



**MCON RASAYAN INDIA LTD.**  
Trusted Partner In Construction Chemicals



# ANNUAL REPORT

2023-2024



# OUR CORE VALUES

**Trusted Partner - Teamwork - Consistency  
Innovation & Quality - Affordable**



**Register Office : 101 - A, Maxheal House, Bangur Nagar, Goregaon West, Mumbai - 400104.**

**Consumer Care No : 022 - 26790031/+91 8976907887 Email ID : [Info@mconrasayan.com](mailto:Info@mconrasayan.com)**

**Visit Us : [www.mconrasayan.com](http://www.mconrasayan.com)**



## CORPORATE INFORMATION

<b><u>BOARD OF DIRECTORS</u></b> Mr. Mahesh Ravji Bhanushali Mrs. Puja Mahesh Bhanushali Mr. Chetan Ravji Bhanushali Mr. Nandan Dilip Pradhan Mr. Tapas Bimal Majumdar Mrs. Sonal Alok Doshi Mr. Dilip Mangilal Jain Mrs. Dhara Haresh Thakkar	<b><u>BANKERS</u></b> <b>Axis Bank Limited</b> Address: Snehdeep C.H.S, M.G. Road, Near Waman Hari Pethe Jewellers, Goregaon West, Mumbai, 400062  <b><u>REGISTERED OFFICE</u></b> 101/A, 1st Floor, Maxheal House, Plot-169, CTS-104, Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai, Maharashtra, India, 400090
<b><u>CHIEF FINANCIAL OFFICER</u></b> Mrs. Veenita Nishit Tanna	<b><u>CORPORATE OFFICE</u></b> Gala No. 6 Bardanwala Estate, Nr Dutt mandir Bandiwali Hill Road, Jogeshwari West, Mumbai, Maharashtra, India, 400102
<b><u>COMPANY SECRETARY AND COMLIANCE OFFICER</u></b> Mrs. Aesha Karan Shah	<b><u>CORPORATE IDENTITY NUMBER</u></b> U24304MH2016PLC286140
<b><u>STATUTORY AUDITOR</u></b> Devang Kumar Dand & Associates (FRN: 135250W) L-57/58, Lower Ground Floor, Dreams The Mall, L.B.S. Road, Bhandup (West), Mumbai - 400078	<b><u>FACTORY</u></b> <b>1. AMBHETI</b> Survey No 2084/2 Koparli Road, Ambheti Kaprada, Vapi - 396191 <b>2. SARIGAM</b> Plot No 801, Road No.8, Nr Fire Stn, Opp Damodar Textile Mill, G.I.D.C. Sarigam, Valsad - 396155
<b><u>SECRETARIAL AUDITOR</u></b> M/s. Prem Pyara Tiwari & Associates G-14, First Floor, C/o. Layton, Sector-3, Near Sector-16, Metro Station, Noida - 201301	<b><u>WEBSITE</u></b> <a href="http://www.mconrasayan.com">www.mconrasayan.com</a>  <b><u>INVESTOR SERVICES EMAIL ID</u></b> <a href="mailto:compliance@mconrasayan.com">compliance@mconrasayan.com</a>
<b><u>INTERNAL AUDITOR</u></b> M/s. B H Doshi & Associates 402, Shreenath Complex A, Raja Industrial Estate, Mulund West, Mumbai - 400080	<b><u>REGISTRAR AND SHARE TRANSFER AGENT</u></b> Link Intime India Private Limited (LIPL) C-101, 1st Floor, 247 Park, Lal Bahadur Shashtri Marg, Vikhroli (West), Mumbai - 400 083, Maharastra, India Tel: +91 022 49186200 Email: atsl.ipo@linkintime.co.in Website: www.linkintime.co.in

<b>MESSAGE</b> .....	<b>4-11</b>
FROM CHAIRMAN'S DESK .....	4-9
FROM WHOLETIME DIRECTOR'S DESK .....	10-11
<b>NOTICE TO MEMBERS</b> .....	<b>12-15</b>
<b>EXPLANATORY STATEMENT</b> .....	<b>16-18</b>
<b>ANNEXURE TO THE NOTICE</b> .....	<b>19-27</b>
<b>FORM NO. MGT-11</b> .....	<b>28</b>
<b>DIRECTORS REPORT</b> .....	<b>29-42</b>
<b>SECRETARIAL AUDIT REPORT</b> .....	<b>43-47</b>
REPORT .....	43-46
ANNEXURE 1 .....	47
CERTIFICATION BY SECRETARIAL AUDITOR .....	48
<b>STANDALONE BALANCE SHEET</b> .....	<b>49</b>
<b>STANDALONE STATEMENT OF PROFIT AND LOSS</b> .....	<b>50</b>
<b>CASH FLOW STATEMENT</b> .....	<b>51-52</b>
<b>NOTES TO THE FINANCIAL STATEMENT</b> .....	<b>53-71</b>
NOTE 1-2: SIGNIFICANT ACCOUNTING POLICIES .....	53-56
NOTE 3: SHARE CAPITAL .....	57
NOTE 4: RESERVES & SURPLUS .....	58
NOTE 5: LONG TERM BORROWINGS .....	58
NOTE 6: DEFERRED TAX (LIABILITIES) / ASSETS .....	59
NOTE 7: LONG TERM PROVISION .....	59
NOTE 8: SHORT TERM BORROWINGS .....	59
NOTE 9: TRADE PAYABLES .....	59
NOTE 10: OTHER CURRENT LIABILITIES .....	60
NOTE 11: SHORT TERM PROVISION .....	60
NOTE-12 PROPERTY, PLANT AND EQUIPMENT & DEPRECIATION .....	61
NOTE 13: NON CURRENT INVESTMENTS .....	62
NOTE 14: LONG TERM LOANS, ADVANCES & DEPOSITS .....	62
NOTE 15: OTHER NON - CURRENT ASSETS .....	62
NOTE 16: INVENTORIES .....	62
NOTE 17: TRADE RECEIVABLES .....	63
NOTE 18: CASH & CASH EQUIVALENTS .....	63
NOTE 19: SHORT TERM LOANS & ADVANCES .....	63
NOTE 20: OTHER CURRENT ASSETS .....	64



## CONTENT

## PAGE

NOTE 21: REVENUE FROM OPERATIONS	64
NOTE 22: OTHER INCOME	64
NOTE 23: COST OF MATERIAL CONSUMED	64
NOTE 24: CHANGES IN INVENTORIES OF MANUFACTURED GOODS	64
NOTE 25: EMPLOYEE BENEFIT EXPENSES	65
NOTE 26: FINANCE COST	65
NOTE 27: OTHER EXPENSES	65-66
NOTE 28: DISCLOSURE UNDER AS-15	67
NOTE 29: DETAILS OF RELATED PARTY TRANSACTION	68
NOTE 30: DETAILS OF CONTINGENT LIABILITIES & COMMITMENTS	68
NOTE 31: DUES OF SMALL ENTERPRISES AND MICRO ENTERPRISES	69
NOTE 32: ADDITIONAL REGULATORY INFORMATION AS PER PARA Y OF SCHEDULE III TO COMPANIES ACT, 2013	69-71
<b>ANNEXURE-III - MANAGEMENT DISCUSSION AND ANALYSIS REPORT</b>	<b>72-82</b>
<b>ANNEXURE-IV - FORM NO. AOC-2</b>	<b>83</b>
<b>ANNEXURE-V - DISCLOSURE UNDER SECTION 197(12), READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014].</b>	<b>84-85</b>



Dear Shareholders,

It gives me immense pleasure to welcome you to our 8th Annual General Meeting of Mcon Rasayan India Ltd. We thank you for your wholesome support throughout the year and look forward to the same in future.

The year 2023-24 has been the year of growth, consolidation and excellence. We have grown in terms of our Annual turnover, our total team size, our manufacturing capacity and also our network of dealers & distributors. We consolidated a few steps to ensure efficiency in what we are doing by standardizing our vendor base, bringing more products from Sarigam plant to Ambheti plant for manufacturing thus effectively reducing operations cost and also creating state of art testing laboratory at Ambheti plant.

This year we saw a mix of spending on the infrastructure and real estate projects. The year began on a very high note and there was lot of activity happening in the construction domain. The Government was also dynamic in completion of projects as it had to deliver the results before the General Assembly Elections. The NIP, a key initiative aimed at improving the country's infrastructure, saw continued investment and progress. The focus was on large-scale projects such as roads, railways, ports, and airports.

#### FINANCIAL RESULTS 2022-23

Your Company generated a total revenue approx. of ₹ 42 crores in FY23-24 as compared to approx. ₹ 31.04 crores in FY22-23, a growth of 35.67 %.

Mumbai continues to be the major contributor of our business, having a share of 62%, followed by Pune, South Gujarat, Rajasthan and the rest of the territories. We did really good progress in the Builder & Contractor segment in the Residential projects and that segment contributed more than 60% sales to the total turnover. The major advantage that the Company had was that it has a comprehensive range of speciality building materials and construction chemicals – From Foundation to Finishing starting from Admixtures and Curing compounds for Concrete, Tile Adhesives and Tile jointing grouts, Waterproofing systems for new and old constructions, Paints and Surface finish products like Wall putty for the finishing of the buildings, Protective Coatings to protect Concrete and Steel structures, Concrete repair systems for structural repairs of the buildings, Readymix mortars for plastering and block walling activity while Industrial grouts and floor hardeners for Industrial segment. This helped into penetrating easily in the residential project segment.



**MR. MAHESH BHANUSHALI**

Chairman & Managing Director



## THE JOURNEY

The journey after becoming the first listed company in Construction Chemicals field is full of responsibility and focus. We know that we need to deliver what we have promised to maintain the trust in the minds of our customers, shareholders and other affiliated partners. The year went as a mix of financial planning, developing manufacturing excellence and penetrating into the new territories.

## OUR EXPANSION PLANS

We are geared up for the expansion now with the manufacturing capacity well developed to cater to a turnover of INR 250 crores plus and with a strategy to ensure that we reach that mark in next couple of years. We have increased our sales team across multiple cities so that we can develop our Dealer Distributor network faster. We have also brought in lot of innovative products through our R&D centre thus ensuring that we live as per our mission of providing innovative products to the construction industry. Our focus of doing business through the distributors has not changed and hence we have now more than 100 distributors selling Mcon Products.

## OUR NETWORK GROWTH

We have been able to expand our retail presence across the Metros and Tier 1 cities and the ever growing smaller towns in a big leap this year using our Distributor network and upgrading the retailing formats to meet the evolving demands of our customers. We have crossed the Distributor count of 100 Distributors and today are present in more than 25 cities of 8 states of India. We have also got a sales team of more than 50 members so the spread has increased and we are able to reach the users and the specifiers alike. Our loyalty programs have given us immense mileage from the contractor community.

## PEOPLE AND CULTURE

The Company has a diverse organizational mix of employees which is evolving with time. Good HR practices in manufacturing are crucial for optimizing operations, enhancing employee satisfaction, and maintaining a productive workforce. Your Company understands and values the role of its human capital. We have implemented a structured onboarding program to help new employees understand company policies, safety protocols, and their roles quickly. This includes orientation sessions, training programs, and mentoring. We have KRA for each employee and performance appraisal system which ensures that performance is evaluated and rewarded on a periodical basis.

## GRATITUDE

In conclusion, I extend my humble gratitude to all our stakeholders and partners for their support. My fellow Board Members including my Independent Directors have been extremely committed and have provided continued guidance for the betterment of Mcon Rasayan. The commitment and hard work of Team Mcon has propelled us to new heights, and together, we have achieved remarkable milestones. I am truly proud of what we have accomplished as a team.

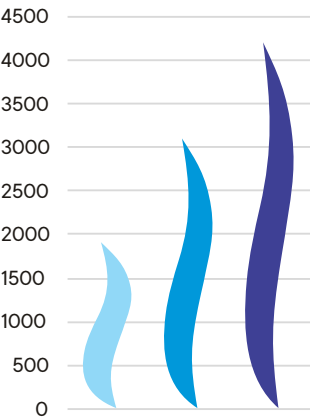
Let us continue to build on this strong foundation, embracing the challenges and opportunities ahead with the same passion and determination. Thank you for your trust and belief in our shared vision.

Here's to our continued success and collaboration.

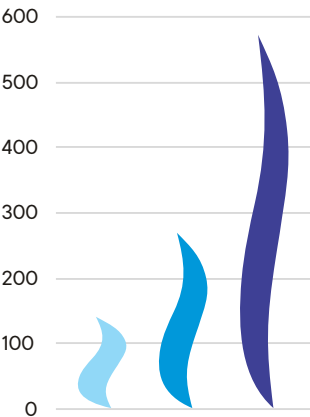
Thank you.



