Through Profit or Loss	Amortised Cost	Total Carrying Value	Total Fair Value	Fair value Through Profit or Loss	Amortised Cost	Total Carrying Value	Total Fair Value
<b>Financial Assets</b>								
Cash and Cash Equivalents	-	93.97	93.97	93.97	-	10.14	10.14	10.14
Bank balances other than Cash and Cash Equivalents	-	6.21	6.21	6.21	-	7.83	7.83	7.83
Investments	91.48	585.25	676.73	676.73	67.92	657.77	725.69	725.69
Trade Receivables	-	277.96	277.96	277.96	-	224.41	224.41	224.41
Other Financial Assets	-	12.96	12.96	12.96	-	13.86	13.86	13.86
<b>Total</b>	<b>91.48</b>	<b>976.35</b>	<b>1,067.83</b>	<b>1,067.83</b>	<b>67.92</b>	<b>914.01</b>	<b>981.93</b>	<b>981.93</b>
<b>Financial Liabilities</b>								
Borrowings	-	220.67	220.67	220.67	-	268.81	268.81	268.81
Trade Payable	-	144.70	144.70	144.70	-	187.68	187.68	187.68
Other Financial Liabilities	-	20.49	20.49	20.49	-	19.18	19.18	19.18
Lease Liabilities	-	5.98	5.98	5.98	-	9.26	9.26	9.26
<b>Total</b>	<b>-</b>	<b>391.84</b>	<b>391.84</b>	<b>391.84</b>	<b>-</b>	<b>484.93</b>	<b>484.93</b>	<b>484.93</b>

#### • Fair value Hierarchy

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

- Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

For assets which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarised below:

(Amount in Crores)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Assets</b>	Quoted price in active Market			Quoted price in active Market		
Investment (other than investment in subsidiaries, Joint Venture & Associates)	91.47	-	0.01	67.92	-	-
<b>Total</b>	<b>91.47</b>	<b>-</b>	<b>0.01</b>	<b>67.92</b>	<b>-</b>	<b>-</b>

### 35 CAPITAL RISK MANAGEMENT

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

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

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

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	220.67	268.81
Total Equity	2,442.93	2,127.22
Debt Equity Ratio	0.09	0.13

### 36 FINANCIAL RISK MANAGEMENT

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risks. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

#### A. Management of Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligation associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this management considers both normal and stressed conditions.

Due to dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability of under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

The following table shows the maturity analysis of the Company's financial liabilities based on the contractually agreed undiscounted cash flows along with its carrying value as at the Balance sheet date.



NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Exposure as at March 31, 2023

(Amount in Crores)

Particulars	< 1 year	1-5 years	Beyond 5 years	Total
<b>Financial Liabilities</b>				
Borrowings	217.58	3.09	-	220.67
Trade Payable	144.70	-	-	144.70
Other Financial Liabilities	20.49	-	-	20.49
Lease Liabilities	3.89	2.09	-	5.98
<b>Total Financial Liabilities</b>	<b>386.66</b>	<b>5.18</b>	<b>-</b>	<b>391.84</b>

Exposure as at March 31, 2022

(Amount in Crores)

Particulars	< 1 year	1-5 years	Beyond 5 years	Total
<b>Financial Liabilities</b>				
Borrowings	266.19	2.62	-	268.81
Trade Payable	187.68	-	-	187.68
Other Financial Liabilities	19.18	-	-	19.18
Lease Liabilities	3.28	5.98	-	9.26
<b>Total Financial Liabilities</b>	<b>476.33</b>	<b>8.60</b>	<b>-</b>	<b>484.93</b>

Financial Arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period.

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Expiring within one year (Bank overdraft and other facilities)	431.420	282.81
Expiring beyond one year (bank loans)	-	-

**B. Management of Market Risk**

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

• **Foreign Currency risk**

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below:

(i) **Foreign Currency risk**

**Derivative Instruments and unhedged foreign currency exposure**

(a) **Derivatives outstanding as at reporting date**

(Amount in Crores)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Currency	Amount	Currency	Amount
Forward contract to sell USD	USD Crores	2.04	USD Crores	2.91
Forward contract to buy USD	USD Crores	----	USD Crores	----
Forward Cross Currency to sell USD	----	----	----	----
Forward Cross Currency to buy EURO	----	----	----	----



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**(b) Particular of foreign currency exposures as at the reporting date.**

**Currency Exposure as at March 31, 2023**

(Amount in Crores)

Particulars	USD	EURO	AED	SGD	Other
<b>Trade Receivables</b>	1.57	0.00	-	-	-
Cash and Cash Equivalents	*0.00	*0.00	*0.00	*0.00	*0.00
Borrowings	-	-	-	-	-
Trade Payable	0.05	-	-	-	-
Buyer Line Credit	0.53	-	-	-	-
Other Financial Liabilities	-	-	-	-	-

**Currency exposure as at March 31, 2022**

(Amount in Crores)

Particulars	USD	EURO	AED	SGD	Other
Trade receivables	0.72	-	-	-	-
Cash and Cash Equivalents	*0.00	*0.00	*0.00	*0.00	0.13
Borrowings	-	-	-	-	-
Trade Payable	0.01	-	-	-	-
Buyer Line Credit	0.44	-	-	-	-
Other Financial Liabilities	-	-	-	-	-

\*(Represent values less than ₹ 50,000)

**Management Policy**

The Company manages foreign currency exposures within the prescribed limits, through use of forward exchange contracts. Foreign currency exchange rate exposure is partly balanced by purchasing of goods/commodities in the respective currencies.

**Sensitivity to Risk**

A change of 5% in Foreign currency would have following Impact on profit before tax

(Amount in Crores)

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	5% increase	5% decrease	5% increase	5% decrease
USD	4.10	(4.10)	1.02	(1.02)
EURO	0.02	(0.02)	-	-
AED	(0.00)	0.00	-	-
SGD	0.00	(0.00)	-	-
Other	0.00	(0.00)	0.00	(0.00)
<b>Increase/ decrease in Profit and Loss</b>	<b>4.12</b>	<b>(4.12)</b>	<b>1.02</b>	<b>(1.02)</b>

**(ii) Price Risk**

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

**Sensitivity Analysis**

The table below summarises the impact of increases/decreases of the BSE Index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

A change of 5% in market index would have following impact on profit before tax

Particulars	(Amount in Crores)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
BSE Index 100 - Increase by 5%	32.10	35.65
BSE Index 100 - Decrease by 5%	(32.10)	(35.65)

The above referred sensitivity pertains to quoted equity investments and equity oriented Mutual Funds. Profit for the year would increase/decrease as a result of gains/losses on equity securities as at Fair Value through Profit or Loss (FVTPL).

### (iii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimise the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Interest rate sensitivity

A change of 50 bps in interest rates would have following impact on profit before tax

Particulars	(Amount in Crores)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
50 bp decrease would increase the profit before tax by	0.89	0.01
50 bp increase would decrease the profit before tax by	(0.89)	(0.01)

## C Management of Credit Risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through out each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- Actual or expected significant adverse changes in business,
- Actual or expected significant changes in the operating results of the counterparty,
- Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- Significant increase in credit risk on other financial instruments of the same counterparty,
- Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Concentration of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse. All trade receivables are reviewed and assessed on quarterly basis. Our historical experiences of collecting receivables indicate a low credit risk





## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 37 EARNINGS PER SHARE (EPS) AS PER INDIAN ACCOUNTING STANDARD 33

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	(Amount in Crores)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit as per Statement of Profit and Loss	330.17	475.44
No. of Weighted Average Outstanding Equity Shares	22.93	22.93
Earning per Equity Share of ₹ 1/- each (P.Y. ₹1) (Basic & Diluted)	14.40	20.73

### 38 RELATED PARTY TRANSACTIONS AS PER INDIAN ACCOUNTING STANDARD 24

The disclosure in pursuance to Indian Accounting Standard-24 on "Related Party disclosures" is as under:

#### (a) Name of Related Parties & Relationship

(Amount in Crores)			
Sr. No.	Name	Relationship	Manner
1	Manish Gupta	Chairman & Managing Director (Key Managerial Personnel)	Key Managerial Personnel & Relative as Son of Ms.Sulochana Gupta & Personnel exercising more than 20% voting power
2	Sulochana Gupta	Relative of Key Managerial Personnel	Relative as mother of Mr. Manish Gupta
3	Shilpa Gupta	Relative of Key Managerial Personnel	Relative as wife of Mr. Manish Gupta
4	Sandeep Agrawal	Whole-Time Director (Key Managerial Personnel)	Key Managerial Personnel
5	Shreyaan Gupta	Relative of Key Managerial Personnel	Relative as son of Mr. Manish Gupta
6	Siddharth Agrawal	Relative of Key Managerial Personnel	Relative as brother of Mr. Sandeep Agrawal
7	Mehul Shah (Upto March 25, 2022)	Chief Financial Officer	Key Managerial Personnel
8	Giridhar Nagaraj (w.e.f. March 25, 2022)	Chief Financial Officer	Key Managerial Personnel
9	Chetna Dharajiya (Upto November 30, 2022)	Company Secretary	Key Managerial Personnel
10	Kalpesh Dave (From December 01, 2022)	Company Secretary	Key Managerial Personnel
11	SMAS Investors LLP	Enterprise significantly influenced by Key Managerial Personnel's	Key Managerial Personnel and relative sharing more than 20% in profits
12	Jupiter Corporate Services Limited	Enterprise significantly influenced by Key Managerial Personnel's	Key Managerial Personnel and relatives sharing more than 20% in profits
13	Mohit Agro Commodities Processing Private Limited	Wholly owned subsidiary Company	
14	Vishwavir Saran Das	Independent Director	
15	Sandeep Singhi	Independent Director	
16	Maitri Mehta	Independent Director	
17	Sudhin B. Choksey (From December 01, 2022)	Independent Director	
18	Singhi & Co	Enterprise significantly influenced by Non Executive director	
19	Maiz Citchem Limited	Wholly owned subsidiary Company	



NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(b) Transactions during the Year with Related Parties mentioned in (a) above, in Ordinary Course of Business & balances outstanding as at the year end:

(Amount in Crores)

Transaction	Total	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key Managerial Person	Independent Directors
<b>(a) Rent Received</b>					
Jupiter Corporate Services Limited	0.01	-	-	0.01	-
P.Y.	(0.01)	-	-	(0.01)	-
<b>(b) i) Managerial Remuneration</b>					
Manish Gupta	44.00	44.00	-	-	-
P.Y.	(68.31)	(68.31)	-	-	-
Sandeep Agrawal	0.73	0.73	-	-	-
P.Y.	(0.67)	(0.67)	-	-	-
Mehul Shah	-	-	-	-	-
P.Y.	(0.43)	(0.43)	-	-	-
Giridhar Nagaraj	0.45	0.45	-	-	-
P.Y.	(0.01)	(0.01)	-	-	-
Chetna Dharajiya	0.16	0.16	-	-	-
P.Y.	(0.18)	(0.18)	-	-	-
Kalpesh Dave	0.06	0.06	-	-	-
P.Y.	-	-	-	-	-
<b>ii) Remuneration</b>					
Siddharth Agrawal	0.40	-	0.40	-	-
P.Y.	(0.39)	-	(0.39)	-	-
Shreyaan Gupta	0.18	-	0.18	-	-
P.Y.	(0.07)	-	(0.07)	-	-
<b>iii) Commission</b>					
Sulochana Gupta	0.03	-	0.03	-	-
P.Y.	(0.03)	-	(0.03)	-	-
Maitri Mehta	0.03	-	-	-	0.03
P.Y.	(0.03)	-	-	-	(0.03)
Vishwavir Saran Das	0.03	-	-	-	0.03
P.Y.	(0.03)	-	-	-	(0.03)
Sandeep Singhi	0.03	-	-	-	0.03
P.Y.	(0.03)	-	-	-	(0.03)
Sudhin B. Choksey	0.01	-	-	-	0.01
P.Y.	-	-	-	-	-
<b>(c) Services : Sitting Fees</b>					
Maitri Mehta	0.02	-	-	-	0.02
P.Y.	(0.02)	-	-	-	(0.02)
Sandeep Singhi	0.02	-	-	-	0.02
P.Y.	(0.02)	-	-	-	(0.02)
Sulochana Gupta	0.01	-	0.01	-	-
P.Y.	(0.01)	-	(0.01)	-	-
Vishwavir Saran Das	0.02	-	-	-	0.02
P.Y.	(0.02)	-	-	-	(0.02)
Sudhin B. Choksey	0.01	-	-	-	0.01
P.Y.	-	-	-	-	-



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(Amount in Crores)

Transaction	Total	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key Managerial Person	Independent Directors
<b>(d) Dividend Paid</b>					
Manish Gupta	7.81	7.81	-	-	-
P.Y.	(4.51)	(4.51)	-	-	-
Sulochana Gupta	0.32	-	0.32	-	-
P.Y.	(3.00)	-	(3.00)	-	-
Shilpa Gupta	0.92	-	0.92	-	-
P.Y.	(0.85)	-	(0.85)	-	-
Shreyaan Gupta	0.46	-	0.46	-	-
P.Y.	(0.42)	-	(0.42)	-	-
Jupiter Corporate Services Limited *(P.Y. ₹ 49,664)	0.01	-	-	-	0.01
P.Y.	*(0.00)	-	-	-	*(0.00)
<b>(e) Rent Paid</b>					
Manish Gupta	0.14	0.14	-	-	-
P.Y.	(0.22)	(0.22)	-	-	-
Sulochana Gupta	0.05	-	0.05	-	-
P.Y.	(0.05)	-	(0.05)	-	-
Jupiter Corporate Services Limited	0.01	-	-	0.01	-
P.Y.	(0.01)	-	-	(0.01)	-
SMAS Investors LLP	3.93	-	-	3.93	-
P.Y.	(3.58)	-	-	(3.58)	-
<b>(f) Registrar and Transfer Agent Charges</b>					
Jupiter Corporate Services Limited	0.12	-	-	0.12	-
P.Y.	(0.11)	-	-	(0.11)	-
<b>(g) Brokerage/Commission Paid</b>					
Jupiter Corporate Services Limited	-	-	-	-	-
P.Y.	(0.07)	-	-	(0.07)	-
<b>(h) Professional Services</b>					
SINGHI & CO	0.01	-	-	0.01	-
P.Y.	-	-	-	-	-
<b>(i) Re-imbursement of Incorporation expense of subsidiary</b>					
Maiz Citchem Limited	0.18	-	-	0.18	-
P.Y.	-	-	-	-	-
<b>(j) Share subscription amount paid to subsidiary</b>					
Maiz Citchem Limited	15.00	-	-	15.00	-
P.Y.	-	-	-	-	-



NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Balance Outstanding as at March 31, 2023	Total	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key Managerial Person	Independent Directors
<b>Amount Payable</b>					
Manish Gupta	42.80	42.80	-	-	-
P.Y.	(67.23)	(67.23)	-	-	-
SMAS Investors LLP *(₹ 41,966)	*0.00	*0.00	-	-	-
P.Y.	-	-	-	-	-
<b>Commission to Non Whole time director</b>					
Sulochana Gupta	0.03		0.03		
P.Y.	(0.03)		(0.03)		
Maitri Mehta	0.03				0.03
P.Y.	(0.03)				(0.03)
Vishwavir Saran Das	0.03				0.03
P.Y.	(0.03)				(0.03)
Sandeep Singhi	0.03				0.03
P.Y.	(0.03)				(0.03)
Sudhin B Chowksey	0.01				0.01
P.Y.	-				-

**Notes:**

- No amount has been provided as doubtful debts or advances / written off or written back in respect of debts due from / to above parties. Figures in brackets relate to previous year.
- The transaction with related parties are made on terms equivalent to those that prevail in arm's length transactions.

**Compensation to Key Managerial Personnel of the Company:**

(Amount in Crores)

Nature of Benefits	For the year ended March 31, 2023	For the year ended March 31, 2022
Short-term Employee Benefits	45.24	69.17
Post-employment Gratuity Benefits*	0.26	0.27
<b>Total</b>	<b>45.50</b>	<b>69.44</b>

\* Key Managerial Personnel and Relatives of Promoters who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. Post-employment gratuity benefits of Key Managerial Personnel has not been included in (b) above.

**39 POST RETIREMENT BENEFIT PLANS AS PER INDIAN ACCOUNTING STANDARD 19**

As per Actuarial Valuation as on March 31, 2023 and March 31, 2022 and recognised in the financial statements in respect of Employee Benefit Schemes:

**A. Amount recognised in the Balance Sheet**

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Gratuity:</b>		
Present Value of Plan Liabilities	13.90	13.83
Fair Value of Plan Assets	4.11	4.27
Deficit/(Surplus) of Funded Plans	9.79	9.56
Unfunded Plans	-	-
<b>Net Plan Liability/ (Asset)*</b>	<b>9.79</b>	<b>9.56</b>



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**B. Movements in Plan Assets and Plan Liabilities**

(Amount in Crores)

Gratuity	For the year ended March 31, 2023			For the year ended March 31, 2022		
	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan liabilities	Net
As at April 01	4.27	13.83	9.56	4.84	13.94	9.10
Current Service Cost	-	1.23	1.23	-	1.22	1.22
Past Service Cost	-	-	-	-	-	-
Return on Plan Assets excluding actual return on Plan Assets	(0.02)	-	0.02	(0.02)	-	0.02
Actual return on Plan Asset	0.31	-	(0.31)	0.32	-	(0.32)
Interest Cost	-	1.01	1.01	-	0.96	0.96
Actuarial (gain)/loss arising from changes in demographic Assumptions	-	-	-	-	-	-
Actuarial (gain)/loss arising from changes in financial Assumptions	-	(0.22)	(0.22)	-	(0.41)	(0.41)
Actuarial (gain)/loss arising from experience adjustments	-	(0.40)	(0.40)	-	0.38	0.38
Employer Contributions	1.10	-	(1.10)	0.90	-	(0.90)
Benefit Payments	(1.55)	(1.55)	-	(1.77)	(2.26)	(0.49)
<b>As at March 31,</b>	<b>4.11</b>	<b>13.90</b>	<b>9.79</b>	<b>4.27</b>	<b>13.83</b>	<b>9.56</b>

The liabilities are split between different categories of plan participants as follows:

**Defined benefit obligation and employer contribution**

(Amount in Crores)

Particulars	Gratuity	
	March 31, 2023	March 31, 2022
Active Members	2,229	2,609

The Company expects to contribute around ₹ 0.95 Crores to the funded plans in financial year 2023-24 (Contribution done in 2022-23 : ₹ 1.10 Crores) for gratuity.

**C. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses**

(Amount in Crores)

Gratuity	year ended March 31, 2023	year ended March 31, 2022
Current Service Cost	1.23	1.22
Finance Cost/(Income)	0.70	0.63
Past Service Cost	-	-
Asset/(Liabilities) recognised in Balance Sheet*	-	-
<b>Net impact on the Profit / (Loss) before Tax</b>	<b>1.93</b>	<b>1.85</b>
<b>Remeasurement of the Net Defined Benefit Liability:</b>		
Return on Plan Assets excluding actuarial return on Plan Assets	0.02	0.02
Actuarial gains/(losses) arising from changes in demographic	-	(0.00)
Actuarial gains/(losses) arising from changes in financial assumption	(0.22)	(0.41)
Experience gains/(losses) arising on experience adjustments	(0.40)	0.38
Benefit Plan Liabilities	-	-
<b>Net Gain recognised in the Other Comprehensive Income Before Tax</b>	<b>(0.60)</b>	<b>(0.01)</b>

\* Surplus of assets over liabilities has not been recognised on the basis that future economic benefits are not available to the Company in the form of a reduction in future contributions or cash refunds.





## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### D. Assets

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Gratuity:</b>		
<b>Unquoted</b>		
Government Debt Instruments	-	-
Corporate Bonds	-	-
Insurer Managed Funds	4.11	4.27
Others	-	-
<b>Total</b>	<b>4.11</b>	<b>4.27</b>

### E. Assumptions

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

The significant actuarial assumptions were as follows:

(Amount in Crores)

Gratuity	March 31, 2023	March 31, 2022
<b>Financial Assumptions</b>		
Discount Rate	7.50%	7.27%
Salary Escalation Rate	7.00%	7.00%
Attrition Rate	2.00%	2.00%
<b>Demographic Assumptions</b>		
Published rates under the Indian Assured Lives Mortality (2012-14) Urban table.		

### F. Sensitivity

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

(Amount in Crores)

Gratuity :	As at March 31, 2023		As at March 31, 2022	
	Change in Present value of Plant Liabilities due to		Change in Present value of Plant Liabilities due to	
	Increase in Factor by 100 bps	Decrease in Factor by 100 bps	Increase in Factor by 100 bps	Decrease in Factor by 100 bps
Discount Rate	(0.87)	0.99	(0.94)	1.08
Salary Escalation Rate	0.95	(0.85)	1.03	(0.92)
Attrition Rate	0.03	(0.03)	0.01	(0.01)

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



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### G. The defined benefit obligations shall mature after year end as follows:

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
1st Following Year	2.51	2.25
2nd Following Year	0.54	0.69
3rd Following Year	1.16	0.79
4th Following Year	1.25	1.10
5th Following Year	1.19	1.23
Thereafter	20.28	21.48

#### Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimise risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments % which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit.

#### (i) Leave Obligations

The leave obligations cover the Company's liability for sick and earned leave. The amount of the provision of ₹ 1.96 crores [March 31, 2022: ₹ 1.84 crores] is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations.

#### (ii) Defined Contribution Plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is ₹ 2.80 Crores [March 31, 2022: ₹ 2.87 Crores]

## 40 DISCLOSURE AS PER INDIAN ACCOUNTING STANDARD 37 RELATING TO PROVISIONS

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Opening Balance	0.93	0.93
Addition during the Year	-	-
Reversal during the year	(0.25)	-
<b>Closing Balance</b>	<b>0.68</b>	<b>0.93</b>

The provision relates to estimated outflow of cash expected to be paid in relation to damages payable on account of cancellation of contract for supply of raw material and on account of quality rebate claim for sale of traded goods. Due to its nature, it is not possible to estimate the timing of resulting cash flows.

## 41 SCHEDULE OF GOVERNMENT GRANT

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
a. At April 01	9.75	6.54
Grant Received during the Year	0.13	5.28
Released to the statement of Profit & Loss	(1.65)	(2.07)
<b>At March 31,</b>	<b>8.23</b>	<b>9.75</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
b. Current (Refer Note No. 22)	1.79	1.75
Non Current (Refer Note No. 18)	6.44	8.00
<b>Total</b>	<b>8.23</b>	<b>9.75</b>

### 42 DISCLOSURE OF SIGNIFICANT INTEREST IN SUBSIDIARIES AS PER PARAGRAPH 17 OF IND AS 27

(Amount in Crores)

Name of Entity	Country of Incorporation	Ownership	
		As at March 31, 2023	As at March 31, 2022
Mohit Agro Commodities Processing Private Limited	India	100%	100%
Maiz Citchem Limited	India	100%	NA

**43 The Scheme of Arrangement between The Company and Mohit Agro Commodities Processing Private Limited ( Wholly Owned Subsidiary ) :-** The Board of Directors of the Company has been approved the scheme of Amalgamations between Gujarat Ambuja Exports Limited ( the Company ) and Mohit Agro Commodities Processing Private Limited ( Wholly Owned Subsidiary ) at their meeting held on October 20, 2020. Approval by the National Company Law Tribunal is awaited.

**44** The Code on Social Security, 2020 ('Code') has been notified in the Official Gazette of India on September 29, 2020, which could impact the contributions of the Company towards certain employment benefits. The effective date from which changes are applicable is yet to be notified and the rules are yet to be framed. Impact, if any, of the change will be assessed and accounted in the period of notification of the relevant provisions.

### 45 EVENT AFTER THE REPORTING PERIOD

- The Board of Directors of the Company have recommended Final dividend of ₹ 0.70 per fully paid up share of ₹ 1/- each at it's meeting held on May 06, 2023 for the financial year 2022-23, subject to the approval of members at the Annual General meeting of the Company.
- The Company Evaluate events and transactions date occur subsequent to the balance sheet date but prior to the approval of the financial statement to determine the necessity for recognition and reporting of any of these events and transactions in the financial statements as of May 6th ,2023, other than those disclosed and adjusted elsewhere in these financial statements, there were no subsequent event to be reported.

**46** The Company has incurred premium expenses of ₹ 1.08 Crores on Keymen Insurance Policy of Managing Director and Whole-Time Director which is included in Staff welfare expenses.

### 47 ASSETS HELD FOR SALE

The Company has identified and classified plant and machinery having a carrying value of ₹ 3.96 Crores as on March 31, 2023 (P.Y. 1.73 Crores) as assets held for sale. During the year, the Company has identified certain buyers and disposed off assets worth ₹ 0.39 Crores pertaining to previous year . Further, company shall continue to put efforts to dispose off the remaining assets during the year 2023-24.

**48** As per Ind AS"108 - Operating segment", segment information has been provided under the Notes to consolidated financial statements.



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**49 KEY FINANCIAL RATIOS**

Sr. No.	Particulars	Numerator	Denominator	2022-23	2021-22	% Variance	Reason for Change in ratio in excess of 25% compared to preceding year
1.	Current Ratio	Current Assets	Current Liabilities	3.87	2.91	<b>33.06%</b>	Increase in Current ratio is primarily on account of Trade receivables and balance with bank as well as decrease working capital loan and trade payables
2.	Debt Equity Ratio	Total Borrowings (i.e. Non-current borrowings + Current borrowings)	Total Equity	0.09	0.13	<b>(28.52)%</b>	Decrease is primarily on account of increase in Net worth and decrease in borrowings
3.	Debt Service Coverage Ratio*	Net Profit after Taxes + Depreciation & Amortisation + Interest	Interest + Lease payments + Principal Repayments	34.88	228.64	<b>(84.74)%</b>	Change due to decrease in Profit after tax and increase in Interest Cost
4.	Return on Equity Ratio	Net profit after tax	Average Shareholder's Equity	14.45%	25.07%	<b>(42.37)%</b>	Change due to reduction in Profit after tax
5.	Inventory turnover ratio	Revenue from operations	Average Inventory	7.37	6.72	<b>9.71%</b>	
6.	Trade Receivables turnover ratio	Total Sales	Average Trade Receivable	19.54	20.77	<b>(5.89)%</b>	
7.	Trade payables turnover ratio	Total Purchases	Average Trade Payables	21.16	17.51	<b>20.82%</b>	
8.	Net capital turnover ratio	Revenue from Operations	Working capital (i.e. Current assets - Current liabilities)	3.89	4.35	<b>(10.48)%</b>	
9.	Net Profit Ratio	Net Profit after Taxes	Revenue from operations	6.73%	10.18%	<b>(33.93)%</b>	Change due to decrease in margins
10.	Return on Capital employed	Earnings before interest and taxes	Capital Employed (i.e. Tangible Net Worth + Total Debt + Deferred Tax Liability)	16.55%	26.18%	<b>(36.79)%</b>	Reduction due to lower margins and higher cost of interest due to increase in utilisation of working capital borrowings
11.	Return on Investment	Profit generated on sale of investment as well as Interest/ dividend received on investment	Cost of investment	8.57%	6.69%	<b>28.10%</b>	Increase primarily on account of higher return on bonds

\*The Company does not have any repayment of borrowings. Debt Service coverage ratio has been computed basis lease liabilities repayment schedule as per Guidance note on Schedule III issued by the Institute of Chartered Accountants of India.

Note : The calculation for above ratios (including restatement of prior year ratios, wherever necessary) is in accordance with formula prescribed by Guidance note on Schedule III issued by the Institute of Chartered Accountants of India.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 50 Other Statutory Information

- (I) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (II) The Company do not have any transactions with companies struck off.
- (III) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (IV) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (V) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (VI) The Company have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (VII) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (VIII) The quarterly returns or statements of Receivables, inventories and creditors for goods filed by the Company with banks or financial institutions are in agreement with the books of accounts.

51 Figures of previous year have been regrouped ,wherever considered necessary to make them comparable to current year figures.

As per our report of even date

For **KANTILAL PATEL & CO**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104744W

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

Place: Ahmedabad  
Date : May 06, 2023

**For and on behalf of the Board of Directors**

**MANISH GUPTA**  
Chairman & Managing Director  
DIN: 00028196

**GIRIDHAR NAGARAJ**  
Chief Financial Officer  
Membership No.: 023732

Place: Ahmedabad  
Date : May 06, 2023

**SANDEEP AGRAWAL**  
Whole-Time Director  
DIN: 00027244

**KALPESH DAVE**  
Company Secretary  
Membership No.: A32878





# INDEPENDENT AUDITOR'S REPORT

## REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### OPINION

We have audited the accompanying consolidated financial statements of Gujarat Ambuja Exports Limited (the "Holding Company"), and its subsidiaries (the Holding Company and the subsidiaries 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 then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act"), in the manner so required, and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards)

Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2023 and its 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 consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated 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 financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1.	<p><b>Inventory Existence and its Valuation</b></p> <p>As of March 31, 2023, the Holding Company's inventory amounted to 665.10 Cr. This inventory is held in the Holding Company's plants, depots, and warehouses located throughout India. At each storage location, inventory is stored in various facilities such as warehouses, sheds, silos, containers, and yards.</p> <p>We gave special attention to this matter due to the following reasons:</p> <ul style="list-style-type: none"> <li>▶ The inventory balance significantly impacts the profit and financial position statements.</li> <li>▶ Determining the exact quantities of inventory on hand is complex, given the large number, diverse locations, and varying storage facilities involved.</li> </ul>	<p>We attended in inventory counts at selected locations, Chalisgaon, Himmatnagar and Kadi plants, based on their financial significance, and risk. For locations we didn't attend, we assessed certain controls related to inventory existence and value.</p> <p>Our Audit procedures comprised:</p> <ul style="list-style-type: none"> <li>▶ Choosing a sample of inventory items and comparing the counted quantities with the recorded quantities. We then verified any differences found during physical verification to ensure accurate accounting.</li> <li>▶ Observing a sample of management's inventory count procedures to evaluate compliance with the company's process.</li> </ul>



## INDEPENDENT AUDITOR'S REPORT (Contd.)

S. No.	Key Audit Matter	Auditor's Response
		<ul style="list-style-type: none"> <li>▶ Making inquiries about non-moving inventory items and examining the conditions of items counted.</li> <li>▶ Assessing a selection of controls over inventory existence across the company. Additionally, we confirmed the inventory held by a third party at port.</li> <li>▶ Checking approvals for reviewing selling prices, authorizing and recording costs, and ensuring that subsequent selling prices exceed the inventory's accounted value.</li> <li>▶ Testing the valuation of inventory in line with Indian Accounting Standard -2.</li> <li>▶ Testing the design, implementation, and effectiveness of key controls management established for provision computations and to ensure inventory provision accuracy.</li> </ul> <p>We identified no significant exceptions from these procedures.</p>
2	<p><b>Capitalisation of Property , Plant and Equipment</b></p> <p>During the year , the Holding Company has capitalised Property, Plant and Equipment at Malda Plant which amounted to ₹ 263.01 crores. Further items of Property, Plant and Equipment that are ready for intended use at Malda Plant as determined by management have been capitalised.</p> <p>Significant level of judgement is involved to ensure that the aforesaid additions meet the recognition criteria of Ind AS 16-Property Plant and Equipment. As a result , the aforesaid matter was determined to be a key audit matter.</p>	<p>Our audit procedure included the following substantive procedures:</p> <ul style="list-style-type: none"> <li>▶ We assessed the nature of the additions made to Property, Plant and Equipment and capital work-in-progress on a test check basis to test that they meet the recognition criteria as set out in para 16 to 22 of Ind AS 16.</li> <li>▶ We assessed the capitalisation process and tested the design and operating effectiveness of the controls in the process.</li> <li>▶ Reviewed the project completion details provided by the management to determine whether the asset is in location and condition necessary for it to be capable of operating in the manner intended by the management.</li> <li>▶ Assessed the useful life of the capitalised property, plant and equipment is in line with the useful life given under the Companies Act, 2013 and disclosure is given for the assets for which useful life is different from the Companies Act, 2013.</li> </ul> <p>Based on the above procedures, management's assessment in respect of Capitalisation of Property, Plant and Equipment in the Consolidated Financial Statements are considered to be adequate.</p>



## INDEPENDENT AUDITOR'S REPORT (Contd.)

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to the Board's Report, Management Discussion and Analysis, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditors' report thereon. The other information is expected to be made available to us after the date of this auditors' report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditors' responsibilities relating to other Information'. We have nothing to report in this regard.

### MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, including total comprehensive income, changes in equity and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act and the rules thereunder, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant

to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the consolidated financial statements, management and Board of Directors 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 or Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the respective companies included in the Group are also responsible for overseeing the Group's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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.

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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

## INDEPENDENT AUDITOR'S REPORT (Contd.)

- ▶ 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated 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 financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### OTHER MATTER

- i. The consolidated financial statement of the Company for the year ended March 31, 2022 have been audited by the predecessor auditor who expressed an unmodified opinion on those consolidated financials statements on May 28, 2022. Our report on the consolidated financial statements is not modified in respect of this matter.
- ii. The Consolidated Financial Statements include the audited financial statements and other financial information, in respect of One subsidiary, whose financial statements include total assets of INR 3.77 Crore as at March 31, 2023, total revenues of INR 0.00 Crore and total net profit after tax of INR 0.01 Crore for the year ended on March 31, 2023, and total comprehensive income of INR 0.00 Crore, and net cash inflows of INR 2.07 Crore for the year ended on March 31, 2023, as considered in the Statement which have been audited by its respective independent auditor.

The independent auditor's report on the financial statements of this entity has been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the reports of such auditor and the procedures performed by us as stated in paragraph above.

Our opinion above on the Consolidated Financial Statements and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.



## INDEPENDENT AUDITOR'S REPORT (Contd.)

### 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.
  - (b) In our opinion, proper books of account as required by law have been kept by the Holding Company so far as it appears from our examination of those books.
  - (c) 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 then ended dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the consolidated financial statements comply with the Ind AS specified under section 133 of the Act and the Rules thereunder, as amended.
  - (e) 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.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company with reference to the consolidated financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A' to this report.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of sub-section (16) of Section 197 of the Act, as amended, we report that to the best of our information and according to the explanations given to us, remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
  - (h) With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Holding Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements. Please refer Note No. 33.
    - (ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
    - (iv)
      - (a) The management of the Holding Company has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
      - (b) The management of the Holding Company has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the Group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group





## INDEPENDENT AUDITOR'S REPORT (Contd.)

shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as provided in (a) and (b) above, contain any material misstatement.
- (v) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 14 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

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

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and by the auditors of one of its subsidiary included in the consolidated financial statements of the Holding Company, we report that there are no qualifications or adverse remarks in these CARO reports.

For **Kantilal Patel & Co.,**  
Chartered Accountants  
Firm's Registration No.: 104744W

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

Place: Ahmedabad  
Date: May 06, 2023  
UDIN: 23153599BGVAXO9995



## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' section of our report of even date to the members of Gujarat Ambuja Exports Limited)

### REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE CONSOLIDATED FINANCIAL STATEMENTS UNDER SECTION 143(3)(I) OF THE ACT

We have audited the internal financial controls over financial reporting of the Holding Company as of March 31, 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Holding Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') 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 Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### AUDITOR'S RESPONSIBILITY

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 issued by the ICAI and the SAs prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those SAs 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to the consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding

of internal financial controls over financial reporting with reference to the consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to the consolidated financial statements.

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control



## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to the consolidated financial statements 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 issued by the ICAI.

For **Kantilal Patel & Co.,**  
Chartered Accountants  
Firm's Registration No.: 104744W

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

Place: Ahmedabad  
Date: May 06, 2023  
UDIN: 23153599BGVAXO9995



# CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2023

(Amount in Crores)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	2.1	1,038.11	764.53
(b) Capital work-in-progress	2.1	86.99	245.97
(c) Right-of-Use Assets	2.2	3.44	6.19
(d) Other Intangible Assets	2.3	0.72	0.41
(e) Financial Assets			
(i) Investments	3	74.16	51.61
(ii) Other Financial Assets	4	7.15	5.55
(f) Non Current Tax Assets (Net)		5.14	5.14
(g) Other Non Current Assets	5	24.03	34.98
<b>Total Non-Current Assets</b>		<b>1,239.74</b>	<b>1,114.38</b>
<b>(2) Current Assets</b>			
(a) Inventories	6	665.10	666.16
(b) Financial Assets			
(i) Investments	7	576.04	662.10
(ii) Trade Receivables	8	277.96	224.41
(iii) Cash and cash equivalents	9	103.97	10.59
(iv) Bank Balances other than (iii) above	10	6.21	7.83
(v) Other Financial assets	11	5.81	8.31
(c) Other current assets	12	72.81	57.12
<b>Total</b>		<b>1,707.90</b>	<b>1,636.52</b>
Assets Held for sale (Refer Note No.46)		3.96	1.73
<b>Total Current Assets</b>		<b>1,711.86</b>	<b>1,638.25</b>
<b>TOTAL ASSETS [ 1 + 2 ]</b>		<b>2,951.60</b>	<b>2,752.63</b>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	13	22.93	22.93
(b) Other Equity	14	2,411.05	2,095.40
<b>Total Equity</b>		<b>2,433.98</b>	<b>2,118.33</b>
<b>(2) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15 A	3.09	2.62
(ii) Lease Liability	15 B	2.09	5.98
(b) Provisions	16	7.39	6.93
(c) Deferred Tax Liabilities (Net)	17 C	57.42	45.49
(d) Other Liabilities	18	7.76	12.35
<b>Total Non-Current Liabilities</b>		<b>77.75</b>	<b>73.37</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	217.58	266.19
(ii) Lease Liability	15 B	3.89	3.28
(iii) Trade Payables	20		
a) Total outstanding dues of Micro Enterprises & Small Enterprises		7.72	4.55
b) Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises		136.98	180.63
(iv) Other Financial Liabilities	21	20.49	19.18
(b) Other Current Liabilities	22	45.36	78.27
(c) Provisions	23	5.05	5.40
(d) Liabilities for Current Tax (Net)	24	2.80	3.43
<b>Total Current Liabilities</b>		<b>439.87</b>	<b>560.93</b>
<b>TOTAL EQUITY &amp; LIABILITIES [ 1 + 2 + 3 ]</b>		<b>2,951.60</b>	<b>2,752.63</b>

Summary of significant accounting policies.

1

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

For and on behalf of the Board of Directors

For **KANTILAL PATEL & CO**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104744W

**MANISH GUPTA**  
Chairman & Managing Director  
DIN: 00028196

**SANDEEP AGRAWAL**  
Whole-Time Director  
DIN: 00027244

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

**GIRIDHAR NAGARAJ**  
Chief Financial Officer  
Membership No.: 023732

**KALPESH DAVE**  
Company Secretary  
Membership No.: A32878

Place: Ahmedabad  
Date : May 06, 2023

Place: Ahmedabad  
Date : May 06, 2023



# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

(Amount in Crores)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>I REVENUE</b>			
Revenue from Operations	25	4,908.99	4,670.31
Other Income	26	74.01	54.06
<b>Total Income (I)</b>		<b>4,983.00</b>	<b>4,724.37</b>
<b>II EXPENSES</b>			
Cost of Materials Consumed	27	3,285.01	2,626.17
Purchases of Stock-in-trade	28	346.05	507.41
Changes in Inventories of Finished goods, Stock-in-trade and Work-in-progress	29	(84.49)	87.60
Employee Benefits Expense	30	121.21	147.77
Finance Costs	31	13.26	5.68
Depreciation and Amortisation Expense	2	94.66	97.33
Other Expenses	32	766.17	614.24
<b>Total Expenses (II)</b>		<b>4,541.87</b>	<b>4,086.20</b>
<b>III Profit Before Exceptional Items and Tax (I-II)</b>		<b>441.13</b>	<b>638.17</b>
<b>IV Exceptional Items</b>		<b>-</b>	<b>-</b>
<b>V Profit Before Tax (III-IV)</b>		<b>441.13</b>	<b>638.17</b>
<b>VI Tax Expense:</b>			
(1) Current Tax	17A	99.24	161.00
(2) Deferred Tax	17C	11.79	1.73
<b>Total Tax Expenses</b>		<b>111.03</b>	<b>162.73</b>
<b>VII Profit for the Year ( V-VI )</b>		<b>330.10</b>	<b>475.44</b>
<b>Other Comprehensive Income</b>			
(i) Item that will not be reclassified to profit or loss in subsequent periods:			
(a) Remeasurements of the defined benefit plans		0.59	0.01
(b) Income Tax effect (P.Y. ₹ 19,806)		(0.15)	(0.00)
		<b>0.44</b>	<b>0.01</b>
(ii) Item that will be reclassified to profit or loss in subsequent periods:		-	-
<b>VIII Total Other Comprehensive Income ( for the year net of tax ) (i-ii)</b>		<b>0.44</b>	<b>0.01</b>
<b>IX Total Comprehensive Income for the Year ( Net of Tax ) (VII+VIII)</b>		<b>330.54</b>	<b>475.45</b>
Earning per share (Face Value of ₹ 1 each, P.Y. ₹ 1 each)			
- Basic	37	14.40	20.73
- Diluted	37	14.40	20.73

Summary of significant accounting policies.