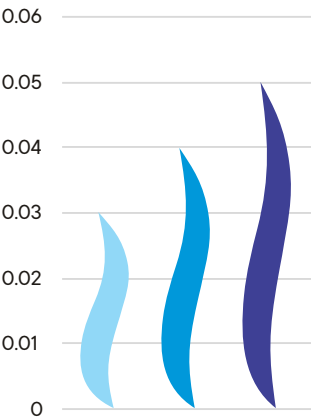
Revenue (₹ in lakhs)



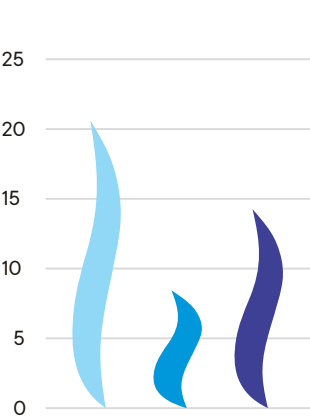
EBITDA (₹ in lakhs)



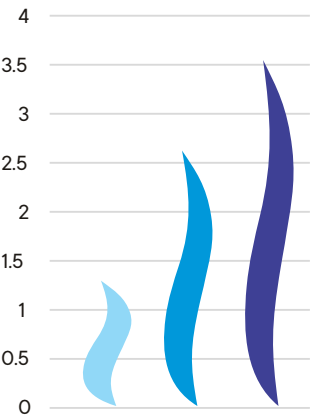
PAT margin



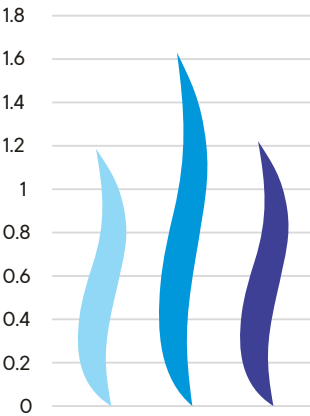
Return on Net worth



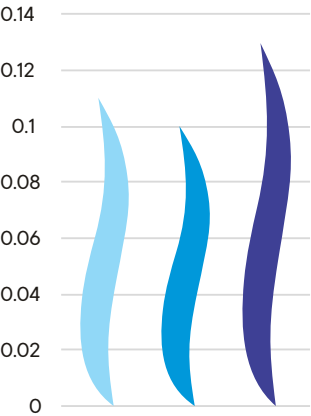
EPS



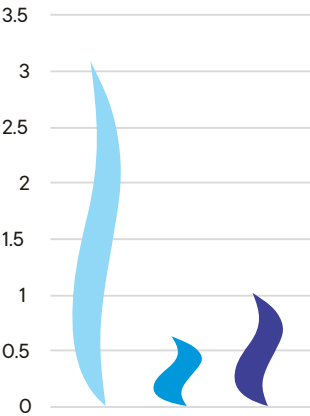
Current Ratio



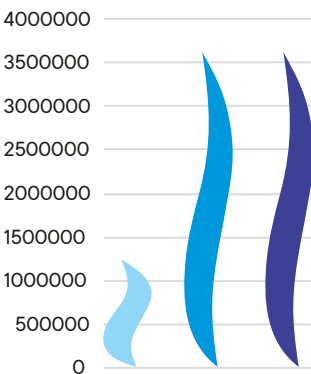
ROCE



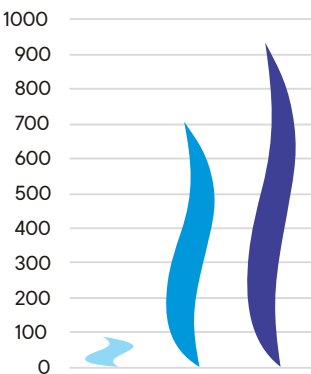
Debt -Equity



Promoter Holding  
(No. of Shares)



Reserves & Surplus  
(₹ in lakhs)



FY 21-22

FY 22-23

FY 23-24





## Operational & Market Presence



**1**

**unit at Ambheti Vapi**  
(Capacity: 44500 MTPA)

**1**

**unit at Sarigam GIDC**  
(Capacity: 3700 MTPA)

**8**

States in India

**6**

Branches

**102**

Distributors

**1,800**

Retailers

**56**

Salesforce

**5,000**

Contractors catered

**675**

Projects Completed  
with Mcon Products



# Our journey so far...

**2008**

Formation of Mcon Rasayan as a proprietary firm for the Manufacturing and Sale of Construction Chemicals with its first unit at Mumbai

Mcon Rasayan Crosses the figure of 100 Retail counters to be serviced consistently throughout the year.

**2010**

**2012**

Mcon Rasayan establishes its semi automatic manufacturing plant at Sarigam GiDC, Vapi. Gujarat.

The Company and its systems certified with ISO 9001 system certification for its VAPI Plant.

Mcon Rasayan Crosses the figure of 250 Retail counters to be serviced consistently throughout the year.

**2013**

**2014**

Manufacturing plant for Liquid Chemicals started at Ankleshwar, Gujarat. Crossed the 100 completed projects mark in Mumbai Alone.



Mcon Rasayan gets the Coveted CE Certificate for European standards for the Tile adhesive range.

**2016**

New State of the art manufacturing plant for Powder products started at Chikhali, Gujarat

**2019-22**

Started first phase and second phase of our new manufacturing plant at Ambethi, Vapi.  
Crossed the mark of 75 Distributors in the Western Zone of India and covering 15 cities.

**2015**

Mcon Rasayan goes to the next level of professionalism and becomes a India Ltd. Company

**2018**

Mcon Rasayan India Ltd. awarded with the ISI certificate for its Tile Adhesives, Wall Putty and Waterproofing Admixtures.  
Mcon Rasayan became 1st Company in the field of Construction Chemicals to get listed on the NSE.

**2023-24**

## ...Our Mission

**MCON Rasayan's mission is to simplify, improve, and enhance productivity in the construction and infrastructure industry by offering innovative, easy-to-use products at affordable prices. The company's aim is to provide innovative products to the construction industry at affordable prices, backed by robust service support.**



Dear Shareholders,

Mcon Rasayan India Ltd. Has prided itself to be a Distributor centric manufacturing company and we have ensured that during the journey of our growth, our distributors need to be our partners and should see incremental growth in their business with help and support of the company. We keep on doing various engagement programs for our Distributors, Dealers, Retailers, Contractors and Corporate Customers. The essence, of these meetings is to facilitate collaboration, education, and communication between Mcon Rasayan and the Customers using or selling our products. By enhancing product knowledge, customer engagement, and overall sales strategies, these meetings contribute significantly to our sales success.



**MR. CHETAN BHANUSHALI**  
Whole Time Director

**The key features of our Customer Engagement programs are:**



In the financial year 2022-23 we also participated in the World of Concrete Show in a big way. We had a great array of product and system display which was attended by more than 5000 visitors. This type of exhibitions create fantastic brand recall. We are happy that we are continuing with our pursuit to get connected to the Construction industry and participating in further more exhibitions in the coming financial year.

Mcon Rasayan has also given some extraordinary schemes to the Distributors in which the distributors have won domestic and foreign trips, airconditioners, two wheelers and so on. The Distributor meet and award ceremony of Mcon has always been a big hit among Distributors as we meet all our channel partners at one place and there is a great exchange of knowledge and ideas.

We have reinforced our Sales team in last one year with some senior members from the Construction chemical industry joining our brand wagon. We are now planning for Geographical expansion and in the next year will be focusing on starting 3 more states. Also the new products offered by our Research and Development cell has been well accepted by the sales team and they are eager to spread those products to our ever increasing customer base.

In conclusion, let us embrace the sentiment of Oprah Winfrey: "The biggest adventure you can take is to live the life of your dreams." Our products are not merely commodities; they are catalysts for your dreams to flourish, for your ambitions to soar. As we delve into the realm of groundbreaking products, let me remind you of the immortal words of Steve Jobs: "Innovation distinguishes between a leader and a follower." Today, we are not simply offering a product; we are offering a revolution.



**MR. NANDAN PRADHAN**  
Whole Time Director

Dear Shareholders,

In 2023, the construction industry in India experienced significant growth, driven by both public and private sector investments. The government's robust infrastructure initiatives, including the National Infrastructure Pipeline (NIP) and Pradhan Mantri Awas Yojana (PMAY), played a crucial role in this expansion. Urbanization surged, leading to increased demand for residential, commercial, and industrial spaces. Key projects in smart cities and transportation infrastructure, such as highways and metro systems, advanced significantly.

Mcon Rasayan India Ltd. focussed on taking the growth speed a notch faster and ensuring that we maintain a decent bottom line for our products. This year saw a lot of new and emerging competition as few of the paint companies entered into the foray of Construction chemicals. We at Mcon ensured that we hold on to our grounds in the areas where we have already made strong market presence like Mumbai, Pune, Vapi etc. and at the same time enter into new markets and make a base over there. We managed to have a strong hold and penetration into the market of Rajasthan and Madhya Pradesh.

Your company also saw diversification and aggression on the market segment front. Our frontend Sales warriors captured new markets segments by starting Retail market in 5 new cities, getting approval from 2 new Government bodies and also creating a special task force for the Specification selling. We established our presence in the heart of India – Madhya Pradesh by appointing 4 new Distributors and conducting more than 8 contractor meets in that region. Our penetration into the Infrastructure segment further deepened as we captured few more sites related to Water Treatment plants, reservoirs and dams.

We at Mcon Rasayan have always been recognised in the industry as a Powder based manufacturer. We although take pride in this fact, still we are working towards moving our focus to the liquid and paste products. This shift is necessary to improve our topline as well as improve our EBIDTA. We have identified like minded partners as our Distributors who are more focussed and have a strong customer base to sell the liquid products.

We the team at Mcon Rasayan India Ltd. are super excited for the coming year and how the things will unfold in the days to come. Our players are geared up with their ammunition and raring to go and create landmark projects for Mcon Rasayan. Our Sales team of more than 50 sales warriors will take the market by storm. We have rebranded our Paints range, introduced innovative products in our Tile adhesive range, brought in some high end products in the waterproofing systems and thus have ensured that the customer stays attracted to Brand Mcon.

At Mcon Rasayan, we firmly believe that Customer service and sales are integral to a business's success and reputation. Exceptional customer service ensures that clients feel valued and heard, fostering long-term loyalty and satisfaction. It involves understanding customer needs, addressing concerns promptly, and providing personalized support. We have automated our ordering systems by bringing in CRM so that the voice of customer can be heard at all levels. We are also automating the loyalty programs for the contractors and masons. Mcon believes that the right blend of technology and human touch can take us to newer milestones. Training and empowering staff in both areas enhance their ability to deliver outstanding experiences. Ultimately, a focus on excellent customer service and strategic sales efforts contributes to customer retention, increased sales, and a positive brand image.

I want to take this opportunity to thank my Core Team of Sales and Operations for their dedication and hard work. Your commitment has been pivotal in achieving our business targets and driving our success. As we move forward, let's continue to focus on delivering exceptional value to our clients and pushing the boundaries of excellence. I'm confident that with our collective effort, we'll achieve even greater milestones. Here's to our continued success and growth!



## NOTICE TO MEMBERS

Notice is hereby given that the 08th Annual General Meeting ("AGM") of the Members of **MCON RASAYAN INDIA LIMITED** ("the Company") will be held on Thursday, September 12th, 2024 at 11:00 A.M. through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS:

#### ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS:

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

To receive, consider and adopt the Audited Financial Statement for the financial year ended on March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

**"RESOLVED THAT** the Board's Report with Annexures, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended March 31, 2024 and the Financial Statement as at that date together with the Independent Auditors' Report thereon be and are hereby considered, approved and adopted."

#### ITEM NO. 2: RE-APPOINTMENT OF MR. MAHESH RAVJI BHANUSHALI (DIN: 07585072) AS A CHAIRMAN & MANAGING DIRECTOR, LIABLE TO RETIRE BY ROTATION:

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

**"RESOLVED THAT** pursuant to Section 152 (6) of the Companies Act 2013 and other applicable provisions, Mr. Mahesh Ravji Bhanushali (DIN: 07585072) who retires by rotation and being eligible, offers himself for reappointment, be and is hereby re-appointed as a Chairman & Managing Director of the Company."

### SPECIAL BUSINESS:

#### ITEM NO. 3 APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH R K TRADER

To consider, and, if thought fit, approve the sales with related party transaction(s) proposed to be entered into by the Company during financial year 2024-25 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Policy on Related Party Transaction(s) of Mcon Rasayan India Limited ('Company') and in terms of Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the approval of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), R K Trader, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(if any), may exceed the prescribed thresholds as per provisions of the Companies Act, 2013 as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

#### ITEM NO. 4 : TO CONSIDER AND APPROVE THE PROPOSAL FOR CAPITAL RAISING IN ONE OR MORE TRanches BY WAY OF ISSUANCE OF EQUITY SHARES AND/OR EQUITY LINKED SECURITIES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT ("QIP")

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

**"RESOLVED THAT,** pursuant to the provisions of Section 23, Section 42, Section 62(1)(c) and Section 179 other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non- debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India from time to time, each as amended, the listing agreements entered into by the Company with National Stock Exchange of India Limited where the equity shares of face value of Rs. 10 each of the Company (the "**Equity Shares**") are listed ("**Stock Exchange**"), and other applicable statutes, laws, regulations, rules, notifications or circulars or guidelines promulgated or issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, Registrar of Companies, Mumbai ("**RoC**"), the Government of India ("**GOI**") and such other governmental/ statutory/regulatory authorities in India or abroad, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/ statutory/regulatory authority in India or abroad ("**Appropriate Authorities**"), and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company ("**Board**"), which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the shareholders be and is hereby accorded to create, issue, offer and allot such number of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") (including with provisions on firm and / or competitive basis, or such part of issue and for such categories of persons as may be permitted) for cash, in one or more tranches, for an aggregate amount upto Rs. 16 Crores, (inclusive of such discount subject to section 53 of the Companies Act, 2013 or premium to market price or prices permitted under applicable law), through one or more of the permissible modes including but not limited to private placement, qualified institutions placement ("**QIP**") to "*qualified institutional buyers*" as defined in the SEBI ICDR Regulations through an offer document and / or a private placement offer letter and/ or such other documents/writings/circulars/ memoranda in such a manner, in such tranche or tranches, by way of an issue of Securities or any combination of Securities with or without premium, to be subscribed by all eligible investors, including, residents and / or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions, insurance companies any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations / guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company (collectively called "**Investors**"), to all or any of them, jointly or severally, on such other terms and conditions as may be mentioned in the offer/ placement document and / or private placement offer letter (along with the application form), and/ or such other documents/writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and other relevant factors wherever necessary, in consultation with the lead manager(s) and/or other advisors appointed by the Company, and the terms of the issuance as may be permitted by the Appropriate Authorities, including issue of Securities and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion, so as to enable the Company to list on any stock exchange in India.