1

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

For and on behalf of the Board of Directors

For **KANTILAL PATEL & CO**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104744W

**MANISH GUPTA**  
Chairman & Managing Director  
DIN: 00028196

**SANDEEP AGRAWAL**  
Whole-Time Director  
DIN: 00027244

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

**GIRIDHAR NAGARAJ**  
Chief Financial Officer  
Membership No.: 023732

**KALPESH DAVE**  
Company Secretary  
Membership No.: A32878

Place: Ahmedabad  
Date : May 06, 2023

Place: Ahmedabad  
Date : May 06, 2023





# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2023

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	441.13	638.17
Adjustments for:		
Depreciation and Amortisation Expenses	94.66	97.46
Deferred Income from Government Grants	(1.65)	(2.07)
Dividend Income	(4.44)	(2.56)
Net loss/(gain) on Sale/fair value of Non-Current Investment FVTPL	(4.34)	(9.06)
Provision/(write back) for Doubtful Debts and Advances	0.06	0.05
Bad debts recovered	(0.08)	(0.05)
Loss on Discarding of Asset & Sale of Assets	0.85	0.04
(Gain) / Loss on Disposal of Property, Plant and Equipment	(0.01)	(1.36)
Interest Income	(52.76)	(26.85)
Finance Costs	9.82	1.08
Remeasurements of the Defined Benefit Plans	0.59	0.01
<b>Operating Profit before Working Capital changes</b>	<b>483.83</b>	<b>694.86</b>
<b>Adjustments for:</b>		
Decrease/(Increase) in Other Assets (Current and Non-Current)	(15.90)	(10.25)
Decrease/(Increase) in Other Financial Asset (Current and Non-Current)	4.73	2.16
Decrease/(Increase) in Trade Receivables	(53.53)	0.96
Decrease/(Increase) in Inventories	1.06	57.26
(Decrease)/Increase in Other Current Financial Liabilities	(0.11)	0.58
(Decrease)/Increase in Provision (Current and Non-Current)	0.11	(0.50)
(Decrease)/Increase in Other Liabilities (Current and Non-Current)	(35.98)	(2.58)
(Decrease)/Increase in Trade Payable	(42.98)	17.53
<b>Cash generated from Operations</b>	<b>341.23</b>	<b>760.02</b>
Direct Taxes Paid (net of refunds)	(99.87)	(164.20)
<b>Cash flows before Exceptional Items</b>	<b>241.36</b>	<b>595.82</b>
Exceptional items	-	-
<b>Net Cash flow generated from Operating Activities (A)</b>	<b>241.36</b>	<b>595.82</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceeds on sale of Property, Plant and Equipments	0.24	1.92
Capital expenditure on payment towards Property, Plant and Equipment including Capital Advances and Capital work-in-progress	(197.45)	(285.50)
Purchase of Intangibles Assets	(0.37)	(0.03)
Proceeds from Sale/Maturity of Non-Current Investments	0.59	6.07
Purchase of Non-Current Investments	(18.81)	(24.98)
Proceeds from Sale/Maturity of Current Investments	565.23	860.52
Purchase of Current Investments	(479.16)	(1,366.65)
Investment in Bank Deposits (having maturity more than 3 months)	1.35	(1.38)
Fixed deposits with Banks (placed)/realised (Net) (having maturity more than 12 months)	(1.57)	0.88
Change in Government Grant	0.14	5.27
Interest Income	53.01	24.75
Dividend Income	4.44	2.56
<b>Net Cash flow generated from / (used in) Investing Activity (B)</b>	<b>(72.36)</b>	<b>(776.57)</b>



# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Payment of principal portion of Lease Obligation	(3.28)	(1.47)
Finance Cost Paid (Including interest on lease obligation)	(9.28)	(1.06)
Change in Non-Current Borrowings	0.46	0.51
Proceeds/(Repayment) of Current Borrowings (Net)	(48.61)	115.58
Dividend Paid	(14.91)	(13.76)
<b>Net Cash flow generated from / (used in) Financing Activity (C)</b>	<b>(75.62)</b>	<b>99.81</b>
<b>Net increase / (decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>93.38</b>	<b>(80.94)</b>
<b>Cash and Cash Equivalents at the beginning of the Year</b>	<b>10.59</b>	<b>91.52</b>
<b>Cash and Cash Equivalents at year End</b>	<b>103.97</b>	<b>10.59</b>

## Notes:

- The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- The Group has total sanction limit of ₹ 649.00 Crores (P.Y. ₹ 549.00 Crores) with banks, out of which ₹ 217.58 Crores (P.Y. ₹ 266.19 Crores) has been utilised.
- Changes in Liabilities arising from Financial Activities

Particulars	As at March 31, 2022	Cash Flows	Non Cash Changes		As at March 31, 2023
			Fair Value Changes	Current/Non-Current Classification	
Borrowings Non-Current	2.62	0.47	-	-	3.09
Borrowings Current	266.19	(48.61)	-	-	217.58

Particulars	As at March 31, 2021	Cash Flows	Non Cash Changes		As at March 31, 2022
			Fair Value Changes	Current/Non-Current Classification	
Borrowings Non-Current	2.12	0.50	-	-	2.62
Borrowings Current	150.61	115.58	-	-	266.19

The accompanying notes form an integral part of the Consolidated financial statements

As per our report of even date

For **KANTILAL PATEL & CO**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104744W

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

Place: Ahmedabad  
Date : May 06, 2023

For and on behalf of the Board of Directors

**MANISH GUPTA**  
Chairman & Managing Director  
DIN: 00028196

**GIRIDHAR NAGARAJ**  
Chief Financial Officer  
Membership No.: 023732

Place: Ahmedabad  
Date : May 06, 2023

**SANDEEP AGRAWAL**  
Whole-Time Director  
DIN: 00027244

**KALPESH DAVE**  
Company Secretary  
Membership No.: A32878



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

## I. CURRENT REPORTING PERIOD

Particulars	Attributable to the Equity Holders of the Company									(Amount in Crores)	
	Number of Equity Share	Equity Share Capital	Reserves & Surplus					Total Equity			
			Retained Earnings		Capital Subsidy	Amalgamation Reserve Account	Securities Premium Account				Capital Redemption Reserve
			General Reserve	Net Surplus in Statement of Profit & Loss							
Balance at the beginning of the current reporting period	22,93,35,330	22.93	184.47	1,897.62	1.25	0.02	0.89	11.15	2,118.33		
Changes in accounting policy or prior period items	-	-	-	-	-	-	-	-	-	-	
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	
Add: Profit for the Year	-	-	-	330.10	-	-	-	-	-	330.10	
Add/(Less): Other Comprehensive Income	-	-	-	0.44	-	-	-	-	-	0.44	
Total Comprehensive Income	-	-	-	-	-	-	-	-	-	-	
Transactions with Owners in their capacity as Owners:	-	-	-	-	-	-	-	-	-	-	
Dividend Paid (Refer Note No.14)	-	-	-	(14.91)	-	-	-	-	-	(14.91)	
Balance at the end of the current reporting period	22,93,35,330	22.93	184.47	2,213.25	1.25	0.02	0.89	11.15	2,433.98		

## II. PREVIOUS REPORTING PERIOD

Particulars	Attributable to the Equity Holders of the Company									(Amount in Crores)
	Number of Equity Share	Equity Share Capital	Reserves & Surplus						Total Equity	
			Retained Earnings		Capital Subsidy	Amalgamation Reserve Account	Securities Premium Account	Capital Redemption Reserve		
			General Reserve	Net Surplus in Statement of Profit & Loss						
Balance at the beginning of the previous reporting period	22,93,35,330	22.93	184.47	1,435.93	1.25	0.02	0.89	11.15	1,656.64	
Changes in accounting policy or prior period items	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-	-	-	-	-
Add: Profit for the Year	-	-	-	475.44	-	-	-	-	-	475.44
Add/(Less): Other Comprehensive Income	-	-	-	0.01	-	-	-	-	-	0.01
Total Comprehensive Income	-	-	-	-	-	-	-	-	-	-



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Particulars	Attributable to the Equity Holders of the Company								Total Equity
	Number of Equity Share	Equity Share Capital	Reserves & Surplus						
			Retained Earnings		Capital Subsidy	Amalgamation Reserve Account	Securities Premium Account	Capital Redemption Reserve	
			General Reserve	Net Surplus in Statement of Profit & Loss					
Transactions with Owners in their capacity as Owners:	-	-	-	-	-	-	-	-	-
Dividend Paid (Refer Note No.14)	-	-	-	(13.76)	-	-	-	-	(13.76)
Balance at the end of the previous reporting period	22,93,35,330	22.93	184.47	1,897.62	1.25	0.02	0.89	11.15	2,118.33

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

For **KANTILAL PATEL & CO**  
 CHARTERED ACCOUNTANTS  
 Firm Registration No.: 104744W

**JINAL A. PATEL**  
 Partner  
 Membership No.: 153599

Place: Ahmedabad  
 Date : May 06, 2023

For and on behalf of the Board of Directors

**MANISH GUPTA**  
 Chairman & Managing Director  
 DIN: 00028196

**GIRIDHAR NAGARAJ**  
 Chief Financial Officer  
 Membership No.: 023732

Place: Ahmedabad  
 Date : May 06, 2023

**SANDEEP AGRAWAL**  
 Whole-Time Director  
 DIN: 00027244

**KALPESH DAVE**  
 Company Secretary  
 Membership No.: A32878



# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

## 1. SIGNIFICANT ACCOUNTING POLICIES

### 1.1 Company Information

Gujarat Ambuja Exports Limited (Company) is a Public Limited Company domiciled in India. The Company has its registered office at "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, PO Thaltej, Ahmedabad, Gujarat 380059. The Company is an Agro Processing conglomerate with various manufacturing plants at different locations in States of Gujarat, Maharashtra, Madhya Pradesh, Uttarakhand, Karnataka and West Bengal. The Company's product profile includes Solvent Extraction comprising of all types of Oil Seed Processing, Edible Oil Refining, Cotton Yarn Spinning, Maize based Starch and its derivatives, Wheat Processing / Cattle Feed and Power Generation through Wind Mills, Bio gas, Thermal Power & Solar Plant mainly for internal consumption. The Company's shares are listed on BSE and NSE.

The Consolidated financials statements relate to Gujarat Ambuja Exports Limited ("the Parent Company") along with its subsidiaries Mohit Agro Commodities Private Limited and Maiz Citchem Limited (collectively referred as "the Group")

The Board of directors approved the consolidated financials statements for the year ended March 31, 2023 and authorised for issue on May 06, 2023

### 1.2 Basis of Preparation of Consolidated Financial Statements

#### (i) Compliance with Ind-AS

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) including the Companies (Indian Accounting Standards) Amendment Rules, 2019.

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values.

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

#### (ii) Current versus Non-Current Classification

The preparation of the consolidated financial statements in conformity with Ind AS requires the

Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these consolidated financial statements have been disclosed in Note 1.3. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

#### (iii) Basis of Consolidation

The consolidated financial statements comprise the financial statements of the parent company along with its subsidiary as at March 31, 2023. The control is achieved when the group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its powers over the investee. Specifically, the group controls an investee if and only if the group has :

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

- b. Rights arising from other contractual arrangements
- c. The Group's voting rights and potential voting rights"
- (iv) In addition the consolidated financial statements are prepared in INR and values are rounded to the nearest crores except when otherwise indicated.

### 1.3 Critical Estimates and Judgments

The preparation of consolidated financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgment in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the Consolidated financial statements.

The areas involving critical estimates or judgment are:

Government grant - refer note 1.6

Estimation of current tax expenses - refer note 1.7

Estimation of Defined benefit obligation - refer note 1.15

### 1.4 Fair Value Measurement

The Group measures financial instruments, such as, derivatives at fair value as per Ind AS 113 at each balance sheet date. All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised 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.
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset

or liability and the level of the fair value hierarchy as explained above.

### 1.5 Revenue recognition

The group earns revenue primarily from sale of maize starch and derivatives, raw and refined soya oil, and soya de-oiled cake .The group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

The transaction price of goods sold is net of variable consideration on account of various discounts offered by the group as the part of contract. Revenue (net of variable consideration) is recognised only to the extent that is highly probable that amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the group expects to receive in exchange for those products or services.

GST is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

#### **Sale of goods**

Revenue from the sale of goods is recognised when control of the goods have passed to the buyer, usually on delivery of the goods. In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the existence of significant financing components, non cash consideration, and consideration payable to the customer (if any).

#### **Interest income**

Interest income on financial asset is recognised using the effective interest rate (EIR) method.

#### **Dividends**

##### **Sorbitol plant at Hubli**

Dividend income from investment is accounted for when the right to receive is established, which is generally when shareholders approve the dividend.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### **Other Income**

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

### **Contract Balances:**

### **Trade Receivables:**

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer note 1.16 Financial instruments – initial recognition and subsequent measurement.'

### **Contract Liabilities:**

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). recognised as revenue when the Group performs under the contract.

### **1.6 Government Grants**

- a Government grants are recognised in accordance with the terms of the respective grant on accrual basis considering the status of compliance of prescribed conditions and ascertainment that the grant will be received.
- b Government grants related to revenue are recognised on a systematic and gross basis in the Statement of Profit and Loss over the period during which the related costs intended to be compensated are incurred.
- c Government grants related to assets are recognised as income in equal amounts over the expected useful life of the related asset.
- d When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual installments.

### **1.7 Taxes**

Tax expense comprises of current tax and deferred tax.

### **Current income tax**

- a Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws

used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

- b Current tax items are recognised in correlation to the underlying transaction either in Profit and Loss, Other Comprehensive Income or directly in equity.

### **Deferred Tax**

- a Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
- b Deferred tax liabilities are recognised for all taxable temporary differences.
- c Deferred tax assets are recognised for all deductible temporary differences, the carry forward of any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax losses can be utilised.
- d The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- e Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date.
- f Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.
- g 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.

### **1.8 Property, Plant and Equipment (PPE)**

Property, Plant and Equipment (PPE) (including Capital work in progress) are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises the purchase price, borrowing costs, if capitalisation criteria are met, directly attributable cost



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

of bringing the asset to its working condition for the intended use.

Capital Work in progress included in PPE is stated at cost, net accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term constructions projects if the recognition criteria is met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Borrowing cost relating to acquisition/construction of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013 except for the assets mentioned below for which useful lives estimated by the management. The identified component of fixed assets are depreciated over the useful lives and the remaining components are depreciated over the life of the principal assets.

In respect of Power Plant, Biogas Engines and Solar Plants, the Group based on technical evaluation, identified the assets and components and reassessed the remaining useful lives of tangible fixed assets and depreciation is provided accordingly.

The following is the useful life of each category of assets in respect of Power Plant, Biogas Engines and solar plant:

Asset Description	Life of Asset (Years)
Plant and Machineries of Thermal Power Plant	3 to 25 years
Solar Plant	25 years
Biogas Engines	10 years

Further, the Group evaluated the useful life of certain components of Plant and Machinery, the impact of which is not material.

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Further, the Group evaluated the useful life of certain components of Plant and Machinery, the impact of which is not material. Assets costing ` 5,000 or less are fully depreciated in the year of purchase. Leasehold land is amortised over the period of lease. Leasehold improvements are amortised over the period of lease or estimated useful life, whichever is lower.

### 1.9 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expenses on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of Profit or Loss when the asset is derecognised.

#### Useful lives of intangible assets

Asset Description	Life of Asset (Years)
Trade Mark	10 years
Computer Software	10 years



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 1.10 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

General borrowing costs are capitalised at the weighted average of such borrowings outstanding during the year.

### 1.11 Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

#### Group as a lessee:

#### 1. Right-of-use assets

The Group 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 cost incurred and Lease payment 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 the lease term and the estimated useful lives of the assets is over the balance period of lease agreement If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of

a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. ( Refer Note No.2.2 )"

## 2 Lease Liabilities

- a. At the commencement date of the lease, the Group 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 Group and payments of penalties for terminating the lease, if the lease term reflects the Group 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.
- b. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date . 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.

## 3. Short-term leases and leases of low-value assets

The Group 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 and do not contain a purchase option). 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. ( Refer Note No. 2.2 )



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 1.12 Inventories

Inventories are valued as under:

**a RAW MATERIALS, PACKING MATERIALS AND STORES & SPARES**

Valued at lower of cost or net realisable value and for this purpose cost is determined on weighted average basis. Due provision for obsolescence is made.

**b FINISHED GOODS & WORK IN PROGRESS :**

At cost or net realisable value, whichever is lower. Cost is determined on absorption basis. Due provision for obsolescence is made.

**c BY- PRODUCTS :**

At net realisable value

**d STOCK-IN-TRADE :**

Valued at lower of cost or net realisable value and for this purpose cost is determined on weighted average basis.

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

### 1.13 Impairment of Financial Assets & Non-Financial Assets

**a Financial Assets**

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the Statement of Profit and Loss.

**b Non-Financial Assets**

Intangible assets and Property, Plant and Equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost

to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior year.

Impairment is determined for goodwill by assessing the recoverable amount of each Cash Generating Unit (i.e. CGU) (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at year end at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

### 1.14 Provisions, Contingent Liabilities and Contingent Assets

- a Provisions are recognised when the Group has present obligation (legal or constructive) as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

Contingent Liabilities are disclosed by way of notes to Consolidated Financial Statements. Contingent assets are not recognised in the Consolidated financial statements but are disclosed in the notes to the Consolidated financial statements where an inflow of economic benefits is probable. Provisions and contingent liabilities are reviewed at each Balance Sheet date.





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

- b If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

### 1.15 Employee Benefits

#### a Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, short term compensated absences etc., and the expected cost of bonus, ex-gratia are recognised in the period in which the employee renders the related service.

#### b Post-Employment Benefits:

##### i) Defined Contribution Plans:

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined contribution plans.

The contribution paid / payable under the schemes is recognised during the period in which the employees render the related services.

##### ii) Defined Benefit Plans:

The Employee's Gratuity Fund Scheme and compensated absences is Group's defined benefit plans. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government Securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

For defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events

are recognised immediately in rate to the net defined benefit liability or asset is charged or credited to 'Finance costs' in the Statement of Profit and Loss. Any differences between the interest income on plan assets and the return actually achieved and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. The classification of the Group's net obligation into current and non-current is as per the actuarial valuation report.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligations under the defined benefit plans, to recognise the obligation on net basis.

Gains or losses on the curtailment or settlement of any defined benefits plans are recognised when the curtailment or settlement occurs. Past service cost is recognised as expense on a straight-line basis over the average period until the benefits become vested.

#### c Long Term Employee Benefits:

The employees' long term compensated absences are Group's defined benefit plans. The present value of the obligation is determined based on the actuarial valuation using the projected unit credit method as at the date of the balance sheet. In case of funded plans, the full value of plan assets is reduced from the gross obligation to recognise the obligation on the net basis.

### 1.16 Financial Instruments

#### Initial Recognition and Measurement:

The Group recognises a financial asset in its balance sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss(FVTPL), transaction cost that are attributable to the acquisition of the financial asset.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 inputs as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognised as a gain in the Statement of Profit and Loss only to the extent the such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

However trade receivables that do not contain a significant financing component are measured at transaction price.

### Investments and other financial assets

#### (i) Classification

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

- (1) those to be measured subsequently at fair value (either through other comprehensive income or through the Statement of Profit and Loss), and
- (2) those measured at amortised cost.

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

#### (ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

### Derivative Financial Instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts its foreign currency risks. Such derivative financial instrument recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as Financial liabilities when the fair value is negative.

Any gain & Losses arising from the change in Fair Value of Derivative are taken directly to Profit & Loss Account"

### Debt instruments:

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments into following categories:

#### (1) Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

#### (2) Fair value through other comprehensive Income:

Assets that do not meet the criteria for amortised cost are measured at fair value through Other Comprehensive Income. Interest income from these financial assets is included in other income.

### Equity Instruments:

The Group measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. However where the Group's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

### Equity Investments in subsidiary

Investments in subsidiaries are measured at cost as per Ind AS 27 - Separate Financial Statements. All equity investments in scope of Ind AS 109 are measured at fair value. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income or FVTPL subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and its irrevocable.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised (i.e. removed from the Group's balance sheet) when any of the following occurs:

- i. The contractual rights to cash flows from the financial asset expires;
- ii. The Group transfers its contractual rights to received cash flows of the financial assets and has substantially transferred all the risk and rewards of ownership of the financial assets;
- iii. The Group retains the contractual rights to receive cash flows but assumes a contractual obligations to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
- iv. The Group neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

In cases where Group has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial assets, the Group continues to recognise such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Group also recognises an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

On De-recognition of a financial asset (except as mentioned in ii above for financial assets measured a FVTOCI), the difference between the carrying amount and the consideration received is recognised in the Statement of Profit and Loss.

### **Financial liabilities:**

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. Other financial liabilities (including borrowings and trade and other payables) are

subsequently measured at amortised cost using the effective interest method.

### **1.17 Cash and Cash Equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

### **1.18 Cash Flow Statement**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i. changes during the period in inventories and operating receivables and payables, transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, and unrealised foreign currency gains and losses etc.; and
- iii. all other items for which the cash effects are investing or financing cash flows"

### **1.19 Non-Current Assets Held for Sale**

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortised.

### **1.20 Key Accounting Estimates and Judgments**

The preparation of the Consolidated Financial Statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### Critical Accounting Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

#### A. Income Taxes

The Group's tax jurisdiction is India. Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions (Refer note 17).

#### B. Property, Plant and Equipment

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

#### C. Defined Benefit Obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with IND AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The

costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 33, 'Employee benefits'.

#### D. Fair Value Measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgments and assumptions.

### 1.21 Recent Accounting Pronouncements Issued But Not Yet Effective

In March 2023, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2023 which amended certain Ind AS as explained below:

- a. **Ind AS 1 – Presentation of Financial Statements** – the amendment prescribes disclosure of material accounting policies instead of significant accounting policies. The impact of the amendment on the Financial Statements is expected to be insignificant basis the preliminary evaluation.
- b. **Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors** – the amendment added definition of accounting estimate and clarifies what is accounting estimate and treatment of change in the accounting estimate and accounting policy. There is no impact of the amendment on the Financial Statements basis the preliminary evaluation.
- c. **Ind AS 12 – Income taxes** – the definition of deferred tax asset and deferred tax liability is amended to apply initial recognition exception on assets and liabilities that does not give rise to equal taxable and deductible temporary differences. There is no impact of the amendment on the Financial Statements basis the preliminary evaluation. The above amendments are effective from annual periods beginning on or after April 01, 2023.



**2.1 PROPERTY, PLANT AND EQUIPMENT (REFER NOTE NO 1.8)**

	Freehold Land	Leasehold Land	Leasehold Improvements	Building	Windmill/ Solar	Plant and Equipment	Office Equipment	Office Equipment -Computers	Furniture and Fixture	Vehicles	Total
(Amount in Crores)											
<b>Gross Carrying Amount</b>											
<b>As at April 01, 2021</b>	37.58	30.66	11.26	211.37	33.78	798.62	7.11	1.43	2.83	7.11	1,141.75
Additions	0.81	-	-	10.16	-	125.19	0.32	0.19	0.01	0.91	137.59
Disposals *(₹ 29,660)	(0.10)	-	-	-	-	(6.45)	*0.00	-	-	(0.65)	(7.20)
Discard	-	-	-	-	-	(0.30)	(0.06)	(0.01)	-	-	(0.37)
<b>At March 31, 2022</b>	<b>38.29</b>	<b>30.66</b>	<b>11.26</b>	<b>221.53</b>	<b>33.78</b>	<b>917.06</b>	<b>7.37</b>	<b>1.61</b>	<b>2.84</b>	<b>7.37</b>	<b>1,271.77</b>
Additions	7.82	2.43	-	52.16	3.86	298.82	0.62	0.41	0.12	2.52	368.76
Disposals	-	-	-	-	-	(0.37)	-	-	-	(0.69)	(1.06)
Discard	-	-	-	(0.22)	-	(28.35)	(0.14)	(0.18)	(0.09)	(0.14)	(29.12)
<b>At March 31, 2023</b>	<b>46.11</b>	<b>33.09</b>	<b>11.26</b>	<b>273.47</b>	<b>37.64</b>	<b>1,187.16</b>	<b>7.85</b>	<b>1.84</b>	<b>2.87</b>	<b>9.06</b>	<b>1,610.35</b>
<b>Depreciation</b>											
<b>At April 01, 2021</b>	-	(1.50)	(4.58)	(45.16)	(12.40)	(346.39)	(5.17)	(0.98)	(0.89)	(2.74)	(419.81)
Depreciation Charge for the Year	-	(0.34)	(1.24)	(8.81)	(2.16)	(79.53)	(0.83)	(0.14)	(0.30)	(0.94)	(94.29)
Disposals *(₹ 19652)	-	-	-	-	-	6.02	*0.00	-	-	0.51	6.53
Discard	-	-	-	-	-	0.26	0.06	0.01	-	-	0.33
<b>At March 31, 2022</b>	<b>-</b>	<b>(1.84)</b>	<b>(5.82)</b>	<b>(53.97)</b>	<b>(14.56)</b>	<b>(419.64)</b>	<b>(5.94)</b>	<b>(1.11)</b>	<b>(1.19)</b>	<b>(3.17)</b>	<b>(507.24)</b>
Depreciation Charge for the Year	-	(0.34)	(1.06)	(9.22)	(2.17)	(77.16)	(0.42)	(0.20)	(0.29)	(0.99)	(91.85)
Disposals	-	-	-	-	-	0.27	-	-	-	0.61	0.88
Discard	-	-	-	0.20	-	25.28	0.12	0.17	0.09	0.11	25.97
<b>At March 31, 2023</b>	<b>-</b>	<b>(2.18)</b>	<b>(6.88)</b>	<b>(62.99)</b>	<b>(16.73)</b>	<b>(471.25)</b>	<b>(6.24)</b>	<b>(1.14)</b>	<b>(1.39)</b>	<b>(3.44)</b>	<b>(572.24)</b>
<b>Net carrying value</b>											
<b>At March 31, 2023</b>	<b>46.11</b>	<b>30.91</b>	<b>4.38</b>	<b>210.48</b>	<b>20.91</b>	<b>715.91</b>	<b>1.61</b>	<b>0.70</b>	<b>1.48</b>	<b>5.62</b>	<b>1,038.11</b>
<b>At March 31, 2022</b>	<b>38.29</b>	<b>28.82</b>	<b>5.44</b>	<b>167.56</b>	<b>19.22</b>	<b>497.42</b>	<b>1.43</b>	<b>0.50</b>	<b>1.65</b>	<b>4.20</b>	<b>764.53</b>





NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Particulars	Capital Work-in-Progress			
	Buildings	Plant and Equipment	Others	Total CWIP
<b>Gross Carrying Amount</b>				
<b>As at April 01, 2021</b> *(₹ 31500)	9.74	96.57	*0.00	106.31
Additions	18.97	256.70	1.58	277.25
Capitalisation	(10.97)	(125.19)	(1.43)	(137.59)
Discard	-	-	-	-
<b>At March 31, 2022</b>	<b>17.74</b>	<b>228.08</b>	<b>0.15</b>	<b>245.97</b>
Additions	48.10	154.92	4.35	207.37
Capitalisation	(59.98)	(302.70)	(3.67)	(366.35)
Discard	-	-	-	-
<b>At March 31, 2023</b>	<b>5.86</b>	<b>80.30</b>	<b>0.83</b>	<b>86.99</b>

(Amount in Crores)

Plant Name	Ageing of Capital Work in Progress as on March 31, 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>a. Projects in progress</b>					
Starch Plant at Malda	24.23	1.64	-	-	25.87
Capacity expansion at Uttarakhand	33.71	0.02	-	-	33.73
Sorbitol plant at Hubli	19.48	2.09	0.50	-	22.07
Others	4.50	0.82	-	-	5.32
<b>b. Projects temporarily suspended</b>	-	-	-	-	-
<b>Total</b>	<b>81.92</b>	<b>4.57</b>	<b>0.50</b>	<b>-</b>	<b>86.99</b>

(Amount in Crores)

Plant Name	Ageing of Capital Work in Progress as on March 31, 2022				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>a. Projects in progress</b>					
Starch Plant at Malda	136.66	33.21	0.50	0.30	170.67
Power Plant at Hubli	41.03	2.91	-	-	43.94
Sorbitol plant at Hubli	2.09	0.50	-	-	2.59
Capacity expansion at Uttarakhand	17.73	0.59	-	-	18.32
Capacity expansion at Chalisgaon	8.29	-	-	-	8.29
Others	2.16	-	-	-	2.16
<b>b. Projects temporarily suspended</b>	-	-	-	-	-
<b>Total</b>	<b>207.96</b>	<b>37.21</b>	<b>0.50</b>	<b>0.30</b>	<b>245.97</b>

**Notes :-**

- The projects mentioned above are expected to complete as per plan and there are no projects which are overdue or has exceeded its cost compared to its original plan.
- Freehold Land includes ₹ 0.19 Crores (P.Y. ₹ 0.19 Crores) which is in process of being transferred in the name of the parent company.
- The Group has not revalued any of its property, plant and equipments



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**2.2 RIGHT-OF-USE ASSETS ( REFER NOTE NO.1.11)**

(Amount in Crores)	
Particulars	Building
Cost	14.45
Addition during the Year	-
Changes on account of lease modification	-
Discard/Adjustment	-
<b>As at March 31, 2023</b>	<b>14.45</b>
Accumulated Depreciation	(8.26)
Depreciation for the Year	(2.75)
Discard/Adjustment	-
<b>As at March 31, 2023</b>	<b>(11.01)</b>
<b>Net Block</b>	
<b>As at March 31, 2023</b>	<b>3.44</b>
<b>As at March 31, 2022</b>	<b>6.19</b>

The Followings are the amounts recognised in the Profit & Loss

(Amount in Crores)		
Particulars	As at March 31, 2023	As at March 31, 2022
Depreciation & Amortisation Expenses	2.75	3.06
Interest Expenses on Lease Liabilities	0.70	1.13
Expenses relating to short term leases	2.68	2.22
<b>Total</b>	<b>6.13</b>	<b>6.41</b>

**2.3 OTHER INTANGIBLE ASSETS (REFER NOTE NO 1.9)**

(Amount in Crores)		
Particulars	Software Know How	Total
<b>Gross Carrying Amount</b>		
<b>As at April 01, 2021</b>	1.46	1.46
Purchase	0.03	0.03
Discard	-	-
<b>At March 31, 2022</b>	<b>1.49</b>	<b>1.49</b>
Purchase	0.37	0.37
Discard	(0.01)	(0.01)
<b>At March 31, 2023</b>	<b>1.85</b>	<b>1.85</b>
<b>Amortisation</b>		
At April 01, 2021	(0.97)	(0.97)
Charge for the Year	(0.11)	(0.11)
Discard	-	-
<b>At March 31, 2022</b>	<b>(1.08)</b>	<b>(1.08)</b>
Charge for the Year	(0.06)	(0.06)
Discard	-	-
<b>At March 31, 2023</b>	<b>(1.14)</b>	<b>(1.14)</b>
<b>Net Carrying Amount</b>		
<b>At March 31, 2023</b>	<b>0.72</b>	<b>0.72</b>
<b>At March 31, 2022</b>	<b>0.41</b>	<b>0.41</b>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**3 NON-CURRENT INVESTMENTS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>(I) Unquoted Investments (Valued at Fair Value through Profit &amp; Loss)</b>		
1458506 [March 31, 2022:1458506] Equity Shares of Royale Exports Limited, Srilanka each of Sri Lankan Rupees 10/-	0.66	0.66
9400 [March 31, 2022: 3100] Equity shares of Vyshali Energy Private Limited of ₹ 10 /- each fully paid up *(P.Y. ₹ 31000)	0.01	*0.00
<b>Sub Total ( I )</b>	<b>0.67</b>	<b>0.66</b>
<b>(II) (i) Investment in Equity Instruments (Quoted) (Valued at Fair Value through Profit &amp; Loss)</b>		
15380 [March 31, 2022: 15380] Ambuja Cement Limited of ₹ 2/- each fully paid up	0.56	0.46
20000 [March 31, 2022: 60000] Ashok Leyland Limited of ₹ 1/- each fully paid up	0.28	0.70
968060 [March 31, 2022: 968060] Coal India Limited of ₹ 10 /- each of fully paid up	20.67	17.72
78512 [March 31, 2022: 78512] Central Bank of India of ₹ 10/- each fully paid up	0.19	0.15
141160 [March 31, 2022: 141160] Gateway Distriparks Limited of ₹ 10/- each fully paid up	0.88	0.94
5400 [March 31, 2022: 5400] Gujarat Alkalies & Chemicals Limited of ₹ 10/- each fully paid up	0.32	0.48
39897 [March 31, 2022: 39897] Hotel Leela Venture Limited of ₹ 2/- each fully paid up	0.04	0.04
10000 [March 31, 2022: 10000] IDFC Limited of ₹ 10/- each fully paid up	0.08	0.06
10000 [March 31, 2022: 10000] IDFC First Bank Limited of ₹ 10/- each fully paid up	0.06	0.04
4500 [March 31, 2022: 4500] Larsen & Toubro Limited of ₹ 2/- each fully paid up	0.97	0.80
1700 [March 31, 2022: 1700] Manglore Refinery and Petrochemicals Limited of ₹10/- each fully paid up	0.01	0.01
42984 [March 31, 2022: 42984] Moil Limited of ₹ 5 /- each fully paid up	0.61	0.79
54822 [March 31, 2022: 54822] Meghmani Organics Limited of ₹ 1/- each fully paid up	0.43	0.57
256891 [March 31, 2022: 256891] NHPC Limited of ₹ 10/- each fully paid up	1.03	0.71
231000 [March 31, 2022: 231000] NMDC Limited of ₹ 1/- each fully paid up	2.58	3.76
43238 [March 31, 2022: 43238] NTPC Limited of ₹ 10/- each fully paid up	0.76	0.58
260000 [March 31, 2022: 260000] Oil & Natural Gas Corp.Limited .of ₹ 10/- each fully paid up	3.93	4.26
6598 [March 31, 2022: 6598] Union Bank of India of ₹ 10/- each fully paid up	0.04	0.03
90000 [March 31, 2022: 90000] Petronet LNG Limited .of ₹10/- each fully paid up	2.06	1.74
30000 [March 31, 2022: 30000] Bharat Heavy Electric Limited of ₹ 10/- each fully paid up	0.21	0.15
106666 [March 31, 2022: 106666] Power Grid Corporation of India Limited of ₹ 10/- each fully paid up	2.41	2.31



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
189600 [March 31, 2022: 179600] Steel Authority of India Limited of ₹ 10/- each fully paid up	1.57	1.77
22 [March 31, 2022: 22] Bharti Airtel Limited of ₹ 10/- each fully paid up *(₹ 16,478, [P.Y. ₹ 16,609])	*0.00	*0.00
50000 [March 31, 2022: 50000] Power Finance Corporation Limited of ₹ 10/- each fully paid up	0.76	0.57
5153 [March 31, 2022: 5153] Meghmani Finchem Limited of ₹ 10/- each fully paid up	0.49	0.50
6399829 [March 31, 2022: 4253099] SJVN Limited of ₹ 10/- each fully paid up	21.27	11.68
231000 [March 31, 2022: Nil] NMDC Steel Limited of ₹ 10/- each fully paid up	0.72	-
1750 [March 31, 2022: Nil] TATA Steel Limited of ₹ 10/- each fully paid up	0.02	-
59346 [March 31, 2022: Nil] Life Insurance Corporation of India of ₹ 10/- each fully paid up	3.17	-
10000 [March 31, 2022: Nil] Vedanta Limited of ₹ 10/- each fully paid up	0.27	-
<b>Sub Total (i)</b>	<b>66.39</b>	<b>50.82</b>
<b>(ii) Investment in Government Securities (Valued at Amortised Cost)</b>		
National Saving Certificates *(₹ 31,000, [P.Y. ₹ 37,000]) (Lodged with Sales tax & Other Government authorities)	*0.00	*0.00
<b>(iii) Investment in Co-Operative Bank (Unquoted) (Valued at Amortised Cost)</b>		
10000 [March 31, 2022: 10000] Equity shares of Kalupur Com. Co-Op Banks Limited of ₹ 25/- each fully paid up	0.03	0.03
<b>(iv) Investment in Non Convertible Debentures (Quoted) (Valued at Fair Value through Profit &amp; Loss)</b>		
77770 [March 31, 2022: 77770] NTPC 8.49% Non Convertible Debentures of ₹ 12.5 each	0.08	0.10
<b>(v) Investment in Preference shares (Unquoted) (Valued at Amortised cost)</b>		
70000 [March 31, 2022: Nil] Tata Capital Limited 7.5% Preference shares of ₹ 1000 each	6.99	-
<b>Sub Total (II) = (i + ii + iii + iv + v)</b>	<b>73.49</b>	<b>50.95</b>
<b>Total (I + II)</b>	<b>74.16</b>	<b>51.61</b>
AGGREGATE AMOUNT OF QUOTED INVESTMENTS	66.47	50.92
AGGREGATE AMOUNT OF UNQUOTED INVESTMENTS	7.69	0.69
FAIR VALUE OF QUOTED INVESTMENTS	66.47	50.92

a. Fair value disclosure note for financial assets ( Note 34 )

**4 OTHER NON-CURRENT FINANCIAL ASSETS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Security Deposits	3.35	3.24
Interest accrued on Fixed Deposits	0.13	0.21
Fixed Deposits with maturity of more than 12 months	3.67	2.10
<b>Total</b>	<b>7.15</b>	<b>5.55</b>

Above includes Margin money fixed deposits of ₹ 3.29 Crores (P.Y. ₹ 2.03 Crores) which pertain to bank guarantees given to Statutory and other government authorities



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**5 OTHER NON-CURRENT ASSETS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Capital Advances	21.65	32.89
Balances with Government Authorities	1.30	1.38
Other Assets	1.08	0.71
<b>Total</b>	<b>24.03</b>	<b>34.98</b>

**6 INVENTORIES (Refer Note No 1.12)**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Raw Materials	270.98	370.54
Work-in-Progress	13.88	12.94
Finished Goods	277.32	191.77
Stock in Traded Goods	26.90	28.89
Stores & Spares, Fuel	52.82	37.66
Packing Materials	23.20	24.36
<b>Total</b>	<b>665.10</b>	<b>666.16</b>

**7 CURRENT INVESTMENTS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>Investment in Bonds (Quoted) (Valued at Amortised Cost)</b>		
49 [March 31, 2022: 49] 7.50% Bank of Maharashtra	4.90	4.90
174 [March 31, 2022: 149] 6.65% Food Corporation of India	17.43	14.90
150 [March 31, 2022: 150] 6.85% Indian Railway Finance Company Limited	15.01	15.01
850 [March 31, 2022: 850] 10.15% UP Power Corporation Limited	89.18	89.18
Nil [March 31, 2022: 88] 9.50% Jammu & Kashmir Bank Limited	-	9.42
145 [March 31, 2022: 110] 9.25% Jammu & Kashmir Bank Limited	15.55	11.98
80 [March 31, 2022: 200] 9.15% Yes Bank Limited	8.54	19.71
2800 [March 31, 2022: 4800] 9.70% UPPCL State Government Serviced Bonds Series - I	280.00	480.00
1040 [March 31, 2022: Nil] 9.95% UPPCL State Government Serviced Bonds Series - II	104.00	-
<b>Investment in Non - Convertible Debentures (Quoted) (Valued at Amortised Cost)</b>		
1150 [March 31, 2022: 170] 10.75% Mas Financial Service Limited	15.98	17.00
<b>Investment in Mutual Funds (quoted, Liquid Investment fund) (Valued at fair value through Profit &amp; Loss)</b>		
Axis Overnight Fund	25.00	-
Aditya Birla Sunlife Savings Fund	0.45	-
<b>Total</b>	<b>576.04</b>	<b>662.10</b>
AGGREGATE AMOUNT OF QUOTED INVESTMENTS	<b>576.04</b>	<b>662.10</b>
FAIR VALUE OF QUOTED INVESTMENTS	<b>576.04</b>	<b>662.10</b>





**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**8 TRADE RECEIVABLES**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>Trade Receivables</b>		
Secured - Considered Good	0.07	0.13
Unsecured - Considered Good	277.89	224.28
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - Credit Impaired	1.63	1.65
	<b>279.59</b>	<b>226.06</b>
Impairment Allowance (allowance for bad and doubtful debts)		
Secured - Considered Good	-	-
Unsecured - Considered Good	-	-
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables -Credit Impaired	1.63	1.65
<b>Total</b>	<b>277.96</b>	<b>224.41</b>
<b>Above includes Receivables from Related party</b>	<b>-</b>	<b>-</b>

No trade or other receivables are due from director or other officers of the Group either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member. (Refere note 38C for Credit Risk evaluation.)

**Reconciliation of Allowances for Doubtful Debts**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Balance at the beginning of the Year	1.65	1.64
Add: Allowance for the Year	0.06	0.05
(Less): Actual Write Off during the Year(net of recovery)	(0.08)	(0.04)
<b>Balance at the end of the Year</b>	<b>1.63</b>	<b>1.65</b>

**8.1 Additional Information**

**Ageing as on March 31, 2023**

(Amount in Crores)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	212.77	64.63	0.56	-	-	-	277.96
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	0.05	-	-	0.54	1.04	1.63
Less : Impairment Allowance (allowance for bad and doubtful debts)	-	(0.05)	-	-	(0.54)	(1.04)	(1.63)
<b>TOTAL</b>	<b>212.77</b>	<b>64.63</b>	<b>0.56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>277.96</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### Ageing as on March 31, 2022

(Amount in Crores)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good *(₹ 48,840)	156.11	68.28	0.02	*0.00	-	-	224.41
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	0.05	0.54	0.44	0.62	1.65
Less : Impairment Allowance (allowance for bad and doubtful debts)	-	-	(0.05)	(0.54)	(0.44)	(0.62)	(1.65)
<b>TOTAL</b>	<b>156.11</b>	<b>68.28</b>	<b>0.02</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>224.41</b>

### 9 CASH AND CASH EQUIVALENTS (Refer note no 1.17)

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Cash on Hand	0.25	0.32
Balances with Banks		
(i) On Current Accounts	94.13	10.02
(ii) Fixed Deposits with maturity of less than 3 months	9.59	0.25
<b>Total</b>	<b>103.97</b>	<b>10.59</b>

### 10 BALANCES WITH BANKS OTHER THAN CASH AND CASH EQUIVALENTS

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
(i) On Unpaid Dividend Account	3.45	3.71
(ii) Fixed Deposits with maturity more than 3 months but less than 12 months	2.76	4.12
<b>Total</b>	<b>6.21</b>	<b>7.83</b>

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term deposit rates are made for verifying periods of between one day to three months, depending on the immediate cash requirements of the group and earn interest at the respective short term deposit rates.

Above includes Margin money fixed deposits of ₹ 2.46 Crores (P.Y. ₹ 3.87 Crores) which pertain to bank guarantees given to Statutory and other government authorities

### 11 OTHER CURRENT FINANCIAL ASSETS

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>(Unsecured, considered good unless otherwise stated)</b>		
Security Deposits	0.81	0.81
Interest Accrued on Others	0.17	0.10
Interest Accrued on Fixed Deposits	0.05	0.04
Interest Accrued on Investments	2.98	3.23
Other Assets (includes other receivables, etc.)	1.80	4.13
<b>Total</b>	<b>5.81</b>	<b>8.31</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**12 OTHER CURRENT ASSETS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Balances with Government Authorities	41.78	31.19
Loan to Employees (Unsecured - Considered Good )	1.12	1.30
Other assets	18.79	13.50
<b>Advance for Goods &amp; Expenses :</b>		
Considered Good	7.70	3.23
Doubtful	-	-
	7.70	3.23
Less : Allowances for Doubtful Advances	-	-
	<b>7.70</b>	<b>3.23</b>
Export Incentive Receivable	3.42	7.90
<b>Total</b>	<b>72.81</b>	<b>57.12</b>

**13 EQUITY SHARE CAPITAL**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>Authorised</b>		
50,00,00,000 (March 31, 2022: 50,00,00,000) Equity Shares of ₹ 1 /- each (March 31, 2022 : Shares of ₹ 1 /- each)	50.00	50.00
<b>Issued, Subscribed and Fully Paid-up Equity Shares</b>		
22,93,35,330 (March 31, 2022: 22,93,35,330) Equity Shares of ₹ 1 each ( March 31,2022 : ₹ 1/- each)	22.93	22.93
<b>Total Issued, Subscribed and Fully Paid-up Equity Share Capital</b>	<b>22.93</b>	<b>22.93</b>

**a. Reconciliation of the Shares Outstanding at the beginning and at the end of the Reporting Period**

(Amount in Crores)

Particulars	March 31, 2023		March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>				
Outstanding at the beginning of the Period	22,93,35,330	22.93	22,93,35,330	22.93
	-	-	-	-
<b>Outstanding at the end of the Period</b>	<b>22,93,35,330</b>	<b>22.93</b>	<b>22,93,35,330</b>	<b>22.93</b>

**b. Terms/rights attached to Equity Shares**

- i) The Parent Company has only one class of equity shares carrying par value of ₹ 1/- per share, carrying equal rights as to dividend, voting and in all other respects. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Parent Company after distribution of all preferential amounts, in proportion to their shareholding. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

**c. Details of shareholders holding more than 5% shares in the Parent Company**

(Amount in Crores)

Name of the Shareholder	March 31, 2023		March 31, 2022	
	No. of shares held	% holding in the class	No. of shares held	% holding in the class
Mr. Manish Gupta	12,01,71,056	52.40	7,51,71,056	32.78
Ms. Sulochana Gupta	49,52,936	2.16	4,99,52,936	21.78
Ms. Shilpa Gupta	1,41,70,218	6.18	1,41,70,218	6.18

As per records of the Parent Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents legal ownerships of shares.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

d. Details of shares held by Promoters / Promoters Group

Promoters / Promoter Group Name	Category	March 31, 2023			March 31, 2022	
		No. of Equity Shares Held	% of Total Shares	% change during the year	No. of Equity Shares Held	% of Total Shares
Mr. Manish Gupta	Promoter	12,01,71,056	52.40	59.86	7,51,71,056	32.78
Ms. Sulochana Gupta	Promoter	49,52,936	2.16	(90.08)	4,99,52,936	21.78
Ms. Shilpa Gupta	Promoter Group	1,41,70,218	6.18	-	1,41,70,218	6.18
Mr. Shreyaan Gupta	Promoter Group	70,22,000	3.06	-	70,22,000	3.06
Jupiter Corporate Services Limited	Promoter Group	1,02,774	0.04	-	1,02,774	0.04
	<b>TOTAL</b>		<b>63.84</b>			<b>63.84</b>

14 OTHER EQUITY

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>General Reserve</b>		
Opening Balance	184.47	184.47
Add/(Less) : Movement during the Year	-	-
<b>Closing Balance</b>	<b>184.47</b>	<b>184.47</b>
<b>Capital Subsidy</b>		
Opening Balance	1.25	1.25
Add/(Less) : Movement during the Year	-	-
<b>Closing Balance</b>	<b>1.25</b>	<b>1.25</b>
<b>Amalgamation Reserve Account</b>		
Opening Balance	0.02	0.02
Add/(Less) : Movement during the Year	-	-
<b>Closing Balance</b>	<b>0.02</b>	<b>0.02</b>
<b>Securities Premium Account</b>		
Opening Balance	0.89	0.89
Add/(Less) : Movement during the Year	-	-
<b>Closing Balance</b>	<b>0.89</b>	<b>0.89</b>
<b>Capital Redemption Reserve</b>		
Opening Balance	11.15	11.15
Add/(Less) : Movement during the Year	-	-
<b>Closing Balance</b>	<b>11.15</b>	<b>11.15</b>
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as per the last Financial Statements	1,897.62	1,435.93
	-	-
Profit for the Year	330.10	475.44
OCI for the Year	0.44	0.01
<b>Less: Appropriations</b>	<b>-</b>	<b>-</b>
Dividend Paid	(14.91)	(13.76)
<b>Closing Balance</b>	<b>2,213.27</b>	<b>1,897.62</b>
<b>Total</b>	<b>2,411.05</b>	<b>2,095.40</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### Distribution Made

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Cash dividend on equity shares declared and paid		
Final Dividend for the year ended March 31, 2022 : ₹ 0.65 per share (March 31, 2021 : ₹ 0.60 per share)	14.91	13.76
	<b>14.91</b>	<b>13.76</b>

The Board of Directors in their meeting on May 06, 2023 recommended a final dividend of ₹ 0.70 per equity share for the financial year ended March 31, 2023. The payment is subject to the approval of shareholders in the Annual General Meeting of the parent company.