**"RESOLVED FURTHER THAT** in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

1. QIP to be undertaken pursuant to the special resolution passed at meeting of the shareholders of the Company.
2. The allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
3. the Eligible Securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid up basis;
4. the tenure of the convertible or exchangeable Eligible Securities (if any) issued through the QIP shall not exceed sixty months from the date of allotment;

5. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee. Further, no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;
6. the allotment of Securities except as may be permitted under SEBI ICDR Regulations and other applicable laws shall only be to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations ("QIBs") and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
7. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution;
8. the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

**"RESOLVED FURTHER THAT** in accordance with Regulation 171 of the SEBI ICDR Regulations, the 'Relevant Date' for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of meeting in which the Board decides to open the QIP and in the event Other Eligible Securities are issued to QIBs by way of QIP, the 'Relevant Date' for pricing of such Other Eligible Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

**"RESOLVED FURTHER THAT** in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("**Floor Price**"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;"

**"RESOLVED FURTHER THAT** in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b. makes a rights issue of Equity Shares;
- c. consolidates its outstanding Equity Shares into a smaller number of shares;
- d. divides its outstanding Equity Shares including by way of stock split;
- e. re-classifies any of its Equity Shares into other securities of the issuer; and
- f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

**"RESOLVED FURTHER THAT** in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company."

**"RESOLVED FURTHER THAT** the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company."

**"RESOLVED FURTHER THAT,** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed."

**"RESOLVED FURTHER THAT,** in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company

(including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank *pari passu* with the existing Equity Shares of the Company in all respects.”

**“RESOLVED FURTHER THAT** the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.”

**“RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the Issue.”

**“RESOLVED FURTHER THAT** such of those equity shares as are not subscribed to may be disposed of by the Board, in its absolute discretion, in such manner, as the Board may deem fit and as permissible under relevant laws/guidelines.”

**“RESOLVED FURTHER THAT** any director or Company Secretary be and hereby authorized for the purpose of giving effect to this resolution, to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**“RESOLVED FURTHER THAT** any director or Company Secretary be and hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.”

**By Order of the Board**

**For Mcon Rasayan India Limited**

**Sd/-**

**Mrs. Aesha Karan Shah**

**Company Secretary**

**Membership No.: A62487**

**Date: 10.08.2024**

**Place: Mumbai**

## EXPLANATORY STATEMENT

**(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 3 & 4 of the accompanying Notice dated August 10, 2024:

**For Item Nos. 3:**

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in its ordinary course of business other than transactions which are not on an arm's length basis.

For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the Annual consolidated turnover of the Company, as per the last audited financial statements of the Company. Further, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the Annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

R K Trader is a 'Related Party' within the meaning of the Companies Act, 2013.

The Company has existing transactions with R K Trader, which is in the ordinary course of business and at arm's length basis. However, the estimated value of transaction (existing and proposed) in respect of transactions with R K Trader for the financial year 2024-25 is proposed 25% of the Annual consolidated turnover of the Company as per the last Audited financial statements of the Company. Thus, these transactions would require the approval of the Members by way of Resolution at the General Meeting and therefore approval of the Members is sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the aforesaid parties during the Financial year 2024-25 subject to the limits mentioned in the table below:

Particulars	Details
<b>The name of the related party and nature of relationship;</b>	R K Trader Common Directors Mrs. Puja Mahesh Bhanushali – Proprietor
<b>The nature, duration of the contract and particulars of the contract or arrangement;</b>	Office Rent, Sale of Finished Goods. The Contract shall be valid for a period of 3 year and shall be renewed on yearly basis.
<b>The material terms of the contract or arrangement including the value, if any;</b>	Office Rent: 3,60,000 per annum Sale of Finished Goods : 25% of the total turnover FY 2023-24  Three year contract, subject to the approval of Board & Audit Committee.
<b>The maximum value per transaction which can be allowed</b>	Office Rent: 1,00,000 per month Sale of Finished Goods: 20,00,000
<b>Any advance paid or received for the contract or arrangement, if any;</b>	Nil
<b>The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;</b>	Price is determined based on the Memorandum of Understanding entered between Mcon Rasayan India Limited and R K Trader.  Sale of finished goods based on Sales Order.



<b>Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and</b>	Yes, all relevant factors to the contract have been considered.
<b>Any other information relevant or important for the Board to take a decision on the proposed transaction.</b>	NA
<b>The indicative base price or current contracted price and the formula for variation in the price, if any</b>	NA

None of the Directors or Managers or Key Managerial Personnel and their relatives except Ms. Puja Mahesh Bhanushali & Mr. Mahesh Ravji Bhanushali are concerned or interested, financial or otherwise, in the aforesaid resolution.

Members may note that in terms of the provisions of the Companies Act, 2013 (the "Act"), the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 3.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 3 of the accompanying Notice to the shareholders for approval.

#### **For Item Nos. 4:**

##### **Particulars of the Issuance of Securities**

The Company continues to evaluate opportunities to growth and strengthen its balance sheet. Accordingly, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term or such other Committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) at their meeting held on 10th August, 2024 and in order to fulfil the aforesaid objects of the Company, it is proposed to have an enabling approval for raising funds for an amount up to Rs. 16 Crores in one or more tranches, on such terms and conditions as it may deem fit, by way of issuance of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "Securities") through one or more of the permissible modes including but not limited to private placement, qualified institutions placement. The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

##### **Object of the QIP:**

The Company and its Board intends to use the net proceeds from the Issue (after covering fees and expenses related to the issue) towards the company's working capital needs for future manufacturing projects being the strategic allocation to ensure that the company has the necessary resources to fund its expansion in to manufacturing and drive growth in key areas. Further, a portion of the funds, not exceeding 25% of the total raised under QIP, may be allocated for general corporate purposes to provide flexibility for the company to address various operational needs beyond manufacturing projects.

##### **Basis or justification of pricing:**

The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and other applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the Offering shall not be less than the price determined in accordance with the SEBI ICDR Regulations, through either the book building mechanism (in case of a public offer) or a prescribed formula, as the case maybe.

##### **Interest of Promoter, Directors and Key Managerial Personnel:**

If a QIP is undertaken in terms of Chapter VI of SEBI ICDR Regulations, the Promoter, member of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP.

**Schedule of the Offering:**

The detailed terms and conditions for the offering will be determined in consultation with the advisors, book running lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for different kinds of issuances. The allotment of the Securities pursuant to the Offering shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event a QIP is undertaken, the allotment shall be completed within 365 days from the date of this resolution.

**Other material terms:**

In case the Issue is made through a qualified institutions placement:

- (i) the allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations ("QIBs");
- (ii) the "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP; or in case of issuance of convertible securities, the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
- (iii) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- (iv) An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;
- (v) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (vi) the Securities (excluding warrants) shall be allotted on fully paid up basis;
- (vii) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- (viii) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.
- (ix) The Equity Shares issued, if any, shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche/s, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals (whether or not such investors are members of the Company) or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution decide otherwise. Since the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, approval of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, therefore, recommends the special resolution, as set out in Item no.4 of this Notice, for approval by the Members of the Company.

None of the Directors, Managers or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company. The Directors, Managers or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/ institutions in which they are Directors or Members.

## ANNEXURE TO THE NOTICE

### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 8TH ANNUAL GENERAL MEETING

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard - 2 (SS-2) issued by ICSI on General Meetings, the particulars of the aforesaid Director seeking re-appointment at the AGM are given below:

Name	Mr. Mahesh Ravji Bhanushali
Directors Identification Number (DIN)	07585072
Date of Birth	04.10.1983
Age	41
Original Date of Appointment	22.09.2016
Designation (at which appointment was made)	Managing Director
Qualification	HSC - Science
Areas of experience	15 years of experience in the field of Construction Chemical
List of Directorship held in other Companies	Nil
Listed entities from which the person has resigned in the past three years	Nil
Names of listed entities in which the person also holds the Directorship	Nil
No. of Board Meetings attended during Financial Year 2023-24	5
Chairman/ Member of Committees of other Companies	Member of Audit Committee
No. of shares held in the Company	35,00,285
Remuneration last drawn (FY 2023-24)	24 Lakhs
Relationship between Directors interest	He is husband of Mrs. Puja Mahesh Bhanushali – Non-Executive Director
Remuneration proposed to be paid	Managerial Remuneration as decided by the Board for the FY 2024-2025
Terms and conditions of re-appointment	Liable to retire by rotation, original terms of appointment would follow i.e. For a period of five (05) years with effect from December 19, 2022

**By Order of the Board**  
**For Mcon Rasayan India Limited**  
**Sd/-**  
**Mrs. Aesha Karan Shah**  
**Company Secretary**  
**Membership No.: A62487**

**Date: 10.08.2024**  
**Place: Mumbai**

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No.09/2023 read with General Circular no. 11/2022 dated December 28, 2022 read with General Circular No. 2/2022 dated May 5, 2022 read with Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and read with General Circular No. 02/2021 dated 13.01.2021 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated October 07, 2023 READ WITH Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted the holding of General Meetings through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM, which does not require physical presence of members. In compliance with these Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the AGM is be sent only through electronic mode and to only those members who names appear in the register of Members as on April 26, 2024 and whose e-mail IDs are registered with the Registrar and Share Transfer Agent/Depository Participant.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS NOT ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF SINCE THIS MEETING IS HELD THROUGH VC/OAVM.
3. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to [erixadvisors@gmail.com](mailto:erixadvisors@gmail.com) with a copy marked to the Company at [csaasha@mconrsayan.com](mailto:csaasha@mconrsayan.com) and to its RTA at [Rnt.helpdesk@linkintime.co.in](mailto:Rnt.helpdesk@linkintime.co.in)
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Notice of the AGM will be available on the Company's website i.e. [www.mconrasayan.com](http://www.mconrasayan.com) as well as on the LIPL website i.e. <https://linkintime.co.in/> and on stock exchange website i.e. [www.nseindia.com](http://www.nseindia.com)
6. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agents.
7. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service:
  - a. any change in their address/ mandate/ bank details
  - b. particulars of their bank account in case the same have not been sent earlier, and
  - c. share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
10. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to send their queries to the Company through email on [csaasha@mconrasayan.com](mailto:csaasha@mconrasayan.com) at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Depository Participants ('DP') for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed along with a self-attested scanned copy of their PAN Card and AADHAAR Card to the Company at the e-mail address [csaasha@mconrasayan.com](mailto:csaasha@mconrasayan.com) consenting to send all communications/ and other documents in electronic form.
13. Nomination facility for shares is available for Members. For Members holding shares in physical form, the prescribed form can be obtained from the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited having address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083. For Members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
14. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their e-mail IDs with M/s. Link Intime India Private Limited for receiving Notices and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.

#### 15. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited (LI IPL), on all resolutions set forth in this Notice.

#### Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

- I. **The remote e-voting period commences on Monday, September 09, 2024 (IST 9.00 A.M.) and ends on Wednesday, September 11, 2024 (IST 5.00 PM).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date of Thursday, September 05, 2024**, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time. The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is a Member as on the cut-off date shall only be entitled for availing the Remote e-voting facility or e-voting at the Meeting.

A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

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

##### Individual Shareholders holding securities in demat mode with NSDL:

#### METHOD 1 - If registered with NSDL IDeAS facility

##### Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

##### User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.



- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easy/Easiest**

**Users who have registered/ opted for Easy/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website

- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under '**SHARE HOLDER**' tab and register with your following details: -
  - A. User ID:**  
 Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.  
 Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID;  
 Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.  
*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*  
*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*
    - ☐ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
    - ☐ Click “confirm” (Your password is now generated).
3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

## **STEP 2 –Investor Mapping**

- A) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- B) Click on “Investor Mapping” tab under the Menu Section
- C) Map the Investor with the following details:
  - a. Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., In00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. Investor's Name - Enter full name of the entity.
  - c. Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- D) Click on Submit button and investor will be mapped now.
- E) The same can be viewed under the “Report Section”.

## **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

### **VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour/Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### **HELPDESK:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**



Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

#### Forgot Password:

##### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

##### Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

##### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions

contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and 'Event Date' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaMeet Support Desk**  
**Link Intime India Private Limited**

## Form No. MGT-11

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U24304MH2016PLC286140**

Name of the Company: **MCON RASAYAN INDIA LIMITED**

Registered office: 101/A, 1st Floor, Maxheal House, Plot-169, Cts-104 Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai - 400090

Name of the member (s) :	
Registered address :	
E-mail Id :	
Folio No :	

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint

1. Name :	2. Name :
Address :	Address :
E-mail Id :	E-mail Id :
Signature : ....., or failing him	Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighth Annual General Meeting of the Company to be held on Thursday, 12<sup>th</sup> September 2024 at (11.00 AM) through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM') and at any adjournment thereof in respect of resolutions mentioned in the notice.