### 15 A. NON-CURRENT BORROWINGS

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>Term Loan</b>		
Interest free loan from State Government - Unsecured	3.09	2.62
<b>Total</b>	<b>3.09</b>	<b>2.62</b>

₹ 3.09 Crores (P.Y. ₹ 2.62 Crores) is discounted value of ₹ 1.50 Crores, ₹ 1.14 Crores, ₹ 0.74 Crores & ₹ 0.57 Crores interest free loan against VAT granted by Karnataka Government.

Three loans are repayable in one yearly installments of ₹ 1.50 Crores, ₹ 1.14 Crores & ₹ 0.74 Crores due on November 07, 2024, January 13, 2026 & December 02, 2026 respectively.

Fourth loan received in Mar-22 is repayable in 3 installments of ₹ 0.19 Crores each on June 16, 2028, June 16, 2029 & June 16, 2030.

### B. CURRENT AND NON CURRENT LEASE LIABILITIES

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Current lease liabilities	3.89	3.28
Non-Current Lease liabilities	2.09	5.98
<b>Total</b>	<b>5.98</b>	<b>9.26</b>

The following is the movement in lease liabilities during the year ended :

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	9.26	10.74
Additions	-	-
Finance cost accrued during the year	0.70	1.13
Payment of lease liabilities	(3.98)	(2.61)
<b>Balance at the end of the year</b>	<b>5.98</b>	<b>9.26</b>

### 16 NON-CURRENT PROVISIONS

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Gratuity (Refer Note No. 39)	7.39	6.93
<b>Total</b>	<b>7.39</b>	<b>6.93</b>





NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**17 INCOME TAX**

**A. Income Tax Recognised in Statement of Profit and Loss**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>Current Tax</b>		
Current tax	99.24	161.00
Tax in respect of Earlier Year	-	-
<b>Total Current Tax</b>	<b>99.24</b>	<b>161.00</b>
<b>Deferred Tax</b>		
Deferred tax	11.79	1.73
<b>Total Deferred Tax</b>	<b>11.79</b>	<b>1.73</b>
<b>Total Tax Expense/(Benefit)</b>	<b>111.03</b>	<b>162.73</b>
<b>Effective Income Tax Rate</b>	<b>25.17%</b>	<b>25.50%</b>
<b>OCI Section</b>		
Remeasurements of the defined benefit plans *(P.Y. ₹ 19,806)	(0.15)	*(0.00)

**B. A reconciliation of income tax expense applicable to accounting profit/ (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Profit/ (loss) Before Tax	441.13	638.17
Enacted Tax Rate in India (Normal Rate)	25.168%	25.168%
<b>Expected Income Tax Expense/ (benefit) at Statutory Tax Rate</b>	<b>111.02</b>	<b>160.61</b>
Effect of adjustments to reconcile the expected tax expense to reported income tax expense:		
Effect of non-deductible expenses	27.65	27.82
Tax Allowances and Exemptions	(39.72)	(29.24)
Others	12.08	3.54
<b>Tax Expense for the Year</b>	<b>111.03</b>	<b>162.73</b>

**C. Movement In Deferred Tax Assets And Liabilities**

Movement during the year ended March 31, 2023	As at April 01, 2022	Credit/ (Charge) in Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	MAT Utilisation / Short / Excess Provision	As at March 31, 2023
<b>Deferred Tax Asset/(Liabilities)</b>					
Property, Plant and Equipment & Intangible assets	(53.70)	(10.39)	-	-	(64.09)
Leasehold Liability	2.33	(0.83)	-	-	1.50
Expenditure allowed in the Year of Payment	2.78	(0.12)	-	-	2.66
Allowances for expected credit loss *(₹ 39814)	0.41	*(0.00)	-	-	0.41
Provision for Litigation	0.23	(0.06)	-	-	0.17
Government Grant	2.46	(0.38)	-	-	2.08
Tax impact of OCI *(₹ 19,806)	*(0.00)	-	(0.15)	-	(0.15)
<b>Total</b>	<b>(45.49)</b>	<b>(11.79)</b>	<b>(0.15)</b>	<b>-</b>	<b>(57.42)</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

<b>Movement during the year ended March 31, 2022</b>	<b>As at April 01, 2021</b>	<b>Credit/ (Charge) in Statement of Profit and Loss</b>	<b>Credit/(charge) in Other Comprehensive Income</b>	<b>MAT Utilisation / Short / Excess Provision</b>	<b>As at March 31, 2022</b>
<b>Deferred Tax Asset/(Liabilities)</b>					
Property, Plant and Equipment & Intangible assets	(51.74)	(1.96)	-	-	(53.70)
Leasehold Liability	3.06	(0.73)	-	-	2.33
Investments	(0.14)	0.14	-	-	-
Expenditure allowed in the Year of Payment *(₹ 39038)	2.78	*(0.00)	-	-	2.78
Allowances for expected credit loss *(₹ 18795)	0.41	*0.00	-	-	0.41
Provision for Litigation	0.23	-	-	-	0.23
Government Grant	1.64	0.82	-	-	2.46
Tax impact of OCI *(₹ 19,806)	-	-	*(0.00)	-	*(0.00)
<b>Total</b>	<b>(43.76)</b>	<b>(1.73)</b>	<b>*(0.00)</b>	<b>-</b>	<b>(45.49)</b>

**18 OTHER NON-CURRENT LIABILITIES**

(Amount in Crores)

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Deferred Government Grant (Refer Note No. 41 )	6.44	8.00
Others	1.32	4.35
<b>Total</b>	<b>7.76</b>	<b>12.35</b>

**19 CURRENT BORROWINGS**

(Amount in Crores)

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
<b>From Bank - Secured</b>		
Working Capital Facilities from Banks	174.31	233.10
Suppliers Line of Credit from Banks in Foreign Currency	43.27	33.09
<b>Total</b>	<b>217.58</b>	<b>266.19</b>

- Working Capital, Suppliers Line of Credit from Banks in Foreign Currency and Short Term Loan from banks are secured by a hypothecation of current assets and certain tangible movable plant & machinery and joint equitable mortgage of certain Property, Plant and Equipments of the Parent Company, and lien on certain Fixed Deposits of the Parent Company.
- All charges are registered with ROC, by ICICI as a lead bank of the consortium
- The Parent Company and its subsidiaries have not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- During the year, Parent company availed working capital facilities from Union Bank of India for which standalone hypothecation documents were executed and necessary charges were created

**20 TRADE AND OTHER PAYABLES**

(Amount in Crores)

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Total outstanding dues of Micro Enterprises & Small Enterprises	7.72	4.55
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	136.98	180.63
<b>Total</b>	<b>144.70</b>	<b>185.18</b>
<b>Above includes Payables to Related party (Gross of TDS)</b>	<b>42.69</b>	<b>67.32</b>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**20.1 DISCLOSURE REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006.**

(Amount in Crores)

Sr. No.	Particulars	March 31, 2023	March 31, 2022
A	i) Principal amount remaining unpaid at the end of the accounting year (including creditors for capital goods)	8.31	5.67
	ii) Interest due on above *(P.Y. ₹ 40232)	0.07	*0.00
B	The amount of interest paid by the group in terms of section 16 of the MSMED, along with amount of payment made to the supplier beyond the appointed date during the accounting year.	-	-
C	The amount of interest accrued and remaining unpaid at the end of the financial year *(P.Y. ₹ 40232)	0.07	*0.00
D	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding interest specified under MSMED.	-	-
E	The amount of further interest remaining due and payable in succeeding years, until such interest is actually paid.		
	<b>Total</b>	<b>8.38</b>	<b>5.68</b>

**20.2 TRADE PAYABLES AGEING SCHEDULE AS ON MARCH 31, 2023**

(Amount in Crores)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME (₹ 9,012)	2.22	5.50	*0.00	-	-	7.72
(ii) Others	46.11	86.90	3.49	0.38	-	136.88
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	0.10	0.10
<b>TOTAL</b>	<b>48.33</b>	<b>92.40</b>	<b>3.49</b>	<b>0.38</b>	<b>0.10</b>	<b>144.70</b>

**20.3 TRADE PAYABLES AGEING SCHEDULE AS ON MARCH 31, 2022**

(Amount in Crores)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.96	3.55	0.03	-	0.01	4.55
(ii) Others	101.01	63.60	9.74	0.42	0.03	174.80
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others *(₹ 41143)	3.75	1.94	-	0.14	*0.00	5.83
<b>TOTAL</b>	<b>105.72</b>	<b>69.09</b>	<b>9.77</b>	<b>0.56</b>	<b>0.04</b>	<b>185.18</b>

**21 OTHER CURRENT FINANCIAL LIABILITIES**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Interest Accrued	0.56	0.02
Unclaimed Dividend <sup>#</sup>	3.45	3.71
Payable for Capital Goods	12.83	11.15
Payable for Capital Goods - Micro, Small & Medium Enterprises	0.59	1.12
Dealers / Distributors' Deposit	2.34	2.45
Others Financial Liability	0.72	0.73
<b>Total</b>	<b>20.49</b>	<b>19.18</b>

<sup>#</sup>Note: There are no amounts due for payment to the Investors Education and Protection fund as at the year end.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**22 OTHER CURRENT LIABILITIES**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Contract Liability (Advance from Customers)	10.21	27.54
Statutory Dues Payable	33.36	42.65
Deferred Government Grant (Refer Note 41)	1.79	1.75
Other Liability	-	6.33
<b>Total</b>	<b>45.36</b>	<b>78.27</b>

**23 CURRENT PROVISIONS**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
<b>(a) Provision for Employee Benefits</b>		
Compensated Absences	1.97	1.84
Gratuity (Refer Note No. 39)	2.40	2.63
<b>Sub-Total (a)</b>	<b>4.37</b>	<b>4.47</b>
<b>(a) Other Provisions</b>		
Provision for Litigations (Refer Note No. 40)	0.68	0.93
<b>Sub-Total (b)</b>	<b>0.68</b>	<b>0.93</b>
<b>Total (a + b)</b>	<b>5.05</b>	<b>5.40</b>

**24 LIABILITIES FOR CURRENT TAX (NET)**

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Tax Balances: (Provisions Less Advance Tax)	2.80	3.43
<b>Total</b>	<b>2.80</b>	<b>3.43</b>

**25 REVENUE FROM OPERATIONS**

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Revenue from Contracts with Customers (Refer note no 1.5)</b>		
<b>Disaggregated Revenue Information</b>		
Set out below is the disaggregation of the Group's revenue from contracts with customers :		
Type of Goods or Services		
Sales of		
Maize Starch and Derivatives	3,171.61	2,624.81
Other Agro Products	1,660.96	1,764.28
Yarn	33.06	236.20
Power generated from Windmills & Solar	8.57	8.58
Other Operating revenue	34.79	36.44
<b>Total Revenue from Contracts with Customers</b>	<b>4,908.99</b>	<b>4,670.31</b>
<b>Sales of Products</b>		
In India	3,384.61	3,546.57
Outside India	1,515.81	1,115.16
	<b>4,900.42</b>	<b>4,661.73</b>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Sales of Power</b>		
In India	8.57	8.58
Outside India	-	-
	<b>8.57</b>	<b>8.58</b>
<b>Total</b>	<b>4,908.99</b>	<b>4,670.31</b>
<b>Timing of Revenue Recognition</b>		
Goods transferred at a point in time	4,908.99	4,670.31
<b>Total</b>	<b>4,908.99</b>	<b>4,670.31</b>

(Amount in Crores)

Revenue	Year ended March 31, 2023	Year ended March 31, 2022
<b>Segments :</b>		
(a) Spinning Division	33.42	242.54
(b) Maize Processing Division	3,203.00	2,644.04
(c) Other Agro Processing Division	1,664.00	1,775.15
(d) Renewable Power Division	8.57	8.58
<b>Total</b>	<b>4,908.99</b>	<b>4,670.31</b>

**Contract Balances**

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Trade Receivables	277.96	224.41
Contract Liabilities (Advance from customers)	10.21	27.54

Trade receivables are non-interest bearing and are generally on terms of 0 to 60 days, usually backed up by financials arrangements. In March 2023, ₹ 0.06 Crores (March 2022: ₹ 0.05 Crores) was recognised as provision for expected credit losses on trade receivables.

Contract liabilities include short-term advances received from customers against supply of Goods. The outstanding balances of these accounts decreased in 2022-23.

Set out below is the amount of revenue recognised from Opening contract liabilities:-

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Amounts included in Contract Liabilities at the beginning of the Year	27.54	41.30
Performance Obligations satisfied and revenue recognised during current year	27.36	41.23

**Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price**

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue as per contracted price	4,915.55	4,696.54
<b>Adjustments :-</b>		
Shortage/Quality Claims	1.17	14.16
Discounts	5.39	12.07
Revenue from Contract with Customers	<b>4,908.99</b>	<b>4,670.31</b>





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### Performance obligation

Information about the Group's performance obligations are summarised below:

#### Yarn, Maize and Agro

The performance obligation is satisfied upon delivery of the goods and payment is generally due within 0 to 60 days from delivery, usually backed up by financials arrangements.

#### Power generated from Windmills

The performance obligation from windmills is recognised on unit generation basis, in accordance with the terms of power purchase agreements.

The transaction price allocated to the remaining performance obligations (executed or partially executed) as at March 31, 2023 are, as follows:

(Amount in Crores)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Within One Year	48.16	10.80
	<b>48.16</b>	<b>10.80</b>

## 26 OTHER INCOME

(Amount in Crores)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Dividend income on Non Current Investments	4.44	2.56
Net Gain on Sale & Fair value of Investment through Profit and Loss (FVTPL)	4.34	9.06
Foreign Exchange Fluctuation (Net)	-	10.52
Government Grants (Refer Note No. 41)	1.65	2.07
Profit on Sale of Property ,Plant & Equipment (Net)	0.01	1.36
<b>Interest Income on:</b>		
Bank Deposits	1.15	6.65
Bond (Current/Non Current Investment)	51.33	19.08
Others	0.30	1.12
Miscellaneous Income	10.79	1.64
<b>Total</b>	<b>74.01</b>	<b>54.06</b>

## 27 COST OF MATERIALS CONSUMED

(Amount in Crores)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>i) Raw Materials</b>		
Inventory at the beginning of the Year	370.54	333.07
Add: Purchases	3,145.08	2,629.37
Less: Inventory at the end of the Year	270.98	370.54
<b>(i) Cost of Raw Material Consumed</b>	<b>3,244.64</b>	<b>2,591.90</b>
<b>ii) Packing Materials</b>		
Opening Stock :	24.36	24.04
Add : Purchases	39.21	34.59
Closing Stock	23.20	24.36
<b>(ii) Cost of Packing Materials Consumed</b>	<b>40.37</b>	<b>34.27</b>
<b>Total</b>	<b>3,285.01</b>	<b>2,626.17</b>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**28 PURCHASE OF STOCK-IN-TRADE**

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Purchase of Stock-in Trade	346.05	507.41
<b>Total</b>	<b>346.05</b>	<b>507.41</b>

**29 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Inventories at the Closing of the year</b>		
Traded Goods	26.90	28.89
Work-in-Progress	13.88	12.94
Finished Goods	277.31	191.77
<b>Sub Total (i)</b>	<b>318.09</b>	<b>233.60</b>
<b>Inventories at the Beginning of the Year</b>		
Traded Goods	28.89	77.27
Work-in-Progress	12.94	8.00
Finished Goods	191.77	235.93
<b>Sub Total (ii)</b>	<b>233.60</b>	<b>321.20</b>
<b>(Increase)/Decrease in Inventories</b>		
Traded Goods	1.99	48.38
Work-in-Progress	(0.94)	(4.94)
Finished Goods	(85.54)	44.16
<b>Total (ii-i)</b>	<b>(84.49)</b>	<b>87.60</b>

**30 EMPLOYEE BENEFIT EXPENSES**

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, Wages and Bonus	69.87	71.92
Contribution to Provident and Other Fund	5.55	5.61
Staff Welfare Expenses	2.99	3.01
Commission to Managing Director	42.80	67.23
<b>Total</b>	<b>121.21</b>	<b>147.77</b>

**31 FINANCE COSTS**

(Amount in Crores)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>a. Interest Expenses</b>		
Interest on Working Capital Loans	8.62	0.49
Interest on Lease Liabilities	0.70	1.13
Interest on Others	0.50	0.60
<b>b. Other Borrowing Costs</b>		
Bank & Other Charges	3.44	3.46
<b>Total</b>	<b>13.26</b>	<b>5.68</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**32 OTHER EXPENSES**

(Amount in Crores)

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Consumption of Stores and Spare Parts	32.21	29.58
Consumption of Chemicals	49.29	40.27
Power and Fuel	372.82	278.61
Freight and Forwarding Charges	213.45	194.82
Rent	2.68	2.23
Rates and Taxes	1.35	2.19
Insurance	4.90	4.16
Labour Charges	27.12	25.01
<b>Repairs to :</b>		
Plant and machinery	7.72	6.12
Buildings	1.11	0.68
Others	1.23	1.30
Legal and Professional fees	5.83	3.28
Directors' Sitting Fees	0.08	0.08
<b>Payment to Auditor :</b>		
<b>As Auditor</b>		
Audit fee	0.30	0.29
Tax Audit Fee	0.07	0.07
<b>In Other Capacity:</b>		
Taxation Matters	0.03	0.03
Scrap/Discarding of Property, Plant and Equipments	0.85	0.07
Donations	0.13	0.08
Corporate Social Welfare Expenses	8.43	6.05
Commission to Non Executive Directors	0.11	0.12
Allowance for Trade Receivables	0.05	0.05
Foreign Exchange Fluctuation (Net)	2.69	-
Miscellaneous Expenses	33.72	19.15
<b>Total</b>	<b>766.17</b>	<b>614.24</b>

**Corporate Social Welfare Expenses**

(Amount in Crores)

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
a) Gross amount required to be spent by the Parent company during the Year	8.43	6.05
	-	-
b) Amount approved by the board be spent during the year	8.43	6.05
	-	-
c) Amount spent during the Year	-	-
i) Construction/acquisition of any asset	-	-
In Cash	-	-
Yet to be paid in cash	-	-
ii) On purposes other than (i) above	-	-
In Cash	6.77	3.40
Yet to be paid in cash	-	-
	-	-



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
d) Amount related to spent/unspent obligation	-	-
	-	-
i) Contribution to Trust	2.23	0.03
ii) Others	4.54	3.38
iii) Unspent amount in relation to :	-	-
- Ongoing project	1.66	2.64
- Other than Ongoing project	-	-
<b>Total</b>	<b>8.43</b>	<b>6.05</b>
<b>Reason of shortfall</b>	Due to Ongoing projects	Due to Ongoing projects

**Details of ongoing project**

In case of Section 135(6) (Ongoing Project)							
(i) Opening Balance		(ii) Income earned from Op. Unspent A/c during the year	(iii) Amount required to be spent during the year	(iv) Amount spent during the year		(v) Closing Balance	
With Parent Company	In Separate CSR Unspent A/c			From Parent company's bank A/c	From Separate CSR Unspent A/c	With Parent Company*	In Separate CSR Unspent A/c
2.92	-	0.01	8.43	6.77	0.47	1.66	2.46

\*deposited subsequent to year end.

Nature of CSR activities : Eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects

**33 CONTINGENCIES AND COMMITMENTS (Refer Note No. 1.14)**

**a. Contingent Liabilities not provided for in respect of:**

(Amount in Crores)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
(a)	Claims against the Group /disputed liabilities not acknowledged as debts	6.36	6.88
(b)	<b>Disputed Statutory Claims</b>		
i)	Excise, Customs, Service Tax and DGFT	0.14	4.42
ii)	Income Tax		
	- Appeals preferred by Group	57.26	49.37
iii)	Others	2.40	2.49
	<b>Total</b>	<b>59.80</b>	<b>56.28</b>

**Outflow in respect of 1 (a) and (b) disputes /contingencies are dependent upon final outcome of the disputes or ultimate agreement to resolve the differences.**

**b. Commitments**

- Commitments on account of estimated amount of contracts remaining to be executed on capital account and not provided for relating to Tangible Assets is ₹ 16.20 Crores

[March 31, 2022: ₹ 56.49 Crores ].



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 34 Fair Value Measurement

Financial Instrument by category and hierarchy

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

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

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

For the financial assets and liabilities that are measured at fair values, the carrying amount are equal to the fair value.

#### Accounting Classification and fair values

(Amount in Crores)

Financial Assets & Financial Liabilities	As at March 31, 2023				As at March 31, 2022			
	Fair Value Through Profit or Loss	Amortised Cost	Total Carrying Value	Total Fair Value	Fair value Through Profit or Loss	Amortised Cost	Total Carrying Value	Total Fair Value
<b>Financial Assets</b>								
Cash and Cash Equivalents	-	103.97	103.97	103.97	-	10.59	10.59	10.59
Bank balances other than Cash and Cash Equivalents	-	6.21	6.21	6.21	-	7.83	7.83	7.83
Investments	92.14	558.06	650.20	650.20	68.58	645.13	713.71	713.71
Trade Receivables	-	277.96	277.96	277.96	-	224.41	224.41	224.41
Other Financial Assets	-	12.96	12.96	12.96	-	13.86	13.86	13.86
<b>Total</b>	<b>92.14</b>	<b>959.16</b>	<b>1,051.30</b>	<b>1,051.30</b>	<b>68.58</b>	<b>901.82</b>	<b>970.40</b>	<b>970.40</b>
<b>Financial Liabilities</b>								
Borrowings	-	220.67	220.67	220.67	-	268.81	268.81	268.81
Trade Payable	-	144.70	144.70	144.70	-	185.18	185.18	185.18
Other Financial Liabilities	-	20.49	20.49	20.49	-	19.18	19.18	19.18
Lease Liabilities		5.98	5.98	5.98		9.26	9.26	9.26
<b>Total</b>	<b>-</b>	<b>391.84</b>	<b>391.84</b>	<b>391.84</b>	<b>-</b>	<b>482.43</b>	<b>482.43</b>	<b>482.43</b>

#### • Fair value Hierarchy

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

- Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

For assets which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarised below:

(Amount in Crores)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Assets</b>	Quoted price in active Market			Quoted price in active Market		
Investment (other than investment in subsidiaries, Joint Venture & Associates)	92.13	-	0.01	67.92	-	0.66
<b>Total</b>	<b>92.13</b>	<b>-</b>	<b>0.01</b>	<b>67.92</b>	<b>-</b>	<b>0.66</b>

### 35 CAPITAL RISK MANAGEMENT

Equity Share capital and other equity are considered for the purpose of Group's capital management.

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

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

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	220.67	268.81
Total Equity	2,433.98	2,118.33
Debt Equity Ratio	0.09	0.13

### 36 FINANCIAL RISK MANAGEMENT

The Group's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risks. The Group's senior management has the overall responsibility for establishing and governing the Group's risk management framework. The Group has constituted a risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Group.

#### A. Management of Liquidity Risk

Liquidity risk is the risk that the Group will face in meeting its obligation associated with its financial liabilities. The Group's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this management considers both normal and stressed conditions.

Due to dynamic nature of the underlying businesses, Group treasury maintains flexibility in funding by maintaining availability of under committed credit lines. Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The following table shows the maturity analysis of the Group's financial liabilities based on the contractually agreed undiscounted cash flows along with its carrying value as at the Balance sheet date.

### Exposure as at March 31, 2023

(Amount in Crores)

Particulars	< 1 year	1-5 years	Beyond 5 years	Total
<b>Financial Liabilities</b>				
Borrowings	217.58	3.09	-	220.67
Trade Payable	144.70	-	-	144.70
Other Financial Liabilities	20.49	-	-	20.49
Lease Liabilities	3.89	2.09	-	5.98
<b>Total Financial Liabilities</b>	<b>386.66</b>	<b>5.18</b>	<b>-</b>	<b>391.84</b>

### Exposure as at March 31, 2022

(Amount in Crores)

Particulars	< 1 year	1-5 years	Beyond 5 years	Total
<b>Financial Liabilities</b>				
Borrowings	266.19	2.62	-	268.81
Trade Payable	185.18	-	-	185.18
Other Financial Liabilities	19.18	-	-	19.18
Lease Liabilities	3.28	5.98	-	9.26
<b>Total Financial Liabilities</b>	<b>473.83</b>	<b>8.60</b>	<b>-</b>	<b>482.43</b>

### Financial Arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period.

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Expiring within one year (Bank overdraft and other facilities)	431.420	282.81
Expiring beyond one year (bank loans)	-	-

## B. Management of Market Risk

The Group's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

### • Foreign Currency risk

The above risks may affect the Group's income and expenses, or the value of its financial instruments. The Group's exposure to and management of these risks are explained below:

#### (i) Foreign Currency risk

Derivative Instruments and unhedged foreign currency exposure

#### (a) Derivatives outstanding as at reporting date

Particulars	As at March 31, 2023		As at March 31, 2022	
	Currency	Amount	Currency	Amount
Forward contract to sell USD	USD Crores	2.04	USD Crores	2.91
Forward contract to buy USD	USD Crores	----	USD Crores	----
Forward Cross Currency to sell USD	----	----	----	----
Forward Cross Currency to buy EURO	----	----	----	----



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(b) Particular of foreign currency exposures as at the reporting date.

Currency Exposure as at March 31, 2023

(Amount in Crores)

Particulars	USD	EURO	AED	SGD	Other
Trade Receivables	1.57	0.00	-	-	-
Cash and Cash Equivalents	*0.00	*0.00	*0.00	*0.00	*0.00
Borrowings	-	-	-	-	-
Trade Payable	0.05	-	-	-	-
Buyer Line Credit	0.53	-	-	-	-
Other Financial Liabilities	-	-	-	-	-

Currency exposure as at March 31, 2022

(Amount in Crores)

Particulars	USD	EURO	AED	SGD	Other
Trade receivables	0.72	-	-	-	-
Cash and Cash Equivalents	*0.00	*0.00	*0.00	*0.00	0.13
Borrowings	-	-	-	-	-
Trade Payable	0.01	-	-	-	-
Buyer Line Credit	0.44	-	-	-	-
Other Financial Liabilities	-	-	-	-	-

\*(Represent values less than ₹ 50,000)

Management Policy

The Group manages foreign currency exposures within the prescribed limits, through use of forward exchange contracts. Foreign currency exchange rate exposure is partly balanced by purchasing of goods/commodities in the respective currencies.

Sensitivity to Risk

A change of 5% in Foreign currency would have following Impact on profit before tax

(Amount in Crores)

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	5% increase	5% decrease	5% increase	5% decrease
USD	4.10	(4.10)	1.02	(1.02)
EURO	0.02	(0.02)	-	-
AED	(0.00)	0.00	-	-
SGD	0.00	(0.00)	-	-
Other	0.00	(0.00)	0.00	(0.00)
<b>Increase/ decrease in Profit and Loss</b>	<b>4.12</b>	<b>(4.12)</b>	<b>1.02</b>	<b>(1.02)</b>

(ii) Price Risk

The Group's exposure to equity securities price risk arises from investments held by the Group and classified in the balance sheet at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

Sensitivity Analysis

The table below summarises the impact of increases/decreases of the BSE Index on the Group's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Group's equity instruments moved in line with the index.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

A change of 5% in market index would have following impact on profit before tax

(Amount in Crores)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
BSE Index 100 - Increase by 5%	32.12	35.65
BSE Index 100 - Decrease by 5%	(32.12)	(35.65)

The above referred sensitivity pertains to quoted equity investments and equity oriented Mutual Funds. Profit for the year would increase/decrease as a result of gains/losses on equity securities as at Fair Value through Profit or Loss (FVTPL).

### (iii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimise the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Group interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Interest rate sensitivity

A change of 50 bps in interest rates would have following impact on profit before tax

(Amount in Crores)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
50 bp decrease would increase the profit before tax by	0.89	0.01
50 bp increase would decrease the profit before tax by	(0.89)	(0.01)

## C Management of Credit Risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through out each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- Actual or expected significant adverse changes in business,
- Actual or expected significant changes in the operating results of the counterparty,
- Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- Significant increase in credit risk on other financial instruments of the same counterparty,
- Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Concentration of credit risk with respect to trade receivables are limited, due to the Group's customer base being large and diverse. All trade receivables are reviewed and assessed on quarterly basis. Our historical experiences of collecting receivables indicate a low credit risk



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 37 EARNINGS PER SHARE (EPS) AS PER INDIAN ACCOUNTING STANDARD 33

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	(Amount in Crores)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit as per Statement of Profit and Loss	330.10	475.44
No. of Weighted Average Outstanding Equity Shares	22.93	22.93
Earning per Equity Share of ₹ 1/- each (P.Y. ₹ 1) (Basic & Diluted)	14.40	20.73

### 38 RELATED PARTY TRANSACTIONS AS PER INDIAN ACCOUNTING STANDARD 24

The disclosure in pursuance to Indian Accounting Standard-24 on "Related Party disclosures" is as under:

#### (a) Name of Related Parties & Relationship

(Amount in Crores)			
Sr. No.	Name	Relationship	Manner
1	Manish Gupta	Chairman & Managing Director (Key Managerial Personnel), Director of Maiz Citchem Limited	Key Managerial Personnel & Relative as Son of Ms.Sulochana Gupta & Personnel exercising more than 20% voting power
2	Sulochana Gupta	Relative of Key Managerial Personnel	Relative as mother of Mr. Manish Gupta
3	Shilpa Gupta	Relative of Key Managerial Personnel	Relative as wife of Mr. Manish Gupta
4	Sandeep Agrawal	Whole-Time Director (Key Managerial Personnel), Director of Maiz Citchem Limited	Key Managerial Personnel
5	Shreyaan Gupta	Relative of Key Managerial Personnel, Whole-time Director of Maiz Citchem Limited	Relative as son of Mr. Manish Gupta
6	Siddharth Agrawal	Relative of Key Managerial Personnel	Relative as brother of Mr. Sandeep Agrawal
7	Mehul Shah (Upto March 25, 2022)	Chief Financial Officer	Key Managerial Personnel
8	Giridhar Nagaraj (w.e.f. March 25, 2022)	Chief Financial Officer	Key Managerial Personnel
9	Chetna Dharajiya (Upto November 30, 2022)	Company Secretary	Key Managerial Personnel
10	Kalpesh Dave (w.e.f. December 01, 2022)	Company Secretary	Key Managerial Personnel
11	SMAS Investors LLP	Enterprise significantly influenced by Key Managerial Personnel's	Key Managerial Personnel and relative sharing more than 20% in profits
12	Jupiter Corporate Services Limited	Enterprise significantly influenced by Key Managerial Personnel's	Key Managerial Personnel and relatives sharing more than 20% in profits
13	Vishwavir Saran Das	Independent Director	
14	Sandeep Singhi	Independent Director	
15	Maitri Mehta	Independent Director	
16	Sudhin B. Choksey (From December 01, 2022)	Independent Director	
17	Singhi & Co	Enterprise significantly influenced by Non Executive director	
18	Jagdish Prasad Sharma	Director of Mohit Agro Commodities Processing Private Limited	
19	Girish Shah	Director of Mohit Agro Commodities Processing Private Limited	





**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**(b) Transactions during the Year with Related Parties mentioned in (a) above, in Ordinary Course of Business & balances outstanding as at the year end:**

(Amount in Crores)

Transaction	Total	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key Managerial Person	Independent Directors
<b>(a) Rent Received</b>					
Jupiter Corporate Services Limited	0.01	-	-	0.01	-
P.Y.	(0.01)	-	-	(0.01)	-
<b>(b) i) Managerial Remuneration</b>					
Manish Gupta	44.00	44.00	-	-	-
P.Y.	(68.31)	(68.31)	-	-	-
Sandeep Agrawal	0.73	0.73	-	-	-
P.Y.	(0.67)	(0.67)	-	-	-
Mehul Shah	-	-	-	-	-
P.Y.	(0.43)	(0.43)	-	-	-
Giridhar Nagaraj	0.45	0.45	-	-	-
P.Y.	(0.01)	(0.01)	-	-	-
Chetna Dharajiya	0.16	0.16	-	-	-
P.Y.	(0.18)	(0.18)	-	-	-
Kalpesh Dave	0.06	0.06	-	-	-
P.Y.	-	-	-	-	-
<b>ii) Remuneration</b>					
Siddharth Agrawal	0.40	-	0.40	-	-
P.Y.	(0.39)	-	(0.39)	-	-
Shreyaan Gupta	0.18	-	0.18	-	-
P.Y.	(0.07)	-	(0.07)	-	-
<b>iii) Commission</b>					
Sulochana Gupta	0.03	-	0.03	-	-
P.Y.	(0.03)	-	(0.03)	-	-
Maitri Mehta	0.03	-	-	-	0.03
P.Y.	(0.03)	-	-	-	(0.03)
Vishwavir Saran Das	0.03	-	-	-	0.03
P.Y.	(0.03)	-	-	-	(0.03)
Sandeep Singhi	0.03	-	-	-	0.03
P.Y.	(0.03)	-	-	-	(0.03)
Sudhin B. Choksey	0.01	-	-	-	0.01
P.Y.	-	-	-	-	-
<b>(c) Services : Sitting Fees</b>					
Maitri Mehta	0.02	-	-	-	0.02
P.Y.	(0.02)	-	-	-	(0.02)
Sandeep Singhi	0.02	-	-	-	0.02
P.Y.	(0.02)	-	-	-	(0.02)
Sulochana Gupta	0.01	-	0.01	-	-
P.Y.	(0.01)	-	(0.01)	-	-
Vishwavir Saran Das	0.02	-	-	-	0.02
P.Y.	(0.02)	-	-	-	(0.02)
Sudhin B. Choksey	0.01	-	-	-	0.01
P.Y.	-	-	-	-	-



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(Amount in Crores)

Transaction	Total	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key Managerial Person	Independent Directors
<b>(d) Dividend Paid</b>					
Manish Gupta	7.81	7.81	-	-	-
P.Y.	(4.51)	(4.51)	-	-	-
Sulochana Gupta	0.32	-	0.32	-	-
P.Y.	(3.00)	-	(3.00)	-	-
Shilpa Gupta	0.92	-	0.92	-	-
P.Y.	(0.85)	-	(0.85)	-	-
Shreyaan Gupta	0.46	-	0.46	-	-
P.Y.	(0.42)	-	(0.42)	-	-
Jupiter Corporate Services Limited *(P.Y. ₹ 49,664)	0.01	-	-	-	0.01
P.Y.	*(0.00)	-	-	-	*(0.00)
<b>(e) Rent Paid</b>					
Manish Gupta	0.14	0.14	-	-	-
P.Y.	(0.22)	(0.22)	-	-	-
Sulochana Gupta	0.05	-	0.05	-	-
P.Y.	(0.05)	-	(0.05)	-	-
Jupiter Corporate Services Limited	0.01	-	-	0.01	-
P.Y.	(0.01)	-	-	(0.01)	-
SMAS Investors LLP	3.93	-	-	3.93	-
P.Y.	(3.58)	-	-	(3.58)	-
<b>(f) Registrar and Transfer Agent Charges</b>					
Jupiter Corporate Services Limited	0.12	-	-	0.12	-
P.Y.	(0.11)	-	-	(0.11)	-
<b>(g) Brokerage/Commission Paid</b>					
Jupiter Corporate Services Limited	-	-	-	-	-
P.Y.	(0.07)	-	-	(0.07)	-
<b>(h) Professional Services</b>					
Singhi & Co.	0.01	-	-	0.01	-
P.Y.	-	-	-	-	-



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

(Amount in Crores)

<b>Balance Outstanding as at March 31, 2023</b>	<b>Total</b>	<b>Key Managerial Person</b>	<b>Relative of Key Managerial Person</b>	<b>Enterprise significantly influenced by Key Managerial Person</b>	<b>Independent Directors</b>
<b>Amount Payable</b>					
Manish Gupta	(42.80)	(42.80)	-	-	-
P.Y.	(67.23)	(67.23)	-	-	-
SMAS Investors LLP *(₹ 41,966)	*0.00	*0.00	-	-	-
P.Y.	-	-	-	-	-
<b>Commission to Non Whole time director</b>					
Sulochana Gupta	0.03		0.03		
P.Y.	(0.03)		(0.03)		
Maitri Mehta	0.03				0.03
P.Y.	(0.03)				(0.03)
Vishwvir Saran Das	0.03				0.03
P.Y.	(0.03)				(0.03)
Sandeep Singhi	0.03				0.03
P.Y.	(0.03)				(0.03)
Sudhin B Chowksey	0.01				0.01
P.Y.	-				-

**Notes:**

1. No amount has been provided as doubtful debts or advances / written off or written back in respect of debts due from / to above parties. Figures in brackets relate to previous year.
2. The transaction with related parties are made on terms equivalent to those that prevail in arm's length transactions.

**Compensation to Key Managerial Personnel of the Group:**

(Amount in Crores)

<b>Nature of Benefits</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Short-term Employee Benefits	45.24	69.17
Post-employment Gratuity Benefits*	0.26	0.27
<b>Total</b>	<b>45.50</b>	<b>69.44</b>

\* Key Managerial Personnel and Relatives of Promoters who are under the employment of the Group are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the consolidated financial statements. Post-employment gratuity benefits of Key Managerial Personnel has not been included in (b) above.

**39 POST RETIREMENT BENEFIT PLANS AS PER INDIAN ACCOUNTING STANDARD 19**

As per Actuarial Valuation as on March 31, 2023 and March 31, 2022 and recognised in the consolidated financial statements in respect of Employee Benefit Schemes:

**A. Amount recognised in the Balance Sheet**

(Amount in Crores)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Gratuity:</b>		
Present Value of Plan Liabilities	13.90	13.83
Fair Value of Plan Assets	4.11	4.27
Deficit/(Surplus) of Funded Plans	9.79	9.56
Unfunded Plans	-	-
<b>Net Plan Liability/ (Asset)*</b>	<b>9.79</b>	<b>9.56</b>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**B. Movements in Plan Assets and Plan Liabilities**

(Amount in Crores)

Gratuity	For the year ended March 31, 2023			For the year ended March 31, 2022		
	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan liabilities	Net
<b>As at April 01</b>	<b>4.27</b>	<b>13.83</b>	<b>9.56</b>	<b>4.84</b>	<b>13.94</b>	<b>9.10</b>
Current Service Cost	-	1.23	1.23	-	1.22	1.22
Past Service Cost	-	-	-	-	-	-
Return on Plan Assets excluding actual return on Plan Assets	(0.02)	-	0.02	(0.02)	-	0.02
Actual return on Plan Asset	0.31	-	(0.31)	0.32	-	(0.32)
Interest Cost	-	1.01	1.01	-	0.96	0.96
Actuarial (gain)/loss arising from changes in demographic Assumptions	-	-	-	-	-	-
Actuarial (gain)/loss arising from changes in financial Assumptions	-	(0.22)	(0.22)	-	(0.41)	(0.41)
Actuarial (gain)/loss arising from experience adjustments	-	(0.40)	(0.40)	-	0.38	0.38
Employer Contributions	1.10	-	(1.10)	0.90	-	(0.90)
Benefit Payments	(1.55)	(1.55)	-	(1.77)	(2.26)	(0.49)
<b>As at March 31,</b>	<b>4.11</b>	<b>13.90</b>	<b>9.79</b>	<b>4.27</b>	<b>13.83</b>	<b>9.56</b>

The liabilities are split between different categories of plan participants as follows:

**Defined benefit obligation and employer contribution**

(Amount in Crores)

Particulars	Gratuity	
	March 31, 2023	March 31, 2022
Active Members	2,229	2,609

The Group expects to contribute around ₹ 0.95 Crores to the funded plans in financial year 2023-24 (Contribution done in 2022-23 : ₹ 1.10 Crores) for gratuity.

**C. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses**

(Amount in Crores)

Gratuity	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Service Cost	1.23	1.22
Finance Cost/(Income)	0.70	0.63
Past Service Cost	-	-
Asset/(Liabilities) recognised in Balance Sheet*	-	-
<b>Net impact on the Profit / (Loss) before Tax</b>	<b>1.93</b>	<b>1.85</b>
<b>Remeasurement of the Net Defined Benefit Liability:</b>		
Return on Plan Assets excluding actuarial return on Plan Assets	0.02	0.02
Actuarial gains/(losses) arising from changes in demographic	-	(0.00)
Actuarial gains/(losses) arising from changes in financial assumption	(0.22)	(0.41)
Experience gains/(losses) arising on experience adjustments	(0.40)	0.38
Benefit Plan Liabilities	-	-
<b>Net Gain recognised in the Other Comprehensive Income Before Tax</b>	<b>(0.60)</b>	<b>(0.01)</b>

\* Surplus of assets over liabilities has not been recognised on the basis that future economic benefits are not available to the Group in the form of a reduction in future contributions or cash refunds.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**D. Assets**

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Gratuity:</b>		
<b>Unquoted</b>		
Government Debt Instruments	-	-
Corporate Bonds	-	-
Insurer Managed Funds	4.11	4.27
Others	-	-
<b>Total</b>	<b>4.11</b>	<b>4.27</b>

**E. Assumptions**

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

The significant actuarial assumptions were as follows:

Gratuity	March 31, 2023	March 31, 2022
<b>Financial Assumptions</b>		
Discount Rate	7.50%	7.27%
Salary Escalation Rate	7.00%	7.00%
Attrition Rate	2.00%	2.00%
<b>Demographic Assumptions</b>		
Published rates under the Indian Assured Lives Mortality (2012-14) Urban table.		