Resolution No.:

- Adoption of Audited financial Statements
- Re-appointment Mr. Mahesh Ravji Bhanushali (DIN: 07585072) as a Chairman & Managing Director liable to retire by rotation
- Approval of Material Related Party Transaction with R K Trader Limited

Signature of shareholder

Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



## DIRECTORS REPORT

To,

The Members,

### MCON RASAYAN INDIA LIMITED

The Directors present the 8<sup>th</sup> Annual report of the Company along with the audited financial statements for the financial year ended March 31, 2024.

### FINANCIAL PERFORMANCE

The Company's financial performance for the year under review along with previous year figures is given hereunder:

(Amount in Lakhs)

Particulars	Standalone	
	Financial Year 2023-24 (FY 2024)	Financial Year 2022-23 (FY 2023)
Revenue from Operations	4212.62	3104.97
Other Income	41.64	1.19
<b>Total revenue</b>	<b>4254.26</b>	<b>3106.16</b>
Operating Profit (Before Finance Cost and Depreciation & Amortisation)	571.38	269.41
Less: Finance Cost	151.64	78.09
Less: Depreciation & Amortisation	106.74	37.72
<b>Profit before Tax</b>	<b>313.00</b>	<b>153.60</b>
Less/(Add): Current Tax	70.66	51.11
Less/(Add): Deferred Tax Expense/Credit	18.22	(11.05)
Less/(Add): Prior period tax Adjustment	0	0
<b>Profit after Tax</b>	<b>224.12</b>	<b>113.54</b>
Earning Per Share		
Basic	3.56	2.62
Diluted	3.56	2.62

### DIVIDEND

In order to conserve the reserve, your directors do not recommend any dividend for the financial year ended, 31<sup>st</sup> March, 2024.

### TRANSFER TO RESERVE & SURPLUS

The net profit of the company for F.Y. 2023-24 is Rs. 224.12 Lakhs. The profit of F.Y. 2023-24 has been transferred to the surplus account.

### COMPANY'S PERFORMANCE REVIEW

The revenue from operations for FY 2023-24 is Rs. 4212.62 Lakhs over the previous year's revenue from operations of Rs. 3104.97 Lakhs which is 35.67% more than previous year's revenue from operations.

Net Profit after tax for FY 2023-24 is Rs. 224.12 Lakhs against the previous year's Net profit after tax of Rs. 113.54 Lakhs which is 97% more than previous year's Net Profit after tax.

The overall performance of the Company has been increased when compared to the previous years and the Company shall continue to provide better results to the shareholders in upcoming years via better performance.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

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

**CAPITAL EXPENDITURE PROGRAMME**

During the year under review, the Company has invested ₹442.01 Lakhs in the construction of the second phase of its Greenfield project, which aims to enhance production capabilities and equip the plant with the latest laboratory equipment. The new manufacturing plant at Ambheti was initiated in the 2021-22 fiscal year, recognizing that the existing manufacturing capacity was insufficient to meet the growing demand for the Mcon Range. This project is classified as a Greenfield project because it operates independently of the Company's older manufacturing plants. The project is structured into three phases:

1. Phase 1: Establishment of a fully automatic sand unit along with a dry mix powder plant for grey powder products.
2. Phase 2: Development of a special grey powder product plant, a paste and liquid plant, and a white powder-based manufacturing setup.
3. Phase 3: Final touches to the factory, including the setup of a modern, fully equipped laboratory, a training center, staff offices, and a demonstration zone.

As of April 1, 2024, the Company has fully commenced operations for the second phase of the Greenfield unit located at Ambheti, Survey No. 2084/2, Koparli Road, Ambheti Kaprada, Vapi, Gujarat 396191. From this date, the Company has begun manufacturing high-end grey powder products, liquid admixtures, paints, and various paste products at the Ambheti plant. By establishing a manufacturing facility of this scale, the Company aims to attract large customers with competitive pricing, aligning with Prime Minister Narendra Modi's Atmanirbhar Bharat Abhiyaan Scheme (Make in India). This new unit is expected to reduce turnaround time for product delivery to end users and expand the product range offered under its umbrella.

**SHARE CAPITAL**

The Authorised Share Capital as on 31<sup>st</sup> March, 2024 is Rs. 7,00,00,000 and Paid up share capital as on 31st March, 2024 was Rs. 6,30,37,500.

**LISTING INFORMATION**

The Equity Shares in the Company are continued to be listed with NSE EMERGE Platform and in dematerialized form. The ISIN No. of the Company is INE004M01019.

**STATEMENT PURSUANT TO LISTING AGREEMENT**

The Company Equity Shares is listed at National Stock Exchange of India Limited (Emerge Platform). The Annual Listing fee for the year 2024-25 has been paid.

**DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet as per section 73 and 76 of the companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

The Company further reports the below details relating to deposits as per Rule 8(5)(v) and (vi) as follows:

(a) accepted during the year; Nil

(b) remained unpaid or unclaimed as at the end of the year; Nil

(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved- Nil

(i) at the beginning of the year; Nil

(ii) maximum during the year; Nil

(iii) at the end of the year; Nil

(vi) the details of deposits which are not in compliance with the requirements of Chapter V of the [Act](#); Nil

## PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans, guarantees or made investment covered under the provisions of section 186 of the Companies Act, 2013 during the year 2023-24.

## CHANGE IN THE NATURE OF BUSINESS

During the year there is no change in the nature of the business of the company, except below addition:

On 01.04.2024, the Company has set up the Phase -2 Unit for commercial production of Dry Mix Powder products with a capacity of about 12500 metric tonnes per annum and Liquid Products with a capacity of about 8000 metric tonnes per annum in our Unit situated at Ambethi, Valsad, Gujarat.

## INTERNAL CONTROLS AND THEIR ADEQUACY

The Company implemented suitable controls to ensure its operational, compliance and reporting objectives. The Company has adequate policies and procedures in place for its current size as well as the future growing needs. These policies and procedures play a pivotal role in the deployment of the internal controls. They are regularly reviewed to ensure both relevance and comprehensiveness and compliance is ingrained into the management review process.

Adequacy of controls of the key processes is also being reviewed by the Internal Audit team. Suggestions to further strengthen the process are shared with the process owners and changes are suitably made. Significant findings, along with management response and status of action plans are also periodically shared with and reviewed by the Audit Committee. It ensures adequate internal financial control exist in design and operation.

M/s. B H Doshi & Associates (Firm Regn No: 144462W), Chartered Accountants, Mumbai is the internal auditor of the Company, who conducts Internal audit and submit reports to the Audit Committee. The Internal Audit is processed to review the adequacy of internal control checks in the system and covers all significant areas of the Company's operations. The Audit Committee reviews the effectiveness of the Company's internal control system.

Sr. No.	Particulars	Comments
<b>(A)</b>	<b>Conservation of energy</b>	
(i)	the steps taken or impact on conservation of energy;	Energy conservation is very important for the company and therefore, energy conservation measures are undertaken wherever practicable in its plant and attached facilities. The Company is making every effort ensure the optimal use of energy, avoid waste and conserve energy by using energy efficient equipment's with latest technologies. We are using gas furnace instead of coal furnace for sand drying operations thus reducing pollution. Also during summers, we are using solar heat to pre dry the sand before subjecting it to furnace.
(ii)	the steps taken by the Company for utilizing alternate sources of energy;	Nil
(iii)	the capital investment on energy conservation equipment	Nil
<b>(B)</b>	<b>Technology absorption</b>	
(i)	the efforts made towards technology absorption	Company firmly believes that adoption and use of technology is a fundamental business requirement for carrying out business effectively and efficiently. While the industry is labour intensive, we believe that mechanization of development through technological innovations is the way to address the huge demand supply gap in the industry. We are constantly upgrading our technology to reduce costs and achieve economies of scale.

Sr. No.	Particulars	Comments	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	Nil	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year :	Nil	
	(a) the details of technology imported	Nil	
	(b) the year of import	Nil	
	(c) whether the technology been fully absorbed	Nil	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Nil	
(iv)	the expenditure incurred on Research and Development	Nil	
<b>(C)</b>	<b>Foreign exchange earnings and Outgo</b>	<b>Inflow (Rs. In Lakhs)</b>	<b>Out Flow (Rs. In Lakhs)</b>
	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows	0	0

#### DETAILS OF HOLDING, SUBSIDIARY AND ASSOCIATES

The Company does not have any holding, subsidiary and associate Company during the period of Reporting.

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

Information in accordance with the provisions of Section 134(3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are under:

#### INDUSTRIAL RELATION

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels. The company recognizes the significance of maintaining harmonious and constructive industrial relations, fostering a collaborative environment that promotes the well-being and productivity of our workforce. We believe that healthy relationships with our employees and their representatives are essential for the long-term success and sustainable growth of the organization.

Throughout the reporting period, we have actively engaged in dialogue and consultations with employee representatives and unions to address workplace concerns, promote open communication, and seek mutually beneficial solutions. We have strived to create a workplace culture that values employee engagement, inclusivity, and respect, enabling our workforce to contribute their best efforts towards achieving our business objectives.

#### BOARD OF DIRECTORS, BOARD MEETINGS AND KEY MANAGERIAL PERSONNEL

The Company's Board is duly constituted and is in compliance with the requirements of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable on the Company and provisions of the Articles of Association of the Company. The Company's Board has been constituted with requisite diversity, wisdom and experience commensurate to the business of your Company.

There are eight Directors on the Board of the Company, headed by a Managing Director (Chairman), two Whole-time Director and includes one woman Non-executive Director and four Independent Directors on its Board.

The Directors on the Board have experience in the field of finance, legal, statutory compliance, engineering and accounts. None of the Directors are disqualified under the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as at March 31, 2024.



**BOARD COMPOSITION**

Sl.No	Name of the Person	DIN/PAN	Designation
1.	Mr. Mahesh Ravji Bhanushali	07585072	Managing Director
2.	Mrs. Puja Mahesh Bhanushali	07586657	Non-Executive Director
3.	Mr. Chetan Ravji Bhanushali	09341600	Whole-time Director
4.	Mr. Nandan Dilip Pradhan	09828134	Whole-time Director
5.	Mr. Tapas Bimal Majumdar	07609937	Independent Director
6.	Mrs. Sonal Alok Doshi	03434461	Independent Director
7.	Mr. Dilip Mangilal Jain	03569547	Independent Director
8.	Ms. Dhara Haresh Thakkar	09785362	Independent Director
9.	Mrs. Veenita Nishit Tanna	AIDPT9629H	Chief Financial Officer
10.	Mrs. Aesha Karan Shah	IKPPS9262H	Company Secretary & Compliance Officer

**APPOINTMENT/REAPPOINTMENT/CHANGE OF DIRECTORS OR KEY MANAGERIAL PERSONNEL**

As per Provisions of Section 152 of the Companies Act, 2013, Mr. Mahesh Ravji Bhanushali Chairman & Managing Director is liable to retire by rotation and is eligible to offer himself for re-appointment.

On 01.09.2023 Mr. Kunal Borkar has resigned from the post of Company Secretary & Compliance officer of the Company.

On 02.12.2023 Mrs. Aesha Karan Shah has been appointed as the Company Secretary & Compliance officer of the Company.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Act, with respect to Director Responsibility Statement, the Board of Directors, to the best of its knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 and Rules made thereunder for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis;
- The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**NUMBER OF BOARD MEETINGS AND ATTENDANCE**

During the Financial year 2023-24, Five (05) board meetings were held. The interval between any two meetings was well within the maximum allowed gap of 120 days.

The Composition of Board of directors and the details of meetings attended by the board of directors during the year are given below.

Name of the Director	Category	No. of Board Meetings Held & Entitled to Attend	No. of Board Meetings Attended
Mr. Mahesh Ravji Bhanushali	Managing Director	5	5
Mrs. Puja Mahesh Bhanushali	Non-Executive Director	5	5
Mr. Chetan Ravji Bhanushali	Whole-time Director	5	5
Mr. Nandan Dilip Pradhan	Whole-time Director	5	5
Mr. Tapas Bimal Majumdar	Independent Director	5	5
Mrs. Sonal Alok Doshi	Independent Director	5	5
Mr. Dilip Mangilal Jain	Independent Director	5	5
Ms. Dhara Haresh Thakkar	Independent Director	5	5

**Board Meeting dates**

Sl. No	Date of Board Meeting	Board Meeting Attendance
1	29.05.2023	8
2	01.09.2023	8
3	09.11.2023	8
4	02.12.2023	8
5	19.03.2024	8

**COMMITTEES OF THE BOARD**

Matters of policy and other relevant and significant information are furnished regularly to the Board. To provide better Corporate Governance & transparency, currently, your Board has four (4) Committees viz., Audit Committee, Nomination & Remuneration Committee, Management Committee and Stakeholder Relationship Committee to investigate various aspects for which they have been constituted. The Board fixes the terms of reference of Committees and delegate powers from time to time.

**AUDIT COMMITTEE**

The Audit Committee comprises of non-executive Independent Director and Executive Director as its Member. The Chairman of the committee is Independent Director.

During the Financial year 2023-24, Three (3) meeting of audit committee held on 12.05.2023, 29.05.2023 and 01.09.2023.

The Composition of Audit Committee and the details of meetings attended by members during the year are given below.