**F. Sensitivity**

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

(Amount in Crores)

Gratuity :	As at March 31, 2023		As at March 31, 2022	
	Change in Present value of Plant Liabilities due to		Change in Present value of Plant Liabilities due to	
	Increase in Factor by 100 bps	Decrease in Factor by 100 bps	Increase in Factor by 100 bps	Decrease in Factor by 100 bps
Discount Rate	(0.87)	0.99	(0.94)	1.08
Salary Escalation Rate	0.95	(0.85)	1.03	(0.92)
Attrition Rate	0.03	(0.03)	0.01	(0.01)

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





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### G. The defined benefit obligations shall mature after year end as follows:

(Amount in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
1st Following Year	2.51	2.25
2nd Following Year	0.54	0.69
3rd Following Year	1.16	0.79
4th Following Year	1.25	1.10
5th Following Year	1.19	1.23
Thereafter	20.28	21.48

#### Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimise risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments % which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit.

#### (i) Leave Obligations

The leave obligations cover the Group's liability for sick and earned leave. The amount of the provision of ₹ 1.96 Crores [March 31, 2022: ₹ 1.84 Crores] is presented as current, since the Group does not have an unconditional right to defer settlement for any of these obligations.

#### (ii) Defined Contribution Plans

The Group also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is ₹ 2.80 Crores [March 31, 2022: ₹ 2.87 Crores]

## 40 DISCLOSURE AS PER INDIAN ACCOUNTING STANDARD 37 RELATING TO PROVISIONS

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
Opening Balance	0.93	0.93
Addition during the Year	-	-
Reversal during the year	(0.25)	-
<b>Closing Balance</b>	<b>0.68</b>	<b>0.93</b>

The provision relates to estimated outflow of cash expected to be paid in relation to damages payable on account of cancellation of contract for supply of raw material and on account of quality rebate claim for sale of traded goods. Due to its nature, it is not possible to estimate the timing of resulting cash flows.

## 41 SCHEDULE OF GOVERNMENT GRANT

(Amount in Crores)

Particulars	March 31, 2023	March 31, 2022
a. At April 01	9.75	6.54
Grant Received during the Year	0.13	5.28
Released to the statement of Profit & Loss	(1.65)	(2.07)
<b>At March 31</b>	<b>8.23</b>	<b>9.75</b>
b. Current (Refer Note No. 22)	1.79	1.75
Non Current (Refer Note No. 18)	6.44	8.00
<b>Total</b>	<b>8.23</b>	<b>9.75</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**42** The Scheme of Arrangement between The Parent Company and Mohit Agro Commodities Processing Private Limited (Wholly Owned Subsidiary) :-The Board of Directors of the Parent Company have approved the scheme of Amalgamations between Gujarat Ambuja Exports Limited (the Parent Company) and Mohit Agro Commodities Processing Private Limited (Wholly Owned Subsidiary) at their meeting held on October 20, 2020. Approval by the National Company Law Tribunal is awaited.

**43** The Code on Social Security, 2020 ('Code') has been notified in the Official Gazette of India on September 29, 2020, which could impact the contributions of the Group towards certain employment benefits. The effective date from which changes are applicable is yet to be notified and the rules are yet to be framed. Impact, if any, of the change will be assessed and accounted in the period of notification of the relevant provisions.

### **44 EVENT AFTER THE REPORTING PERIOD**

- a The Board of Directors of the Parent Company have recommended Final dividend of ₹ 0.70 per fully paid up share of ₹ 1/- each at it's meeting held on May 06, 2023 for the financial year 2022-23, subject to the approval of members at the Annual General meeting of the Parent Company.
- b The Parent Company evaluate events and transactions date occur subsequent to the balance sheet date but prior to the approval of the financial statement to determine the necessity for recognition and reporting of any of these events and transactions in the financial statements as of May 06, 2023, other than those disclosed and adjusted elsewhere in these consolidated financial statements, there were no subsequent event to be reported.

**45** The Group has incurred premium expenses of ₹ 1.08 Crores on Keymen Insurance Policy of Managing Director and Whole-Time Director which is included in Staff welfare expenses.

### **46 ASSETS HELD FOR SALE**

The Parent Company has identified and classified plant and machinery having a carrying value of ₹ 3.96 Crores as on March 31, 2023 (P.Y. 1.73 Crores) as assets held for sale. During the year, the Company has identified certain buyers and disposed off assets worth ₹ 0.39 Crores pertaining to previous year . Further, parent company shall continue to put efforts to dispose off the remaining assets during the year 2023-24.

### **47 SEGMENT INFORMATION AS PER INDIAN ACCOUNTING STANDARD 108**

Segment Information for the year ended March 31, 2023

The Company had determined the following reporting segments based on the information reviewed by the Chief Operating Decision Maker (CODM):

- (a) Agro: Solvent extraction, Flour Mill and Cattle feed operations
- (b) Yarn Spinning
- (c) Maize : Starch and its derivatives
- (d) Power : Windmill and solar
- (e) Other : Balance

The CODM monitors the operating results of its Business Segment separately for the purpose of making decision about resource allocation and performance assessment.

#### **Segment Assets and Liabilities**

Segment assets and liabilities includes all operating assets used by the operating segment and mainly consist of property, plant and equipment, trade receivables, inventory and other operating assets. Segment liabilities primarily include trade payables and other liabilities. Common assets and liabilities which can not be allocated to any business segment are shown as unallocable assets/liabilities.

#### **Inter-Segment Transfer**

Inter-segment transfer are recognised at sale-price. The same is based on market price and business risks.

#### **Notes:**

- 1) Unallocated Assets and Liabilities comprises of Corporate Fixed Assets, Investments, Goodwill, Fixed Deposits, Secured Loans, Provision for Taxes, Provision for Dividend, Unclaimed Dividend, Deferred Tax Liability and Provision for Mark to Market Losses on Forward Contracts.
- 2) The Company's manufacturing facilities are located in India.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Primary Reportable Segments (Business Segment)

(Amount in Crores)

Particulars	Agro		Spinning		Maize		Power		Total	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Revenue										
External sales	1,664.00	1,775.15	33.42	242.54	3,203.00	2,644.04	8.57	8.58	4,908.99	4,670.31
Total Revenue	1,664.00	1,775.15	33.42	242.54	3,203.00	2,644.04	8.57	8.58	4,908.99	4,670.31
Results										
Segment results before interest and finance cost	39.18	146.27	(18.35)	(3.76)	437.67	549.35	5.25	5.07	463.75	696.93
Unallocable Expenses	-	-	-	-	-	-	-	-	(9.36)	(53.08)
Operating Profit	-	-	-	-	-	-	-	-	454.39	643.85
Interest Expenses	-	-	-	-	-	-	-	-	13.26	5.68
Current Tax (Net of MAT Credit/ Debit)	-	-	-	-	-	-	-	-	99.24	161.00
Deferred Tax Charge/ (Credit)	-	-	-	-	-	-	-	-	11.79	1.73
Net Profit	-	-	-	-	-	-	-	-	330.10	475.44

(Amount in Crores)

Particulars	Agro		Spinning		Maize		Power		Others		Total	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Segment Assets	568.90	457.28	61.28	78.77	1,511.70	1,445.13	16.59	17.52	-	-	2,158.47	1,998.70
Unallocated Assets	-	-	-	-	-	-	-	-	802.10	753.93	802.10	753.93
<b>Total Assets</b>	<b>568.90</b>	<b>457.28</b>	<b>61.28</b>	<b>78.77</b>	<b>1,511.70</b>	<b>1,445.13</b>	<b>16.59</b>	<b>17.52</b>	<b>802.10</b>	<b>753.93</b>	<b>2,960.57</b>	<b>2,752.63</b>
Segment Liabilities	38.86	72.33	5.61	22.85	131.56	140.19	0.15	0.16	-	-	176.18	235.53
Unallocated Liabilities and Provisions	-	-	-	-	-	-	-	-	341.45	398.77	341.45	398.77
Total Liabilities	38.86	72.33	5.61	22.85	131.56	140.19	0.15	0.16	341.45	398.77	517.63	634.30
Capital Expenditure Capitalised	1.92	8.97	0.07	0.89	366.53	127.66	-	-	0.61	0.10	369	137.62
Depreciation	6.89	6.88	6.84	9.58	74.58	73.73	2.02	2.02	4.34	5.12	94.67	97.33



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**48 ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013**

Name of the entity in the Group	Net Assets (i.e. total assets minus total liabilities)		Share in profit / (loss)		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	₹ in Crores	As % of consolidated profit / (loss)	₹ in Crores	As % consolidated other Comprehensive income	₹ in Crores	As % consolidated other Comprehensive income	₹ in Crores
Parent Group								
Gujarat Ambuja Export Limited								
Balance as at March 31, 2023	100.37	2442.93	100.02	330.17	100.00	0.44	100.02	330.61
Balance as at March 31, 2022	100.42	2127.22	100.00	475.43	100.00	0.01	100.00	475.44
Subsidiary Group								
Deomestic								
Mohit Agro Commodities Processing Private Limited								
Balance as at March 31, 2023	0.15	3.76	0.00	0.01	-	-	-	0.01
Balance as at March 31, 2022	0.18	3.75	0.00	0.01	-	-	-	0.01
Domestic								
Maiz Citchem Limited								
Balance as at March 31, 2023	0.61	14.93	(0.02)	(0.08)	-	-	(0.02)	(0.08)
Inter company elimination and consolidation adjustments								
Balance as at March 31, 2023	(1.14)	(27.64)	-		-		(8.36)	(27.64)
Balance as at March 31, 2022	(0.60)	(12.64)	-		-		(2.66)	(12.64)
<b>Total</b>								
Balance as at March 31, 2023	100.00	2433.98	100.00	330.10	100.00	0.44	100.00	330.54
Balance as at March 31, 2022	100.00	2118.33	100.00	475.44	100.00	0.01	100.00	475.45



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### a) Revenue from Operations

(Amount in Crores)

Particulars	Year ended March 31	
	2023	2022
Within India	3,393.18	3,555.15
Outside India	1,515.81	1,115.16
<b>Total</b>	<b>4,908.99</b>	<b>4,670.31</b>

Revenue from operations has been allocated on the basis of location of customer

### b) Assets of the Company :

(Amount in Crores)

Particulars	Year ended March 31	
	2023	2022
Within India	2,822.87	2,698.03
Outside India	128.73	54.60
<b>Total</b>	<b>2,951.60</b>	<b>2,752.63</b>

### 49 Other Statutory Information

- (I) The Group do not have any Benami property, where any proceeding has been initiated or pending against The Group for holding any Benami property.
- (II) The Group do not have any transactions with companies struck off.
- (III) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (IV) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of The Group (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (V) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that The Group shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (VI) The Group have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (VII) The Parent Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (VIII) The quarterly returns or statements of Receivables, inventories and creditors for goods filed by the Group with banks or financial institutions are in agreement with the books of accounts.





**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

**50** Figures of previous year have been regrouped ,wherever considered necessary to make them comparable to current year figures.

As per our report of even date

For **KANTILAL PATEL & CO**  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104744W

**JINAL A. PATEL**  
Partner  
Membership No.: 153599

Place: Ahmedabad  
Date : May 06, 2023

**For and on behalf of the Board of Directors**

**MANISH GUPTA**  
Chairman & Managing Director  
DIN: 00028196

**GIRIDHAR NAGARAJ**  
Chief Financial Officer  
Membership No.: 023732

Place: Ahmedabad  
Date : May 06, 2023

**SANDEEP AGRAWAL**  
Whole-Time Director  
DIN: 00027244

**KALPESH DAVE**  
Company Secretary  
Membership No.: A32878



# NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting ("AGM") of the Members of **GUJARAT AMBUJA EXPORTS LIMITED** ("the Company") will be held on Saturday, September 02, 2023 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, PO. Thaltej, Ahmedabad – 380 059 Gujarat.

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2023.
2. To declare Final Dividend on equity shares for the financial year 2022-23.
3. To appoint a Director in place of Mrs. Sulochana Gupta (DIN: 00028225), who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS:

### 4. **Re-appointment of Mr. Manish Gupta (DIN: 00028196) as Chairman and Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and all other applicable provisions if any of the Companies Act, 2013 (the "Act") and the rules framed thereunder, read with Schedule V of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Members be and is hereby accorded for re-appointment and terms of remuneration of Mr. Manish Gupta (DIN: 00028196), as the Chairman and Managing Director of the Company for a period of 5 (five) years with effect from December 28, 2023 upto December 27, 2028, liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with authority to the

Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Manish Gupta within the limits prescribed under Schedule V to the Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors (which shall be deemed to include a Committee of the Board) be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

### 5. **Re-appointment of Mr. Sandeep Agrawal (DIN: 00027244) as Whole-Time Director of the Company**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and all other applicable provisions if any of the Companies Act, 2013 (the "Act") and the rules framed thereunder, read with Schedule V of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Members be and is hereby accorded for re-appointment and terms of remuneration of Mr. Sandeep Agrawal (DIN: 00027244), as the Whole-Time Director of the Company for a period of 5 (five) years with effect from August 01, 2024 upto July 31, 2029, liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Sandeep Agrawal within the limits prescribed under Schedule V to the Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors (which shall be deemed to include a Committee of the Board) be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be



## NOTICE (Contd.)

considered necessary, appropriate, expedient or desirable to give effect to above resolution."

### 6. Ratification of remuneration of Cost Auditors for the Financial Year 2023-24

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other Rules framed there under, payment of remuneration

of ₹ 2,20,000/- (Rupees Two Lacs Twenty Thousand) plus out of pocket expenses incurred in connection with the audit and applicable taxes to M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad (Membership No. 7907), who have been appointed by the Board of Directors of the Company on the recommendation of the Audit Committee of Director for carrying out Cost Audit of the Company for financial year 2023-24, be and is hereby approved and ratified.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

By Order of the Board

**KALPESH DAVE**

Company Secretary  
(ACS-32878)

Place: Ahmedabad  
Date: August 05, 2023

### Registered Office:

"Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad – 380059 (Gujarat)  
CIN: L15140GJ1991PLC016151  
Phone: 079-61556677  
Fax: 079-61556678  
Website: [www.ambujagroup.com](http://www.ambujagroup.com)  
E-mail Id: [investor-jcsl@ambujagroup.com](mailto:investor-jcsl@ambujagroup.com)

## NOTES

1. The Ministry of Corporate Affairs ("**MCA**") vide its Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "**SEBI Circular**"), has permitted the holding of the Annual General Meeting ("**AGM**") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and MCA Circulars, the

AGM of the Company is being held through VC / OAVM. The proceedings of 32<sup>nd</sup> AGM shall be deemed to be conducted at the Registered Office of the Company.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to MCA Circulars and SEBI Circular, physical attendance of the Members is not required. Hence, Members will have to attend and participate in the ensuing AGM through VC / OAVM only.
3. Body Corporates whose Authorised Representatives are intending to attend the Meeting are requested to send to the Company's Registrar and Share Transfer Agent



## NOTICE (Contd.)

M/s. Jupiter Corporate Services Limited ("RTA") on the E-mail Id [jayvijay@ambujagroup.com](mailto:jayvijay@ambujagroup.com), certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through e-voting.

4. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC / OAVM are given in this Notice under Note No. 26.
5. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to the provisions of Section 91 of the Act, read with Rule 10 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force), **the Register of members and share transfer books of the Company will remain closed from Saturday, August 26, 2023 to Saturday, September 02, 2023** (both days inclusive).
7. Pursuant to MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for FY 2022-23 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants ("DP").
8. **THOSE MEMBERS WHOSE E-MAIL ID ARE NOT REGISTERED CAN GET THEIR E-MAIL ID REGISTERED AS FOLLOWS:**
  - a. Members holding shares in demat form can get their E-mail Id registered / updated by contacting their respective Depository Participant.
  - b. Members holding shares in the physical form can get their E-mail Id registered by contacting our RTA on their E-mail Id [jayvijay@ambujagroup.com](mailto:jayvijay@ambujagroup.com) or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their E-mail Id [jayvijay@ambujagroup.com](mailto:jayvijay@ambujagroup.com).
  - c. Members can also get their E-mail Id and other details registered by following the steps as mentioned on the website of the Company at [https://www.ambujagroup.com/email\\_registration/](https://www.ambujagroup.com/email_registration/).
9. Final dividend on equity shares, as recommended by the Board of Directors ("Board"), if declared at the ensuing Annual General Meeting, payment of such dividend will

be credited / dispatched to the members on or after September 07, 2023:

- a. to all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") as of the close of business hours on Friday, August 25, 2023; and
- b. to all Members in respect of shares held in physical form, after giving effect to all the valid transfers in respect of transfer requests lodged with the Company / RTA as of the close of business hours on Friday, August 25, 2023.

### 10. **UPDATION OF MANDATE FOR RECEIVING DIVIDENDS DIRECTLY IN BANK ACCOUNT THROUGH ELECTRONIC CLEARING SYSTEM OR ANY OTHER MEANS IN A TIMELY MANNER:**

**Shares held in physical form:** Members are requested to send the following documents in original to RTA of the Company M/s. Jupiter Corporate Services Limited having address at "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad – 380059, latest by Friday, August 25, 2023:

- a. Form ISR-1 along with the supporting documents are required to be submitted to the RTA of the Company. The said Form is available on the website of the Company at <https://www.ambujagroup.com/downloads/>
- b. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
  - i. Cancelled cheque in original.
  - ii. Bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
- c. Self-attested photocopy of the PAN Card of all the holders; and
- d. Self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.



## NOTICE (Contd.)

**Shares held in electronic form:** Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their DPs update their Electronic Bank Mandate details by Friday, August 25, 2023.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration / incomplete registration of the Bank details, the Company shall dispatch the dividend warrant / demand draft to such Members.

11. The Explanatory Statement pursuant to Section 102 of the Act, read with Regulation 17 of Listing Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force) setting out material facts concerning the business under Item Nos. 4, 5 and 6 of the Notice are annexed hereto.

The relevant details with respect to Item Nos. 3, 4 and 5 of the Notice pursuant to Regulation 36(3) of the Listing Regulations, and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India in respect of the Directors seeking re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment.

12. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names are requested to send share certificates to RTA of the Company, for consolidation into a single folio.
13. To support the 'Green Initiative', we request the Members of the Company to register their E-mail Ids with their DP or with the RTA of the Company, to receive documents / notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your E-mail Id, you are not required to re-register unless there is any change in your E-mail Id. Members holding shares in physical form are requested to send E-mail at [jayvijay@ambujagroup.com](mailto:jayvijay@ambujagroup.com) to update their E-mail Ids.

14. In accordance with Regulation 40 of the Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Further, Members may please note that SEBI has, vide its Master Circular dated May 17, 2023 mandated Listed Companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available at <https://www.ambujagroup.com/downloads/>.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA of the Company M/s. Jupiter Corporate Services Limited having address at "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380 059, in case the shares are held by them in physical form.
16. Pursuant to the provisions of Sections 124, 125 and other applicable provisions of the Act, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. The details of unclaimed dividend transferred to IEPF during FY 2022-23 have been provided in the Corporate Governance Report which forms part of this Annual Report. Further, all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs.





## NOTICE (Contd.)

17. Pursuant to the provisions of the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts of dividend lying with the Company as on August 12, 2022 (date of last Annual General Meeting) on the website of the Company at <https://www.ambujagroup.com/iepf> and also on the website of Investor Education and Protection Fund Authority, Ministry of Corporate Affairs [www.iepf.gov.in](http://www.iepf.gov.in).
18. Pursuant to the Finance Act, 2020, dividend is taxable in the hands of the Members and the Company is required to deduct tax at source ("TDS") from the dividend paid to shareholders if so approved at the AGM at the prescribed rates. To enable compliance with TDS requirements, members are requested to complete and / or update their Residential Status, PAN, Category as per the Income Tax Act, 1961 ("IT Act") with their Depository Participants or in case shares are held in physical form, by sending the above referred documents, duly completed and signed to the RTA of the Company, M/s. Jupiter Corporate Services Limited through registered E-mail address by quoting your Name, Folio number / Demat Account No., number of shares and PAN details at its E-mail address [jayvijay@ambujagroup.com](mailto:jayvijay@ambujagroup.com) on or before Friday, August 25, 2023 in order to enable the Company to determine and deduct appropriate TDS / withholding Tax. For details, members may refer to the website of the Company <https://www.ambujagroup.com/stakeholders>.
19. Members desiring any information as regards to Accounts are requested to send an E-mail to [investor-jcsl@ambujagroup.com](mailto:investor-jcsl@ambujagroup.com), 14 days in advance before the date of the AGM to enable the Management to keep full information ready on the date of AGM.
20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available for inspection by the Members. Members who wish to inspect such documents can send their requests to the Company at [investor-jcsl@ambujagroup.com](mailto:investor-jcsl@ambujagroup.com) by mentioning their Name and Folio Number / DP ID and Client ID.
21. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 25.
22. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
23. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialised form, as the case may be, in all correspondence with the Company/RTA.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
25. **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING:**
  - a. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, as amended from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
  - b. The Board of Directors of the Company has appointed CS Niraj Trivedi, Practicing Company Secretary, as the Scrutiniser, to scrutinise the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
  - c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 26, 2023.
  - d. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e. August 26, 2023** only shall be entitled to





## NOTICE (Contd.)

- cast their vote either through remote e-voting or through e-voting at the AGM.
- e. The Scrutiniser shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall provide, not later than two (2) working days of the conclusion of the Meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing and declare the result of the voting forthwith.
  - f. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutiniser. The Results declared along with Scrutiniser's Report shall be placed on the Company's website [www.ambujagroup.com](http://www.ambujagroup.com) and on the website of CDSL and shall also be communicated to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").
  - g. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
  - h. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 26, 2023 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or RTA's E-mail Id at [jayvijay@ambujagroup.com](mailto:jayvijay@ambujagroup.com)

### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) **The voting period begins on Wednesday, August 30, 2023 (9.00 a.m. IST) and ends on Friday, September 01, 2023 (5.00 p.m. IST).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. Saturday, August 26, 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 December 09, 2020, under Regulation 44 of Listing Regulations, 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 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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



## NOTICE (Contd.)

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



## NOTICE (Contd.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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.</li> </ul>



## NOTICE (Contd.)

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of Gujarat Ambuja Exports Limited.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutiniser for verification.