Name of the Director	Status in the Committee	Nature of Directorship	No. of Board Meetings Held & Entitled to Attend Meetings	No. of Board Meetings Attended
Mr. Dilip Mangilal Jain	Chairman of Committee	Non-Executive Independent Director	3	3
Mrs. Sonal Alok Doshi	Member	Non-Executive Independent Director	3	3
Mr. Mahesh Ravji Bhanushali	Member	Chairman & Managing Director	3	3

**RECOMMENDATIONS BY THE AUDIT COMMITTEE WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS**

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprises of Independent Directors and non-executive Director as its members. The Chairman of the Committee is an Independent Director.

During the Financial year 2023-24, Three (3) meetings of the Nomination and Remuneration Committee were held on 01.09.2023, 02.12.2023 and 12.01.2024.

The Composition of Nomination and Remuneration Committee and the details of meetings attended by members during the year are given below.

Name of the Director	Status in the Committee	Nature of Directorship	No. of Board Meetings Held & Entitled to Attend Meetings	No. of Board Meetings Attended
Ms. Dhara Haresh Thakkar	Chairman of Committee Independent Director	Non-Executive	3	3
Mr. Tapas Bimal Majumdar	Member Independent Director	Non-Executive	3	3
Mrs. Puja Mahesh Bhanushali	Member	Non-Executive Director	3	3

The Nomination and remuneration policy available on the website of the company at <https://mconrasayan.com/wp-content/uploads/2022/12/Nomination-and-Remuneration-Policy.pdf>

**STAKEHOLDER RELATIONSHIP COMMITTEE**

The stakeholder relationship committee comprises Non-executive Director, Whole-time Director and one Independent Director as its members. The Chairman of the Committee is an Independent Director.

During the Financial year 2023-24, One (1) meeting of Stakeholder Relationship Committee was held on 19.03.2024.

The Composition of Stakeholder and Relationship Committee and the details of meetings attended by the members during the year are given below:

Name of the Director	Status in the Committee	Nature of Directorship	No. of Board Meetings Held & Entitled to Attend Meetings	No. of Board Meetings Attended
Mr. Dilip Mangilal Jain	Chairman of Committee	Non-Executive Independent Director	1	1
Ms. Dhara Haresh Thakkar	Member	Non-Executive Independent Director	1	1
Mrs. Puja Mahesh Bhanushali	Member	Non-Executive Director	1	1

**MANAGEMENT COMMITTEE**

The management committee comprises Managing Director, Whole-time Director and Chief Financial Officer as its members. The Chairman of the Committee is a Managing Director.

During the Financial year 2023-24, One (1) meeting of Management Committee was held on 30.03.2024.

The Composition of Management Committee and the details of meetings attended by the members during the year are given below:

Name of the Director	Status in the Committee	Nature of Directorship	No. of Board Meetings Held & Entitled to Attend Meetings	No. of Board Meetings Attended
Mr. Mahesh Ravji Bhanushali	Chairman of Committee	Chairman & Managing Director	1	1
Mr. Nandan Pradhan	Member	Whole Time Director	1	1
Mrs. Veenita Nishit Tanna	Member	Chief Financial Officer	1	1

**MCON RASAYAN INDIA LIMITED EMPLOYEE STOCK OPTION SCHEME 2023**

Your company had Mcon Rasayan India Limited Employee Stock Option Scheme 2023 commonly known as **MCON ESOP Scheme 2023** after taking shareholder approval through postal ballot on 11<sup>th</sup> December 2023. Your company has given grant letter to its employees.

During the year 2023-24, your Company adopted an Employees Stock Option Plan named as “**Mcon Rasayan India Limited Employee Stock Option Scheme 2023** – commonly known as **MCON ESOP Scheme 2023**” (“ESOP Scheme”).

The options to acquire shares by way of ESOP plan shall be granted to the eligible employees who are in the permanent employment of the Company working in India or outside including directors of the Company whether whole time or not (excluding independent directors).

As per the **MCON ESOP Scheme 2023** the aggregate number of Options which may be issued by the Company under ESOP Plan is 3,15,500 options and as per the grant letter dated 12 January 2024 issued by the Company under ESOP Plan. As per SEBI SBEB Regulations, 2021, Part-F of ESOPS is available on Company's website on <https://mconrasayan.com/wp-content/uploads/2024/08/Disclosures-by-the-Board-of-Directors-for-ESOPS-Part-F.pdf>

During the period the Company has received In-Principle Approval from National Stock Exchange of India Limited letter dated 26 December 2023 with reference number: NSE/LIST/38964 for issue, allotment and listing of 3,15,500 Equity shares of Rs. 10/- each to be allotted under MCON ESOP Scheme 2023.

During the period the Company has received In-Principle Approval from National Stock Exchange of India Limited letter dated 26 December 2023 with reference number: NSE/LIST/38964 for issue, allotment and listing of 3,15,500 Equity shares of Rs. 10/- each to be allotted under **MCON ESOP Scheme 2023**.

**ANNUAL RETURN**

Pursuant to the requirement under section 134(3)(a) and 92(3) of the Companies Act, 2013 ('the Act'), the Annual Return as on March 31, 2024, is available on the Company's website on [https://mconrasayan.com/wp-content/uploads/2024/08/Annual\\_Return\\_2023-24.pdf](https://mconrasayan.com/wp-content/uploads/2024/08/Annual_Return_2023-24.pdf)

**CORPORATE GOVERNANCE REPORT**

As per regulation 15(2) of the Listing Regulation, the Compliance with the Corporate Governance provisions shall not apply in respect of the following class of the Companies:

- Listed entity having paid up equity share capital not exceeding Rs. 10 Crore and Net worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;
- Listed entity which has listed its specified securities on the SME Exchange.



Since, our Company falls in the ambit of aforesaid exemption (b); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2023-24.

## AUDITORS

### STATUTORY AUDITORS

Devang Kumar Dand & Associates, Chartered Accountants (Firm Registration No.-135250W), were appointed as Auditors of the Company for a term of 5 years on 30th November, 2021, i.e. from 01.04.2021 to 31.03.2026 till the conclusion of the Annual General Meeting to be held in the year 2026.

### SECRETARIAL AUDITOR

The Board of directors pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has appointed M/s. D S Momaya & Co.,LLP, (FRN No. L2022MH012300), Practicing Company Secretaries as Secretarial Auditor of the Company to conduct the Secretarial Audit as per the provisions of the said Act for the Financial Year 2023-24.

For the Financial Year 2024-25 **Prem Pyara Tiwari & Associates** ), Practicing Company Secretaries as Secretarial Auditor of the Company during the Board Meeting held on 23<sup>rd</sup> May 2024.

A Secretarial Audit Report for the Financial Year 2023-24 is annexed herewith as [Annexure-II in Form MR-3](#).

### INTERNAL AUDITOR

The Board of directors has appointed of M/s. B.H. DOSHI & ASSOCIATES., Chartered Accountants (Firm Reg No: 0144210W) as the internal auditor of the company; The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from time to time.

### COST AUDITOR

During the year under review the requirement to appointment of Cost Auditor for the Company does not arise. Hence this provision is not applicable.

### REVIEW OF AUDITORS REPORT

There are no qualifications, reservations or adverse remarks made by Statutory Auditor M/s. Devang Kumar Dand & Associates., Chartered Accountants Firm Registration No.-135250W, in the Auditor's report.

### REVIEW OF SECRETARIAL AUDITORS REPORT

There are no qualifications, reservations or adverse remarks made by Secretarial Auditors M/s. D S Momaya & Co., LLP, (FRN No. L2022MH012300), Practicing Company Secretaries, in the Secretarial Audit Report for the Financial Year ended March 31, 2024.

### REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the Statutory Auditor nor the Secretarial Auditor has reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") the Management Discussion and Analysis of the Company for the year under review is presented in a separate section forming the part of the Annual Report is attached here with as Annexure III.

### DEMATERIALIZATION OF SHARES

During the year under review, all the equity shares were dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents 100% of the total paid-up capital of the Company. The Company ISIN No. is INE004M01019 and Registrar and Share Transfer Agent is Link Intime India Private Limited.

### DIRECTOR REMUNERATION AND SITTING FEES

Member's attention is drawn to Financial Statements wherein the disclosure of remuneration paid to Directors is given during the year 2023-24. Details of Sitting fees paid to the non-executive directors are disclosed in the financial statements.

**RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the company with related parties which may have potential conflict with the interest of the company at large. Your directors draw your attention to notes to the financial statements for detailed related parties' transactions entered during the year.

Accordingly, as per third proviso to Section 188(1) of the Act, required approvals of the Board or Members / Shareholders has been obtained for such transactions. However, as part of good corporate governance, all related party transactions covered under Section 188 of the Act are approved by the Audit committee.

The form AOC- 2 is attached as Annexure - IV with this report.

**CREDIT RATING**

The company has not obtained any rating from any Credit Rating Agency during the year.

**DECLARATION FROM INDEPENDENT DIRECTORS**

All the Independent Directors on the Board have given a declaration of their independence to the Company as required under section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of the Listing Regulations.

During the year under review no new Independent Directors were appointed in the Company.

**MEETING OF INDEPENDENT DIRECTORS**

During the year under review, the Independent Directors met on March 20, 2024 inter alia, to:

1. Review the performance of the Non- Independent Directors and the Board of Directors as a whole.
2. Review the performance of the Chairman of the Company, taking into the account of the views of the Executive and Non- Executive Directors.
3. Assess the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present in the meeting.

**MEETING OF INDEPENDENT DIRECTORS**

Schedule IV of the Companies Act, 2013 and the Rules thereunder mandate that the independent directors of the Company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of the Management.

During the year, the independent directors met once on 20.03.2024. At the meeting, the independent directors discussed, among other matters, the performance of the Company and risks faced by it, the flow of information to the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements, succession planning, human resources matters and the performance of the executive members of the Board, and the Chairman.

The Board is satisfied with the integrity, expertise and experience (including the proficiency) of the independent directors and their contributions towards the enhancement of operations of the Company.

**CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS**

An Independent Director shall be a person of integrity and possess appropriate balance of skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing and technical operations or any other discipline related to the Company's business. The Company did not have any peculiar relationship or transactions with non-executive Directors during the year ended March 31, 2024.

**FORMAL ANNUAL EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 the nomination and remuneration committee has laid down the evaluation of the performance of Individual Directors and the Board as a whole. Based on the criteria the exercise of evaluation was carried out through the structured process covering various aspects of the Board functioning such as composition of the Board and committees, experience & expertise, performance of specific duties & obligations, attendance, contribution at meetings, etc. The

performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Director. The performance of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated). The Director expressed their satisfaction with the evaluation process.

#### INVESTOR EDUCATION AND PROTECTION FUND

During the year under review the provisions relating to transfer of funds to Investor education and protection fund does not apply to the Company.

#### CORPORATE SOCIAL RESPONSIBILITY

The Company is not liable to have CSR initiatives and activities under the Companies (Corporate Social Responsibility Policy) Rules, 2014 as this is not applicable to our Company.

#### POLICIES OF THE COMPANY

##### • REMUNERATION AND APPOINTMENT POLICY

The Nomination and Remuneration Committee ('NRC') formulates and recommends to the Board the appropriate qualifications, positive attributes, characteristics, skills and experience required for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. The Policy for appointment and removal of Directors and determining Directors' independence is available on our website at <https://mconrasayan.com/wp-content/uploads/2022/12/Nomination-and-Remuneration-Policy.pdf> The committee inter alia ensures that:

- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and key managerial personnel of the quality required to run the company successfully.
- b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks and relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- c. 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.

##### • POLICY ON MATERIALITY OF RELATED PARTY TRANSACTION

Your Company has adopted the policy on Materiality of Related Party Transaction to set out the dealing with the transaction between the Company and its related parties. The Policy on Materiality of Related Party Transaction has been available on the website of the Company <https://mconrasayan.com/wp-content/uploads/2022/12/Policy-on-Related-Party-Transactions-1.pdf>

##### • POLICY OF CODE OF CONDUCT FOR DIRECTOR AND SENIOR MANAGEMENT

Your Company has adopted the policy of code of Conduct to maintain standard of business conduct and ensure compliance with legal requirements. The Policy on Code of Conduct for Director and Senior Management has been available on the website of the Company <https://mconrasayan.com/wp-content/uploads/2022/12/Code-of-Conduct-for-Directors-and-Senior-Management.pdf>.

##### • PREVENTION OF INSIDER TRADING

Pursuant to provisions of the regulations, the Board has formulated and implemented a Code of Conduct to regulate, monitor and report trading by employees and other connected persons and code of practices and procedure for fair disclosure of unpublished price Sensitive Information. The same has been available on the website of the Company <https://mconrasayan.com/wp-content/uploads/2022/12/Internal-Procedures-and-Conduct-for-Prevention-of-Insider-Trading-1.pdf>.

##### • POLICY ON THE PRESERVATION OF DOCUMENTS AND ARCHIVE POLICY

Pursuant to provision of the regulations, the board has formulated the policy on the Preservation of Documents & Archive policy. The same has been available at the website of company at <https://mconrasayan.com/wp-content/uploads/2022/12/Policy-for-Archival-of-Documents.pdf>.

#### • **DIVIDEND DISTRIBUTION POLICY**

During the year under review the Company has not formulated Dividend Distribution Policy as it is not applicable to our company currently.

#### • **BUSINESS RISK MANAGEMENT**

The Company has taken various steps in connection with the implementation of Risk Management measures in terms of provisions contained in the Companies Act, 2013, after identifying the elements of risks which in the opinion of the Board may threaten the very existence of the Company. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by Board from time to time. Key risks identified are methodically addressed through mitigating actions on a continuing basis.