### 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser 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 authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; [investor-jcsl@ambujagroup.com](mailto:investor-jcsl@ambujagroup.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

### 26. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.



## NOTICE (Contd.)

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at [investor-jcsl@ambujagroup.com](mailto:investor-jcsl@ambujagroup.com). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at [investor-jcsl@ambujagroup.com](mailto:investor-jcsl@ambujagroup.com). These queries will be replied to by the Company suitably by email.

8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 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, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

27. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 02/2022 dated May 05, 2022 and Circular No. 02/2021 dated January 13, 2021, the Notice calling AGM has been uploaded on the website of the Company at [www.ambujagroup.com](http://www.ambujagroup.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the e-voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
28. **Investor Grievance Redressal:-** The Company has designated an E-mail Id [investor-jcsl@ambujagroup.com](mailto:investor-jcsl@ambujagroup.com) to enable investors to register their complaints, if any.



## NOTICE (Contd.)

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")**

#### **ITEM NO. 4**

#### **Re-appointment of Mr. Manish Gupta (DIN: 00028196) as Chairman and Managing Director of the Company.**

Mr. Manish Gupta (DIN: 00028196) is currently the Chairman and Managing Director of the Gujarat Ambuja Exports Limited ("the Company"). Mr. Manish Gupta is chairman of Risk Management Committee, Corporate Social Responsibility Committee, Internal Committee of the Directors, Share Transfer Committee and Investment Committee. Mr. Manish Gupta is member of Stakeholders Relationship Committee of the Company.

Mr. Manish Gupta, was re-appointed as Chairman and Managing Director of the Company pursuant to provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 ("the Act"), by the Members in the 27<sup>th</sup> Annual General Meeting ("AGM") held on Saturday, July 28, 2018 for a period of 5 (five) years with effect from December 28, 2018 to December 27, 2023.

Upon recommendation of the Nomination and Remuneration Committee, Board of Directors ("Board") in its meeting held on August 05, 2023, subject to approval of Members at this AGM has recommended and approved the re-appointment of Mr. Manish Gupta as Chairman and Managing Director of the Company for further period of 5 years w.e.f. December 28, 2023 upto December 27, 2028, on the terms and conditions as follow:

#### **Period of Appointment:**

With effect from December 28, 2023 upto December 27, 2028.

#### **Remuneration:**

- a. **Salary:** ₹ 7,00,000/- per month upto a maximum of ₹ 10,00,000/- per month with authority to the Board to fix his salary within the above mentioned scale from time to time.
- b. **Perquisites and allowances :** In addition to the salary, Mr. Manish Gupta shall also be entitled to the perquisites and allowances like house rent allowance, rent free furnished accommodation, house maintenance allowance, gas, electricity, water and furnishing at residence, conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, special

allowance, use of company car for official purposes, telephone at residence, contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the rules of the Company not exceeding ₹ 6,00,000/- per month. The nature and break-up of the perquisites and allowances will be determined in accordance with schemes/policies/rules of the Company or as may be decided by the Board from time to time.

- c. **Commission:** In addition to the salary, perquisites and allowances payable, a commission, as may be determined by the Board at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197 read with Schedule V of the Act (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.

#### **Minimum Remuneration:**

The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-time Director / Manager of the Company taken together as per Section 197 of the Act and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). Provided, however, that in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Chairman and Managing Director, the payment of salary, allowances, perquisites and all other payments shall be governed by the limits prescribed under Schedule V of the Act or any subsequent amendments or modifications made thereto, as may be decided by the Board, subject to necessary sanctions and approvals, if required.

#### **Overall Remuneration:**

The aggregate of salary, perquisites and allowances in any one financial year, as may be decided by the Board i.e. total remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to all Managing Director / Whole-Time Director / Manager in aggregate under Section 197 and Rules made thereunder read with Schedule V of the Act, and Rules made thereunder including any subsequent amendment(s) / modification(s) in the Rules, Act and/or applicable laws in this regard.





## NOTICE (Contd.)

### Other Terms and Conditions:

- a. Mr. Manish Gupta, shall be vested with substantial powers of the management subject to the supervision, control and direction of the Board.
- b. As long as Mr. Manish Gupta functions as Chairman & Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board or Committee thereof.
- c. Mr. Manish Gupta shall be liable to retire by rotation whilst he continues to hold office of Managing Director; however, his retirement will not break his length of service.
- d. Mr. Manish Gupta shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- e. The Office shall be liable to termination with 3 months' notice from either side.
- f. The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board of Directors or Committee thereof, as it may be permissible and if deem fit, within the limits prescribed under Schedule V of the Act or any amendments or modifications made thereto.

### Background and brief profile of Mr. Manish Gupta

Mr. Manish Gupta, aged 51 years, a young and dynamic entrepreneur, is a Commerce graduate with a vast managerial experience of over 32 years. He joined the Company as Director w.e.f. August 21, 1991. He is one of the promoters and main contributors to the growth and development of the Company. Mr. Manish Gupta who is well-versed in understanding Agro products markets as well as international market, is equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality. There has been considerable synergy in his leading in segments of business and his effective contribution has fostered the growth of the Company's business. His vision on development of Export - Import trade, increasing presence of the Company and its products worldwide and thorough competence in EXIM Policy, Forex and Monitoring Manufacturing operations are unmatched. Mr. Manish Gupta has developed a core team to head all the strategic business units and has hands on approach to manage the business.

Mr. Manish Gupta is overseeing the day-to-day functioning of the Company at all levels. The community focused activities also led by Mr. Manish Gupta have been useful to a large number of beneficiaries.

Mr. Manish Gupta satisfies all the conditions set out in Part-I of Schedule V to the Act (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment as Chairman and Managing Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Having regard to the qualifications, experience and knowledge, the Board felt that re-appointment of Mr. Manish Gupta as Chairman and Managing Director of the Company will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 4 of the accompanying Notice in relation to the re-appointment of Mr. Manish Gupta as Chairman and Managing Director of the Company w.e.f. December 28, 2023 to December 27, 2028 for the approval of the Members.

As per provisions of Section 190 of the Act, a copy of the draft Agreement that sets out the terms and conditions for re-appointment of Mr. Manish Gupta as Chairman and Managing Director of the Company is available for inspection by the members between 11.00 a.m. and 1.00 p.m. on all working days, except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to this Notice.

Mr. Manish Gupta, is deemed to be interested in the said resolution as it relates to his re-appointment. Mrs. Sulochana Gupta being relative is also interested in the said resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the said resolution.

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



## NOTICE (Contd.)

### ITEM NO. 5

#### **Re-appointment of Mr. Sandeep Agrawal (DIN: 00027244) as Whole-Time Director of the Company**

Mr. Sandeep Agrawal (DIN: 00027244) is currently the Whole-time Director of the Gujarat Ambuja Exports Limited ("the Company"). Mr. Sandeep Agrawal Member of Risk Management Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Internal Committee of the Directors, Share Transfer Committee and Investment Committee.

Mr. Sandeep Agrawal, was re-appointed as Whole-time Director of the Company pursuant to provisions of Sections 196, 197 and 203 read with Schedule V to the Act by the Members in the 28<sup>th</sup> Annual General Meeting ("AGM") held on Saturday, August 03, 2019 for a period of 5 (five) years with effect from August 01, 2019 to July 31, 2024.

Upon recommendation of the Nomination and Remuneration Committee, Board of Directors ("Board") in its meeting held on August 05, 2023, subject to approval of Members at this AGM has recommended and approved the re-appointment of Mr. Sandeep Agrawal as Whole-time Director of the Company for further period of 5 years with effect from August 01, 2024 upto July 31, 2029, on the terms and conditions as follow:

#### **Period of Appointment:**

With effect from August 01, 2024 upto July 31, 2029

#### **Remuneration:**

- a. **Salary:** ₹ 6,00,000/- per month upto a maximum of ₹ 9,00,000/- per month with authority to the Board to fix his salary within the above mentioned scale from time to time.
- b. **Perquisites and allowances:** In addition to the salary, Mr. Sandeep Agrawal shall also be entitled to the perquisites and allowances like house rent allowance, rent free furnished accommodation, house maintenance allowance, gas, electricity, water and furnishing at residence, conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, special allowance, use of company car for official purposes, telephone at residence, contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the rules of the Company not exceeding ₹ 2,00,000/- per month. The nature and break-up of the perquisites and allowances will be determined in accordance with schemes/policies/rules of the Company or as may be decided by the Board from time to time.

#### **Minimum Remuneration:**

The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-time Director / Manager of the Company taken together as per Section 197 of the Act and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). Provided, however, that in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Whole-time Director, the payment of salary, allowances, perquisites and all other payments shall be governed by the limits prescribed under Schedule V of the Act or any subsequent amendments or modifications made thereto, as may be decided by the Board, subject to necessary sanctions and approvals, if required.

#### **Overall Remuneration:**

The aggregate of salary, perquisites and allowances in any one financial year, as may be decided by the Board i.e. total remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to all Managing Director / Whole-Time Director / Manager in aggregate under Section 197 and Rules made thereunder read with Schedule V of the Act and Rules made thereunder including any subsequent amendment(s) / modification(s) in the Rules, Act and/or applicable laws in this regard.

#### **Other Terms and Conditions:**

- a. As long as Mr. Sandeep Agrawal functions as Whole-time Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board or Committee thereof.
- b. Mr. Sandeep Agrawal shall be liable to retire by rotation whilst he continues to hold office of Whole-time Director; however, his retirement will not break his length of service.
- c. Mr. Sandeep Agrawal shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- d. The Office shall be liable to termination with 3 months' notice from either side.
- e. The terms and conditions of the said re-appointment may be altered and varied from time to time by the



## NOTICE (Contd.)

Board of Directors or Committee thereof, as it may be permissible and if deem fit, within the limits prescribed under Schedule V of the Act or any amendments or modifications made thereto.

### **Background and brief profile of Mr. Sandeep Agrawal**

Mr. Sandeep Agrawal, aged 51 years, is a Commerce Graduate and MBA. He is associated as Director with Gujarat Ambuja Exports Limited ("the Company") since 1995. He possesses varied and rich experience of more than 31 years. He has been vested with the substantial powers of management of various units / divisions of the Company subject to the supervision, control and direction of the Board. Further, he has overview of entire operations of Maize and Agro segments of the Company, monitoring day to day operations and ensures compliances of environmental & local requirements of afore mentioned units / divisions. He is also initiating CSR activities in all plants, setting up bench marking parameters between plants and regular monitoring for improvement, overview of Group HR & IT activities. He plans and organises the work effectively and in accurate manner, thorough and careful work performance along with monitoring and continually improving processes and work methods at various plants.

Mr. Sandeep Agrawal satisfies all the conditions set out in Part-I of Schedule V to the Act (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment as Whole-time Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Having regard to the qualifications, experience and knowledge, the Board felt that re-appointment of Mr. Sandeep Agrawal as Whole-time Director of the Company will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 5 of the accompanying Notice in relation to the re-appointment of Mr. Sandeep Agrawal as Whole-time Director of the Company w.e.f. August 01, 2024 to July 31, 2029 for the approval of the Members.

As per provisions of Section 190 of the Act, a copy of the draft Agreement that sets out the terms and conditions for

re-appointment of Mr. Sandeep Agrawal as Whole-time Director of the Company is available for inspection by the members between 11.00 a.m. and 1.00 p.m. on all working days, except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to this Notice.

Mr. Sandeep Agrawal, is deemed to be interested in the said resolution as it relates to his re-appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the said resolution.

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

### **ITEM NO. 6**

#### **Ratification of remuneration of Cost Auditors for the Financial Year 2023-24**

The Board of Directors ("Board"), on the recommendation of the Audit Committee in their respective meetings held on May 06, 2023, has approved the appointment and remuneration of M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad (Membership No. 7907) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be subsequently ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in this item of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.



## NOTICE (Contd.)

None of other the Directors / Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members of the Company.

By Order of the Board

Place: Ahmedabad  
Date: August 05, 2023

**KALPESH DAVE**  
Company Secretary  
(ACS-32878)

### **Registered Office:**

"Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road,  
Bodakdev, P.O. Thaltej, Ahmedabad - 380 059  
CIN: L15140GJ1991PLC016151 Phone: 079-61556677  
Fax: 079-61556678  
Website: [www.ambujagroup.com](http://www.ambujagroup.com)  
E-mail Id: [investor-jcsl@ambujagroup.com](mailto:investor-jcsl@ambujagroup.com)



## NOTICE (Contd.)

### ANNEXURE TO NOTICE

#### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM

[Pursuant to regulation 36(3) of the listing regulations and secretarial standard-2 on general meetings]

Name of Director	Mrs. Sulochana Gupta	Mr. Manish Gupta	Mr. Sandeep Agrawal
Directors Identification Number (DIN)	00028225	00028196	00027244
Date of Birth (Age)	November 01, 1953 (69 Years)	September 18, 1971 (51 Years)	December 12, 1971 (51 Years)
Nationality	Indian	Indian	Indian
Qualification	Undergraduate	B. Com.	B. Com. & MBA
Experience and expertise	More than 44 years of expertise in Business Management	32 Years of Expertise in Business Management	31 Years of Expertise in Business Management
Date of first Appointment on the Board of the Company	August 21, 1991	August 21, 1991	August 01, 2009
No. of Shares held in Gujarat Ambuja Exports Limited	49,52,936 Equity Shares of ₹ 1 each	12,01,71,056 Equity Shares of ₹ 1 each	4,000 Equity Shares of ₹ 1 each
Terms and conditions of re-appointment	Ms. Sulochana Gupta retires by rotation at the ensuing AGM and being eligible, seeks re-appointment.  The terms and conditions of re-appointment of Mrs. Sulochana Gupta are in accordance with the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as may be applicable.	As per the resolution at item no. 4 of this Notice read with explanatory statement there to.	As per the resolution at item no. 5 of this Notice read with explanatory statement there to.
Remuneration last drawn	The details of last drawn remuneration is provided in the Corporate Governance Report, which forms part of this Annual Report.	The details of last drawn remuneration is provided in the Corporate Governance Report, which forms part of this Annual Report.	The details of last drawn remuneration is provided in the Corporate Governance Report, which forms part of this Annual Report.
Number of Meetings of the Board attended during the year	5 out of 5	5 out of 5	5 out of 5
Directorship in other Companies (excluding foreign companies)	1. Esveegee Realty (Gujarat) Private Limited 2. Esveegee Starch and Chemicals Private Limited	1. Maiz Citchem Limited 2. Jay Ambe Infra Projects Private Limited 3. Jay Agriculture and Horticulture Products Private Limited	1. Maiz Citchem Limited



## NOTICE (Contd.)

<b>Name of Director</b>	<b>Mrs. Sulochana Gupta</b>	<b>Mr. Manish Gupta</b>	<b>Mr. Sandeep Agrawal</b>
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies) (Statutory Committees)	Nil	Nil	Nil
Relationships between Directors and Key Managerial Personnel inter-se	Mrs. Sulochana Gupta is Mother of Mr. Manish Gupta, Chairman and Managing Director of the Company.	Mr. Manish Gupta, Chairman and Managing Director is son of Mrs. Sulochana Gupta, Director of the Company.	Nil
Listed entities from which the Director has resigned from directorship in last three (3) years:	Nil	Nil	Nil





**E-COMMUNICATION REGISTRATION FORM**  
**(Only for members holding shares in physical form)**

Date:

To,

**Jupiter Corporate Services Limited**  
"Ambuja Tower", Opp. Sindhu Bhavan,  
Sindh Bhavan Road, Bodakdev,  
P.O. Thaltej, Ahmedabad – 380 059

**UNIT – GUJARAT AMBUJA EXPORTS LIMITED**

Dear Sir,

**Sub: Registration of Email Id for serving of Notices / Annual Reports through electronic mode by Company**

We hereby register our Email Id for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company:

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Folio No. :

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Email Id :

---

Name of the First / Sole Shareholder :

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Signature :

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**Note :** Shareholder(s) are requested to notify the Company as and when there is any change in the email address.



# SHAREHOLDERS' REFERENCER

## (I) EXCHANGE OF SHARES:

### (a) Members holding shares in physical form:

1. Members of erstwhile Gujarat Ambuja Cotspin Limited (GACL) (Also known as Gujarat Ambuja Steel Limited and Ambuja Foods Limited), Gujarat Ambuja Proteins Limited (GAPL) and Jupiter Biotech Limited (Formerly known as Gujarat Vita Pharma Limited) (hereinafter also referred as Amalgamating Companies) are requested to send their shares of above companies for exchange at the Registered Office of the Company to get shares of Gujarat Ambuja Exports Limited (GAEL and / or Company).
2. Members holding equity shares of ₹ 10/- each of GAEL are also requested to send at the Registered Office of the Company their ₹ 10/- face value shares to get sub-divided ₹ 2/- face value equity shares certificates of GAEL.
3. Members holding equity shares of ₹ 2/- each of GAEL are also requested to send at the Registered Office of the Company their ₹ 2/- face value shares to get sub-divided ₹ 1/- face value equity shares certificates of GAEL.
4. Equity Shares of the Company are under compulsory dematerialisation and to get benefits of dematerialisation, please send equity shares of GAEL of ₹ 1/- each for dematerialisation through your Depository Participant (DP). ISIN No. of the Company is INE036B01030.
5. Kindly get your shares transmitted in the name of second holder/ legal heirs, in case of death of first holder / single holder, as the case may be, at the earliest.
6. Kindly register your change of address with the Company and get acknowledgement for registration.
7. Please quote your Folio No. and other details in all communication / correspondence with the Company and / or Registrar & Share Transfer Agent of the Company.

### (b) Members holding shares in dematerialised form:

1. Kindly update your change of address and bank details / particulars along with MICR

Code, Core Banking Account Number with your Depository Participant (DP) to get corporate benefits and serve you better.

2. Kindly quote your Client ID along with DP ID in all your correspondence / communication with the Company and / or Registrar & Share Transfer Agents of the Company.

## (II) DIVIDEND (PHYSICAL AND DEMAT SHARES):

If you are holding unpaid dividend warrants not received by you for the financial year as referred in notes to Notice of the Meeting, you are requested to send the same with original cancelled cheque leaf for online payment / NEFT. In view of provisions of Section 124 and 125 of the Companies Act, 2013, the amount of dividend remaining unclaimed for a period of 7 (seven) years shall be transferred to the Investor Education and Protection Fund ("IEPF"). In view of the above, all shareholders are requested to ensure that any dividend payable to them, are claimed without any delay.

## (III) REFUNDS TO CLAIMANTS FROM IEPF:

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed e-Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the e-Form IEPF- 5. It is advised to read the instructions given in the help-kit carefully before filling the form. Members can file only one consolidated claim in a financial year as per the IEPF Rules. Please go through this link placed on the website of the Company <https://www.ambujagroup.com/wp-content/uploads/2022/07/Refund%20Claim%20from%20IEPF%20Authority.pdf> for refund of claims from IEPF authority.

## (IV) DEMATERIALISATION OF EQUITY SHARES:

Trading in the shares of the Company can be done in dematerialised form only. Dematerialisation would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to Members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those Members who have still



not dematerialised their shares to get their shares dematerialised at the earliest.

**(V) FURNISHING OF PAN, KYC DETAILS AND NOMINATION BY HOLDERS OF PHYSICAL SECURITIES:**

The Securities and Exchange Board of India vide its circular dated November 03, 2021 had mandated all holders of physical securities to furnish the PAN, Nomination details, contact details including postal address with PIN, mobile number, e-mail address, bank account details and specimen signature to the Company/ Registrar & Share Transfer Agents ("RTA") of the Company in Forms ISR-1, ISR-2, ISR-3, SH-13 etc.

Pursuant to the SEBI master circular dated May 17, 2023 the RTA has obtained documents / is in the process of obtaining the details of PAN, KYC details and nomination (wherever, the same is not available in the folio), while processing any service requests or complaint from the holder(s) / claimant(s). As indicated in the SEBI Master Circular dated May 17, 2023, the physical folios of those Members who have not submitted the abovementioned documents / details on or after October 01, 2023 will be frozen by the RTA.

The securities in the frozen folios shall be:-

- a. eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid;**
- b. eligible for any payment including dividend, interest or redemption payment only through electronic mode;**
- c. referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.**

The Members shall be eligible to lodge any grievance or avail service request and receive dividend from the Company only after furnishing the above said complete documents.

In this regard, the members who have not yet submitted the above-mentioned documents are requested to furnish the above-mentioned details in Forms ISR-1, ISR-2, ISR-3, SH-13 etc., so that the Company / RTA shall revert the frozen folio to normal status upon receiving the above-mentioned documents. The forms are available on the Company's website [www.ambujagroup.com](http://www.ambujagroup.com). Alternatively, the members may also dematerialise all the shares held by them.

Forms ISR-1, ISR-2, ISR-3, SH-13 etc. are available on the website of the Company at <https://www.ambujagroup.com/downloads>.

**(VI) UPDATION OF EMAIL ADDRESS - A GREEN INITIATIVE:**

With a view to conserve natural resources, we request Members to update and register their email addresses with their Depository Participants (DP) or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars etc. electronically.

**(VII) REGISTRAR & SHARE TRANSFER AGENT:**

Kindly note that Registrar & Share Transfer Agent of the Company is Jupiter Corporate Services Limited, "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380 059, Tel.: +91-79-61556677, Email Id: [jayvijay@ambujagroup.com](mailto:jayvijay@ambujagroup.com) and Members / beneficial owners of equity shares are requested to address all correspondences to Jupiter Corporate Services Limited and / or to the Company only.





**GUJARAT AMBUJA EXPORTS LIMITED**  
**N U R T U R I N G   B R A N D S**

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**Registered Office**

'Ambuja Tower', Opp. Sindhu Bhavan,  
Sindhu Bhavan Road, Bodakdev, P.O. Thaltej,  
Ahmedabad - 380 059, Gujarat

Tel: 91 79 61556677

Fax: 91 79 61556678

Website: [www.ambujagroup.com](http://www.ambujagroup.com)

CIN: L15140GJ1991PLC016151