#### • **VIGIL MECHANISM/WHISTLE BLOWER MECHANISM**

Your Company has framed a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Vigil Mechanism has been available on the website of the Company at <https://mconrasayan.com/wp-content/uploads/2022/12/Vigil-Mechanism-Whistle-Blower-Policy-for-Directors-and-Employees-1-1.pdf>.

#### • **POLICY ON DETERMINATION AND DISCLOSURE OF MATERIALITY OF EVENTS AND INFORMATION**

Your Company has adopted a Policy on Determination and Disclosure of Materiality of Events and Information. The Policy on Determination and Disclosure of Materiality of Events and Information has been available on the website of the Company at <https://mconrasayan.com/wp-content/uploads/2022/12/Policy-for-Determination-of-Material-Events-and-Disclosure.pdf>.

### **PARTICULARS REGARDING EMPLOYEES REMUNERATION**

During the year under review, the details of employees drawing remuneration which is in excess of the limit as prescribed under Section 197 of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure-V.

The information pertaining to section 197 read with rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 is annexed herewith as Annexure-V.

### **DISCLOSURES BY DIRECTORS**

The Board of Directors have submitted notice of interest in Form MBP 1 under Section 184(1) as well as information by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Companies Act, 2013 & Listing Regulations.

### **DISQUALIFICATIONS OF DIRECTORS**

During the financial year 2023-2024 under review the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified to hold office as per provision of Section 164(2) of the Companies Act, 2013 and debarred from holding the office of a Director pursuant to any order of the SEBI or any such authority in terms of SEBI letter dated 14th June, 2018 and NSE circular dated 20th June 2018 on the subject "Enforcement of SEBI orders regarding appointment of Directors by Listed Companies".

The Directors of the Company have made necessary disclosures, as required under various provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **SECRETARIAL STANDARD**

Your directors' states that they have devised proper systems to ensure compliance with the Secretarial Standards and that such system is adequate and operating effectively.

### **OTHER REGULATORY REQUIREMENT**

The Company has been complied with all regulatory requirements of central government and state government and there were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the Company's operations in future.



**SEBI COMPLAINTS REDRESS SYSTEM (SCORES)**

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The Company has not received any complaint on the SCORES during financial year 2023-24.

**INVESTOR GRIEVANCES REDRESSAL STATUS**

During the Financial Year 2023-24, there were no complaints or queries received from the shareholders of the Company. Company Secretary acts as the Compliance Officer of the Company is responsible for complying with the provisions of the Listing Regulations, requirements of securities laws and SEBI Insider Trading Regulations. The Investor can send their query to [compliance@mconrasayan.com](mailto:compliance@mconrasayan.com).

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 & Rules there under.

**THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 AND THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR**

During the year under review this provision is not applicable on our Company.

**THE 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 year under review this provision is not applicable on our Company.

**DISCLOSURE REGARDING RECEIPT OF COMMISSION BY A DIRECTOR FROM THE HOLDING OR SUBSIDIARY OF A COMPANY, IN WHICH SUCH PERSON IS A MANAGING OR WHOLE-TIME DIRECTOR – 197(14)**

During the year under review this provision is not applicable on our Company.

**DETAILS OF THE SUBSIDIARIES/ JVS/ ASSOCIATE COMPANIES**

During the year under review the Company does not have any subsidiaries/JVs/Associate Companies.

**SIGNIFICANT AND MATERIAL LITIGATIONS AND ORDER**

During the year, there were no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SR. MANAGEMENT**

The Board of Directors and Senior Management of the Company have complied with the Company's Code of Conduct applicable to Board of Directors and Senior Management.

**FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTOR**

The company has implemented a robust Familiarization Program for independent directors, aiming to equip them with the necessary knowledge, insights, and exposure to effectively discharge their responsibilities. The program includes comprehensive induction, periodic updates on industry trends, site visits, relevant training programs, access to information, and regular interactions with senior management. By actively engaging independent directors and providing them with the necessary resources, we strive to foster a well-informed and engaged Board that contributes to effective governance and value creation.

**STATEMENT OF DEVIATION(S) OR VARIATION**

There is no deviation or variations observed in the utilisation of funds raised.

**ACKNOWLEDGEMENT**

The Directors thank the Company's employees, customers, vendors, investors and academic partners for their continuous support.

The Directors also thank the Government of India, Governments of various states in India, concerned Government departments and agencies for their co-operation..

**For Mcon Rasayan India Limited**

**Sd/-**

**Mr. Mahesh Ravji Bhanushali**  
**Chairman & Managing Director**

**Din: 07585072**

**Add: A/22, Sai Baba Enclave Tower,  
Building Number 3, Behind City Centre,  
Off S V Road, Goregaon West,  
Mumbai - 400104**

**Sd/-**

**Mr. Chetan Ravji Bhanushali**  
**Whole-time Director**

**DIN: 09341600**

**Add: A/22, Sai Baba Enclave Tower,  
Building Number 3, Behind City Centre,  
Off S V Road, Goregaon West,  
Mumbai - 400104**

**Date: 10.08.2024**

**Place: Mumbai**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

For the financial year ended 31<sup>st</sup> March, 2024

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

To,  
The Members,  
**MCON RASAYAN INDIA LIMITED,**  
101/A, 1st floor, Maxheal House,  
Plot-169, CTS-104, Bangur Nagar  
Goregaon West, near Ayyappa Temple,  
Mumbai-400090

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **MCON RASAYAN INDIA LIMITED (CIN: U24304MH2016PLC286140)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **MCON RASAYAN INDIA LIMITED** books, papers, minute books, forms and returns filed and scanned copies of the documents, evidences of submission provided and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2024** 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 **MCON RASAYAN INDIA LIMITED** for the financial year ended on **31<sup>st</sup> March 2024**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing; **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- **Not Applicable**
  - 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, 2009;- **Not Applicable** and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

(vi) Following Laws applicable specially to the Company:

- (a) Environment (Protection) Act, 1986
- (b) Air (Prevention and Control of Pollution) Act, 1981
- (c) Water (Prevention and Control of Pollution) Act, 1974
- (d) Hazardous Wastes (Management and Handling) Rules, 1989
- (e) Labour Laws to the extent applicable
- (f) Factories Act, 1948
- (g) Industries (Development & Regulation) Act, 1951
- (h) Trade Marks Act, 1999
- (i) The Legal Metrology Act, 2009
- (j) Competition Act, 2002
- (k) The Bombay Shop & Establishment Act, 1948.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (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 company has filed the forms and returns with Ministry of Corporate Affairs / Registrar of Companies under Companies Act 2013 or other authorities under other applicable laws within the prescribed time *and incase of delayed filing, Forms have been filed with additional fees.*

**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 changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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



Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that**, the compliance by the Company of applicable financial Laws such as Direct and Indirect tax Laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by statutory financial auditors, tax auditors and designated professional.

**We further report that**, the company has complied with all the committee meeting compliances and all the committee meetings were duly held during the year as required under the law.

**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, *major decisions have been taken by the members in pursuance to section 180 of the Companies Act, 2013 and there were no other instances of:*

- a. Merger / amalgamation / reconstruction, etc.
- b. Foreign technical collaborations.

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

Place: Navi Mumbai  
Date: 29/04/2024

**For D.S. MOMAYA & CO. LLP,**  
**Company Secretaries**  
**FRN NO: L2022MH012300**

**CS DIVYA MOMAYA**  
**Designated Partner**  
**M. No. 7195, CP No.**  
**UDIN: F007195F000266751**

## **Annexure- I to Secretarial Audit Report**

To,  
The Members,  
**MCON RASAYAN INDIA LIMITED,**

Our Secretarial Audit Report for the Financial Year ended 31st March, 2024 is to be read along with this letter.

### **Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### **Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.  
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.  
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### **Disclaimer**

5. 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.

Place: Navi Mumbai  
Date: 29/04/2024

**For D.S. MOMAYA & CO. LLP,**  
**Company Secretaries**  
**FRN NO: L2022MH012300**

**CS DIVYA MOMAYA**  
**Designated Partner**  
**M. No. 7195, CP No.**  
**UDIN: F007195F000266751**



## **Certification by Secretarial Auditor**

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

Based on the documents and records made available to us and the information provided to us by **MCON RASAYAN INDIA LIMITED** (CIN: U24304MH2016PLC286140) ('the Company') having its registered office situated at 101/A, 1st Floor, Maxheal House, Plot-169, Cts-104, Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai, Maharashtra India- 400090 we hereby certify that the '**Mcon Rasayan India Limited Employee Stock Option Scheme 2023**' also known as '**MCON ESOP Scheme 2023**' is being implemented in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolution of the company in the general meeting dated December 11, 2023.

This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended March 31, 2024.

For **Prem Pyara Tiwari & Associates**  
Company Secretaries

SD/-

**Prem Pyara Tiwari**  
**Proprietor**  
**F.C.S. No: 10947**  
**C.P. No: 18513**  
**UDIN: F010947F000992136**

Place: Noida  
Date: 17.08.2024

## STANDALONE BALANCE SHEET AS AT MARCH 31, 2024

Sr No.	Particulars	Note	As at 31-Mar-24	As at 31-Mar-23
			(₹ In Lakhs)	(₹ In Lakhs)
<b>A)</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
<b>1</b>	<b>Shareholders' Funds</b>			
a)	Share Capital	3	630.38	630.38
b)	Reserves & Surplus	4	935.34	707.21
<b>2</b>	<b>Non-current liabilities</b>			
a)	Long Term Borrowings	5	506.13	355.94
b)	Deferred tax liabilities (net)	6	1.89	-
c)	Other Long Term Liabilities	-	-	-
d)	Long Term Provision	7	40.94	29.96
<b>3</b>	<b>Current liabilities</b>			
a)	Short Term Borrowings	8	1,089.43	491.31
b)	Trade Payables	9		
i)	Due to Micro, Small and Medium Enterprises		324.25	164.62
ii)	Due to others		875.10	535.07
c)	Other Current Liabilities	10	79.26	77.65
d)	Short-Term Provision	11	79.12	38.88
	<b>TOTAL</b>		<b>4,561.83</b>	<b>3,031.01</b>
<b>B)</b>	<b><u>ASSETS</u></b>			
<b>1</b>	<b>Non Current Assets</b>			
a)	Property, Plant & Equipment and Intangible Assets			
(i)	Property, Plant & Equipment	12	976.92	112.13
(ii)	Intangible Assets	12	1.21	0.38
(iii)	Capital work-in-progress	12	543.41	568.54
(iv)	Intangible assets under development	-	-	-
b)	Non-Current Investments	13	0.05	0.05
c)	Deferred Tax Assets (Net)	6	-	16.33
d)	Long Term Loans & Advances	14	-	0.60
e)	Other Non-Current Assets	15	49.50	208.20
<b>2</b>	<b>Current Assets</b>			
a)	Inventories	16	1,120.79	656.33
b)	Trade Receivables	17	1,703.50	1,026.79
c)	Cash & Cash Equivalents	18	69.99	27.74
d)	Short Term Loans & Advances	19	89.19	384.82
e)	Other Current Assets	20	7.27	29.10
	<b>TOTAL</b>		<b>4,561.83</b>	<b>3,031.01</b>

As Per Our Report of Even Date  
For DEVANG KUMAR DAND & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Regn.No. 135250W

(DEVANG KUMAR DAND)  
PROPRIETOR  
Membership No. 151990

(MAHESH BHANUSHALI)  
MANAGING DIRECTOR  
DIN: 07585072

(CHETAN BHANUSHALI)  
WHOLE TIME DIRECTOR  
DIN: 09341600

Place: Mumbai  
Date: 23rd May, 2024

(VEENITA THAKKAR)  
CHIEF FINANCIAL OFFICER

(AESHA SHAH)  
COMPANY SECRETARY

# STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

			For the year ended As at 31-Mar-24	For the year ended As at 31-Mar-23
Sr No.	Particulars	Note	(₹ In Lakhs)	(₹ In Lakhs)
1	Revenue from Operations (Gross)	21	4,212.62	3,104.97
2	Other Income	22	41.64	1.19
<b>3</b>	<b>Total Revenue (1+2)</b>		<b>4,254.26</b>	<b>3,106.16</b>
<b>4</b>	<b>Expenses :</b>			
	Cost of Material Consumed	23	2,489.17	1,402.91
	Changes in Inventories of Manufactured Goods	24	(428.67)	189.58
	Employee Benefit Expenses	25	528.21	361.78
	Finance Costs	26	151.64	78.09
	Depreciation and Amortization expense	12	106.74	37.72
	Other Expenses	27	1,094.16	882.48
	Total Expenses		3,941.25	2,952.56
<b>5</b>	<b>Profit/(Loss) before Taxation</b>		<b>313.00</b>	<b>153.60</b>
<b>6</b>	<b>Tax Expense/ (benefit)</b>			
	(a) Current Tax Expense		70.66	51.06
	(b) (Less) : MAT Credit		-	-
	(c) Short / (Excess) provision for tax relating to prior years		-	0.05
	(d) Net current tax expense		70.66	51.11
	(e) Deferred Tax		18.22	(11.05)
	Net tax expense / (benefit)		88.88	40.06
7	Profit/(Loss) for the year		224.12	113.54
<b>8</b>	<b>Earnings Per Share (Pre-Bonus)(Non annualised):</b>			
	<b>Face Value of Rs.10/- each</b>			
	Basic		3.56	2.62
	Diluted		3.56	2.62
	<b>Earnings Per Share (Post-Bonus)(Non annualised):</b>			
	<b>Face Value of Rs.10/- each</b>			
	Basic		3.56	2.62
	Diluted		3.56	2.62
	<b>Significant Accounting Policies</b>		<b>1-2</b>	
	<b>Accompanying notes to the Financial Statements</b>		<b>28-32</b>	

As Per Our Report of Even Date  
For **DEVANG KUMAR DAND & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
Firm Regn.No. 135250W

(DEVANG KUMAR DAND)  
PROPRIETOR  
Membership No. 151990

Place: Mumbai  
Date: 23rd May, 2024

(MAHESH BHANUSHALI)  
MANAGING DIRECTOR  
DIN: 07585072

(VEENITA THAKKAR)  
CHIEF FINANCIAL OFFICER

(CHETAN BHANUSHALI)  
WHOLE TIME DIRECTOR  
DIN: 09341600

(AESHA SHAH)  
COMPANY SECRETARY



## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Sr No. Particulars	As at 31-Mar-24	As at 31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit (Net Loss) before taxation and extraordinary items:	313.00	153.60
Adjustments for:		
Depreciation	106.74	37.72
Provision For Gratuity	17.73	31.96
Finance Charges	151.64	78.09
Interest Received	(0.74)	(0.35)
Gain on sale of Fixed Asset	(1.70)	(0.78)
Loss on Sale of Fixed Asset	-	0.72
Employee Benefit Expense	4.02	-
Asset Writtenoff	2.24	-
Cash generated from operations before Working Capital Changes	592.93	300.96
Adjustments for:		
Changes in Trade and Other Receivables	(676.70)	(510.61)
Changes in Trade and Other Payables	499.65	308.58
Changes in Inventories	(464.46)	(223.51)
Changes in other Current Assets	317.45	(205.15)
Changes in Current Liabilities	1.61	22.55
Changes in Non-Current Assets	158.70	(198.12)
Changes in Long Term Loans, Advances & Deposits	0.60	0.07
Cash generated from/(used in) Operations	429.79	(505.22)
Income Taxes paid (net)	(37.16)	(20.54)
Net Cash Flow from /(used in) Operating Activities	392.63	(525.76)
<b>B. CASH FLOW FROM/ (USED IN) INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(950.89)	(474.67)
Sale of Fixed Assets	3.12	6.74
Interest Received	0.74	0.35
Net Cash from / (used in) Investing Activities	(947.03)	(467.58)
<b>C. CASH FLOW FROM/ (USED IN) FINANCING ACTIVITIES</b>		
Proceeds from Issue of Shares/Share Application Money.	-	984.00
Proceeds/(Repayment) from/of Short Term borrowings (net)	598.13	(34.59)
Proceeds/(Repayment) from/of Long Term Borrowings (net)	150.20	140.98
Finance Charges Paid	(151.64)	(78.09)
Dividend Paid	-	-

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Sr No.	Particulars	As at 31-Mar-24	As at 31-Mar-23
		(₹ In Lakhs)	(₹ In Lakhs)
	Net Cash from / (used in) Financing Activities	596.69	1,012.30
	Net increase / (decrease) in Cash and Cash Equivalents	42.27	18.94
	Cash and Cash Equivalents at the beginning of the year	27.74	8.80
	Cash and Cash Equivalents at the end of the year	70.00	27.74
	Components of cash and cash equivalent		
	- Cash and cheques on hand	1.46	3.03
	- With banks		
	- On current account	68.53	24.71
	- On deposit account unrestricted	-	-

As Per Our Report of Even Date  
For DEVANG KUMAR DAND & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Regn.No. 135250W

(DEVANG KUMAR DAND)  
PROPRIETOR  
Membership No. 151990

(MAHESH BHANUSHALI)  
MANAGING DIRECTOR  
DIN: 07585072

(CHETAN BHANUSHALI)  
WHOLE TIME DIRECTOR  
DIN: 09341600

Place: Mumbai  
Date: 23rd May, 2024

(VEENITA THAKKAR)  
CHIEF FINANCIAL OFFICER

(AESHA SHAH)  
COMPANY SECRETARY

## NOTE 1-2 - SIGNIFICANT ACCOUNTING POLICIES

**1 COMPANY OVERVIEW**

**"Mcon Rasayan India Limited (formerly known as ""Mcon Rasayan Private Limited"" ) is a Listed Company incorporated on 22nd September, 2016 vide CIN U24304MH2016PLC286140.** The Company has been converted from Private Company to Public Company on 12th December, 2022. The Company is engaged mainly into the business of Manufacturing and selling of Modern building materials and Construction Chemicals."

**2 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & OTHER NOTES TO ACCOUNTS:****a) Basis of accounting and preparation of financial statements:**

- i) The accounts of the company have been prepared on going concern assumption and accrual basis of accounting.
- ii) These financial statements are prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention as also on accrual basis. These financial statements have been prepared to comply with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014('the Accounting Standards') and the relevant provisions of the Act (to the extent notified). In the light of Rule 4A of the Companies (Accounts) Rules 2014, the items contained in these financial statements are in accordance with the definitions and other requirements specified in the Accounting Standards.
- iii) All the items of income and expenditure having material bearing on the accounts are accounted for on accrual basis.

**b) Operating Cycle:**

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

**c) Use of estimates:**

"The preparation of the Standalone Financial Information in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets."

"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 changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements."

**d) Inventories:**

- i) Inventories of Raw Material are carried at lower of cost or net realizable value on FIFO basis.
- ii) Cost of inventory comprises all costs of purchases, duties & taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

**e) Property, Plant & Equipment:**

- i) An item of Property, Plant and Equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Fixed Assets are capitalized at acquisition cost, including directly attributable cost such as freight, Insurance and specific installation charges up to the point the asset is ready for its intended use.

- ii) The cost comprises of - purchase price (net of GST) and any cost incurred which is directly attributable to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- iii) Cost of Day to day servicing of Property, Plant and Equipment, which primarily include labour & Consumables are charged to the statement of profit & Loss under head repairs and Maintenance.
- iv) An item of Property, Plant and Equipment are stated at cost Model accounting policy as at year end. i.e it is carried at its cost less any accumulated depreciation and any accumulated impairment losses.
- v) Assets purchased for new project at Ambethi for Unit 2 along with construction costs are not depreciated since factory is still under construction."

**f) Depreciation and amortisation:**

- i) Depreciation on Property, Plant and Equipment is calculated on a WDV basis using the rates arrived at based on the useful lives of fixed assets specified by Schedule II to the Companies Act, 2013."
- ii) The depreciation method used reflects the pattern in which the future economic benefits of the asset are expected to be consumed by the enterprise, i.e the useful life of the assets.
- iii) The residual value and the useful life of an asset is reviewed at each financial year-end and, if expectations differ from previous estimates, the change(s) is accounted for as a change in an accounting estimate in accordance with AS 5, Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.
- iv) Assets costing less than Rs 5,000 are depreciated at the rate of 100% and same is debited to statement of profit & loss.

**g) Revenue recognition:**

- i) Sale of goods are recognised when the substantial risks and rewards of ownership in goods are transferred to the buyer, upon supply of goods, and raising of bill for the same.
- ii) Sales are reflected at exclusive of Goods and Service Tax
- iii) Interest income is recognised on time proportion basis.
- iv) Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and it can be reliably measured.

**h) Investments :**

- i) Investment that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long - term investments (non-current investments).
- ii) Current investments are carried at cost or fair value, whichever is lower.
- iii) Long-term investments are carried at cost.

**i) Retirement and other employee benefits:**

- i) All short-term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred. Company's contribution to Provident Fund & ESIC is accounted on accrual basis & charged to Profit & Loss Account.
- ii) Leave encashment does not form part of the retirement benefits to the employees therefore the same is not provided for.
- iii) In accordance with applicable Indian laws, the Company provides for gratuity. Gratuity provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company and future increments. Liability with regard to gratuity is accrued based on third party valuations at the balance sheet date. Gain or loss is recognized immediately in the statement of profit and loss as income or expense.

## Notes to the Financial Statement for the Year Ended March 31, 2024

**j) Taxation:**

- (i) Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the, Income Tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.
- (ii) Provision for taxation has been made considering the disallowable, exemptions and deductions and/or liabilities/credits and set offs available under the Income Tax / MAT as per The Law as laid down and interpreted by various authorities and in consistency with AS-22 "Taxes on Income" issued by ICAI.
- (iii) Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. The changes and movements in Deferred Tax are given below:

Particulars	31-Mar-24	31-Mar-23
Opening Balance of Deferred Tax Asset	16.33	5.27
Add: Deferred tax Assets/ (Liability) created during the year	(18.22)	11.05
Closing Balance of Deferred Tax Asset / (Liability)	<b>(1.89)</b>	<b>16.33</b>

**k) Provisions:**

The Provision for all known liabilities are adjusted and are not in excess of the amount considered reasonable necessary. A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**l) Earnings per Share:**

The amount considered in ascertaining the Company's earnings per share constitutes the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of share outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Particulars	31-Mar-24	31-Mar-23
Net Profit/(Loss) as per Profit and Loss Account	224.12	113.54
Weighted average number of equity shares outstanding during the year in calculating basic EPS	63,03,750	43,26,134
Nominal value of shares	10	10
Earnings per share	3.56	2.62

Since, company does not have any convertible preference shares and debentures leading to same Basic EPS and Diluted EPS as calculated above.



**m) Auditors' remuneration:**

Particulars	31-Mar-24	31-Mar-23
Statutory Audit fees	1.75	0.75
Tax Audit Fees	1.00	1.00
Others	2.25	2.25
Total	5.00	4.00

**n) Borrowing Cost:**

Borrowing cost comprises Interest & Finance charges to the extent related / attributable to qualifying assets created in existing business. All new capital Assets Purchase during the year are put to use within one year, hence is not qualified as "Qualifying assets" in view of AS -16. As a result borrowing costs are charged to profit and loss account in the period of their accrual.

**o) Impairment of Assets**

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the assets/Cash generating units. If any indication exists an impairment loss is recognised, when the carrying amount exceeds the greater of net selling price and present value in use.

**p) Research & Development**

Expenditure related to capital items is debited to fixed assets and depreciated at applicable rates. Revenue expenditure is charged to the Profit & Loss A/c. of the year in which they are incurred.

**q) Cash & Cash equivalent**

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investment with an original maturity of twelve months or less.

**r)** Previous year's figures have been regrouped where necessary to confirm this year's classification.

**s)** The Trade Receivables, Trade Payables & Loans & Advances are subject to confirmation by the parties. In the opinion of the Board, the Current Assets are approximate of the value stated if realised in the ordinary course of business.

**As Per Our Report of Even Date**

**For DEVANG KUMAR DAND & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

**Firm Regn.No. 135250W**

**For and On Behalf of the Board**

**For MCON RASAYAN INDIA PVT. LTD.**

**Sd/-**

**Sd/-**

**(MAHESH BHANUSHALI)  
MANAGING DIRECTOR  
DIN: 07585072**

**Sd/-**

**(CHETAN BHANUSHALI)  
WHOLE TIME DIRECTOR  
DIN: 09341600**

**Place: Mumbai**

**Date: 23rd May, 2024**

Notes to the Financial Statement for the Year Ended March 31, 2023

## NOTE 3 : SHARE CAPITAL

	31-Mar-24		31-Mar-23	
	Number	Amount (₹ In Lakhs)	Number	Amount (₹ In Lakhs)
<b>1 Authorised</b>				
Equity Shares of Rs. 10/- each carrying voting rights	70,00,000	700.00	70,00,000	700.00
& dividend rights	70,00,000	700.00	70,00,000	700.00
<b>2 Issued,Subscribed &amp; Paidup</b>				
Equity Shares of Rs. 10/- each, issued at par fully paid up	63,03,750	630.38	63,03,750	630.38
	63,03,750	630.38	63,03,750	630.38
<b>3 Reconciliation of Number of Shares</b>				
Outstanding at beginning of the year	63,03,750	630.38	15,00,000	150.00
Add: Shares Issued during the year	-	-	7,50,000	75.00
Add: Bonus Shares Issued during the year	-	-	23,43,750	234.38
Add: Shares Issued during the year - Initial Public Offer on NSE Emerge -	-	-	17,10,000	171.00
Less: Shares Bought back during the year				
Outstanding at Closing of the year	63,03,750	630.38	63,03,750	630.38
<b>4 Details of Shareholder holding</b>				
<b>Name of Shareholder</b>	<b>Number</b>	<b>% of Holding</b>	<b>Number</b>	<b>% of Holding</b>
Mahesh Bhanushali	35,00,285	55.53%	35,00,285	55.53%
Chetan Bhanushali	4,73,625	7.51%	4,73,625	7.51%
Euoplus OneReality Private Limited	3,44,000	5.46%	3,96,000	6.28%
	43,17,910	68.50%	43,69,910	69.32%
<b>5 Shareholding of Promoters</b>				
			<b>31-Mar-24</b>	
<b>Promoter Name</b>	<b>Number of Shares</b>	<b>% of Total Shares</b>	<b>% Change during the year</b>	
Mahesh Bhanushali	35,00,285	55.53%	0.00%	
Puja Bhanushali	1,13,625	1.80%	0.00%	
	36,13,910	57.33%	0.00%	
			<b>31-Mar-23</b>	
<b>Promoter Name</b>	<b>Number of Shares</b>	<b>% of Total Shares</b>	<b>% Change during the year</b>	
Mahesh Bhanushali	35,00,285	55.53%	0.00%	
Puja Bhanushali	1,13,625	1.80%	0.00%	
	36,13,910	57.33%	0.00%	

## NOTE 4 : RESERVES &amp; SURPLUS

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
<b>1 Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening Balance	81.71	90.04
Add: Net Profit / (Net Loss) for the Year	224.12	113.54
Less: Bonus Shares issued during the year	-	(121.88)
<b>2 Securities Premium</b>	625.50	625.50
<b>3 Share Based Payment Reserve</b>	4.02	-
Closing Balance	<b>935.34</b>	<b>707.21</b>

## NOTE 5 : LONG TERM BORROWINGS

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
a) Secured		
<b>1 Vehicle Loan</b>		
From Bank	-	4.76
From Others	-	0.44
<b>2 Term Loan</b>		
From Bank	506.13	350.75
From Others	-	-
	<b>506.13</b>	<b>355.94</b>

## Details of Security and Terms of Repayment:

Nature of Security	Terms of Repayment
Loan from John Deere Financial for Rs.1.7 Lakhs is Secured.	Loan is to be paid in 36 Equated Monthly Installments (EMIs) Starting from July 9, 2021
Loan from John Deere Financial for Rs.7.3 Lakhs is Secured.	Loan is to be paid in 36 Equated Monthly Installments (EMIs) Starting from June 4, 2021
Loan from Yes Bank for Rs.20.00 Lakhs is Secured.	Loan is to be paid in 48 Equated Monthly Installments (EMIs) Starting from February 22, 2021
Loan from ICICI Bank for Rs.62.21 Lakhs is Secured.	Loan is to be paid in 79 Equated Monthly Installments (EMIs) Starting from July 31, 2021
Loan from ICICI Bank for Rs.66.90 Lakhs is Secured.	For Initial 24 months only interest amount is payable and for balance tenure Loan will be paid in 36 Equated Monthly Installments (EMIs) Starting from February 29, 2024
Loan from ICICI Bank for Rs.100.00 Lakhs is Secured.	Loan is to be paid in 84 Equated Monthly Installments (EMIs) Starting from April 30, 2022
Loan from ICICI Bank for Rs.82.55 Lakhs is Secured.	Loan is to be paid in 84 Equated Monthly Installments (EMIs) Starting from January 31, 2023
Loan from ICICI Bank for Rs.136.47 Lakhs is Secured.	Loan is to be paid in 84 Equated Monthly Installments (EMIs) Starting from January 31, 2023
Loan from Axis Bank for Rs.110.50 Lakhs is Secured.	Loan is to be paid in 72 Equated Monthly Installments (EMIs) Starting from March 31, 2024
Loan from Axis Bank for Rs.117.00 Lakhs is Secured.	Loan is to be paid in 72 Equated Monthly Installments (EMIs) Starting from March 31, 2024
Loan from Axis Bank for Rs.121.00 Lakhs is Secured.	Loan is to be paid in 72 Equated Monthly Installments (EMIs) Starting from March 31, 2024
Loan from Axis Bank for Rs.39.38 Lakhs is Secured.	Loan is to be paid in 50 Equated Monthly Installments (EMIs) Starting from March 31, 2024

Notes to the Financial Statement for the Year Ended March 31, 2024

**Details of Security and Terms of Repayment (Contd.):**

Nature of Security	Terms of Repayment
Loan from Axis Bank for Rs.70.76 Lakhs is Secured.	Loan is to be paid in 72 Equated Monthly Installments (EMIs) Starting from March 31, 2024
Loan from Axis Bank for Rs.31.22 Lakhs is Secured.	Loan is to be paid in 72 Equated Monthly Installments (EMIs) Starting from March 31, 2024
Loan from Axis Bank for Rs.75.00 Lakhs is Secured.	Loan is to be paid in 63 Equated Monthly Installments (EMIs) Starting from March 31, 2024
Loan from Axis Bank for Rs.66.90 Lakhs is Secured.	Loan is to be paid in 36 Equated Monthly Installments (EMIs) Starting from March 31, 2024

**NOTE 6 : DEFERRED TAX (LIABILITIES) / ASSETS**

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 On account of difference of WDV of property, plant & equipment as per Income Tax Act, 2013 and Companies Act, 2013	6.15	8.29
2 On account of expenses disallowed as per Income Tax Act, 2013	(8.04)	8.04
	<b>(1.89)</b>	<b>16.33</b>

**NOTE 7 : LONG TERM PROVISION**

	31-Mar-23	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 Gratuity	40.94	29.96
	<b>40.94</b>	<b>29.96</b>

**NOTE 8 : SHORT TERM BORROWINGS**

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
<b>a) Secured</b>		
1 Cash Credit From Banks	902.88	324.93
<b>b) Unsecured</b>		
1 Loan from Directors and Related Parties	56.15	99.95
2 Unsecured Loans for Fixed Assets	0.54	-
<b>c) Current Maturities of Long Term Borrowings</b>	129.87	66.42
	<b>1,089.43</b>	<b>491.31</b>

**Note:**

- I. Cash Credit from ICICI Bank for Rs.5.50 Crore was Secured by Immovable Property and any interest therein
- II. Cash Credit from AXIS Bank for Rs.11.75 Crore was Secured by Immovable Property and any interest therein
- III. Loan from Director and Related Parties is unsecured.
- IV. Loan for Fixed Assets is unsecured.

**NOTE 9 : TRADE PAYABLES**

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 Total outstanding dues of micro enterprises and small enterprises	324.25	164.62
2 Total outstanding dues of creditors other than micro enterprises and small enterprises	875.10	535.07
	<b>1,199.35</b>	<b>699.69</b>

As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 year	2-3 years	More than 3 years	Total
(i) Due to MSME	159.41	-	-	-	159.41
(ii) Due to Others	531.87	2.48	0.72	-	535.07
(iii) Disputed dues to MSME	-	-	5.21	-	5.21
(iv) Disputed dues to Others	-	-	-	-	-
<b>Total</b>	<b>691.28</b>	<b>2.48</b>	<b>5.93</b>	<b>-</b>	<b>699.69</b>

As at March 31, 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 year	2-3 years	More than 3 years	Total
(i) Due to MSME	322.04	1.19	-	-	323.23
(ii) Due to Others	864.37	7.63	0.90	-	872.90
(iii) Disputed dues to MSME	1.02	-	-	-	1.02
(iv) Disputed dues to Others	-	-	2	-	2.19
<b>Total</b>	<b>1,187.43</b>	<b>8.82</b>	<b>3.09</b>	<b>-</b>	<b>1,199.34</b>

## NOTE 10 : OTHER CURRENT LIABILITIES

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 Statutory Remittances	18.21	25.48
2 Outstanding Expenses	46.95	42.84
3 Advance from Debtors	0.05	0.58
4 Deposit Liability	14.05	8.75
	<b>79.26</b>	<b>77.65</b>

## NOTE 11 : SHORT TERM PROVISION

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 Provision For Tax FY 2022- 23 (Net of Advance Tax, TDS & TCS)	-	36.88
2 Provision For Tax FY 2023- 24 (Net of Advance Tax, TDS & TCS)	70.37	-
3 Gratuity	8.75	2.00
	<b>79.12</b>	<b>38.88</b>



Notes to the Financial Statement for the Year Ended March 31, 2024

## NOTE-12 PROPERTY, PLANT AND EQUIPMENT &amp; DEPRECIATION

Name Of Asset	Gross Block			Depreciation				Net Block As On 31-Mar-24 (₹ In Lakhs)	Net Block As On 31-Mar-23 (₹ In Lakhs)
	As On 01-Apr-23 (₹ In Lakhs)	Additions during Year (₹ In Lakhs)	Deductions during Year (₹ In Lakhs)	As On 31-Mar-24 (₹ In Lakhs)	For the Year (₹ In Lakhs)	Written off (₹ In Lakhs)	As on 31-Mar-24 (₹ In Lakhs)		
<b>TANGIBLE ASSETS</b>									
Property at Sarigram (Leasehold Property)	42.45	0	0	42.45	2.36	0	20.83	21.63	23.99
Factory Building	302.71	121.74	0	424.44	31.89	0	31.89	392.56	302.71
Furnitures & Fixtures	16.94	2.93	0	19.87	1.91	0	12.77	7.10	6.08
Godown Renovation	0.99	0	0	0.99	0.05	0	0.56	0.44	0.49
Electric Installations	11.20	27.42	0	38.61	6.61	0	7.03	31.58	10.77
Plant & Machinery	174.09	172.10	3.56	342.63	38.92	0	97.72	244.90	115.29
Cube and Moulds	0.40	0.12	0	0.52	0.04	0	0.42	0.10	0.02
Conveyors	24.08	37.13	0	61.20	6.86	0	15.18	46.02	15.75
Compressor	0.52	0.85	0	1.37	0.18	0	0.51	0.86	0.18
Lab Equipment	3.75	5.13	0	8.88	1.83	0	2.80	6.09	2.78
Computers	13.10	7.57	0	20.67	6.48	0	13.68	7.00	5.91
Printers	0.30	0.82	0	1.11	0.34	0	0.54	0.57	0.10
Office Equipments	10.33	6.75	0.09	16.99	3.27	0	9.98	7.02	3.63
Vehicles	62.68	0	0	62.68	4.87	0	51.94	10.73	15.60
Land at Ambethi	177.37	22.97	0	200.34	0	0	-	200.34	177.37
<b>INTANGIBLE ASSETS</b>									
Software	1.17	1.96	0	3.12	1.12	0	1.91	1.21	0.38
<b>CAPITAL WORK-IN-PROGRESS</b>									
Building at Ambethi (Unit-II) (Not put to use)	0	514.52	0	514.52	0	0	0	514.52	0
Office Equipments at Ambethi (Unit-II) (Not put to use)	0	1.51	0	1.51	0	0	0	1.51	0
Plant and Machinery at Ambethi (Unit-II) (Not put to use)	0	14.87	0	14.87	0	0	0	14.87	0
Electricals Items Ambethi (Unit-II) (Not Put To Use)	0	7.84	0	7.84	0	0	0	7.84	0
Furniture & fixtures at Ambethi (Unit-II) (Not Put to use)	0	4.67	0	4.67	0	0	0	4.67	0
<b>TOTAL</b>	<b>842.07</b>	<b>950.88</b>	<b>3.65</b>	<b>1,789.28</b>	<b>106.74</b>	<b>0</b>	<b>267.76</b>	<b>1,521.56</b>	<b>681.07</b>
<b>Previous Year</b>	<b>374.08</b>	<b>474.67</b>	<b>6.67</b>	<b>842.07</b>	<b>37.72</b>	<b>0</b>	<b>161.02</b>	<b>681.07</b>	<b>250.76</b>

Note: There are no adjustments to Fixed Assets on account of borrowing cost and exchange differences. There is no revaluation of Fixed Assets.

## NOTE 13 : NON CURRENT INVESTMENTS

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 Investment in Equity Instruments (Non trade, unquoted, at cost) 250 shares of Bharat Co-Op Bank Ltd. (Face Value Rs. 20/- each)	0.05	0.05
<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Carrying Value of Aggregate Amount of Quoted Investments	-	-
Market Value of Aggregate Amount of Quoted Investments	-	-
Aggregate Amount of Unquoted Investments	0.05	0.05
Aggregate Provision for Diminution in Value of Investments	-	-
<b>Total</b>	<b>0.05</b>	<b>0.05</b>
	<b>0.05</b>	<b>0.05</b>

## NOTE 14 : LONG TERM LOANS, ADVANCES &amp; DEPOSITS

	31-Mar-23	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
(Unsecured Considered Good)		
1 Balances with Government Authorities	-	0.60
	-	<b>0.60</b>

## NOTE 15 : OTHER NON - CURRENT ASSETS

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 Security Deposits	48.50	30.12
2 Fixed Deposits	1.00	178.08
	<b>49.50</b>	<b>208.20</b>

## NOTE 16 : INVENTORIES

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
(As Valued, Verified & Certified by the Management)		
1 Finished Goods (Valued at Lower of Cost or NRV)	526.58	558.41
2 Raw material	594.21	97.92
	<b>1,120.79</b>	<b>656.33</b>

Notes to the Financial Statement for the Year Ended March 31, 2024

## NOTE 17 : TRADE RECEIVABLES

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 Unsecured Considered Good		
a) Outstanding for a period exceeding 6 months from the date they were due for payment	306.95	26.25
b) Others	1,396.56	1,000.55
	<b>1,703.50</b>	<b>1,026.79</b>

As at March 31, 2024

	Less Than 6 months	6 months - 1 years	1- 2 Years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered Good	1,000.51	7.58	3.08	0.20	6.14	1,017.51
(ii) Undisputed Trade Receivables - Considered Doubtful	0.04	0.04	1.11	0.70	0.14	2.03
(iii) Disputed Trade Receivables - Considered Doubtful	-	-	1.20	5.83	0.23	7.26
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
<b>Total</b>	<b>1,000.55</b>	<b>7.62</b>	<b>5.39</b>	<b>6.73</b>	<b>6.51</b>	<b>1,026.79</b>

As at March 31, 2023

	Less Than 6 months	6 months - 1 years	1- 2 Years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered Good	1,396.56	270.27	16.93	2.55	6.02	1,692.33
(ii) Undisputed Trade Receivables - Considered Doubtful	-	1.10	1.16	0.96	0.70	3.92
(iii) Disputed Trade Receivables - Considered Doubtful	-	-	-	1.20	6.06	7.26
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
<b>Total</b>	<b>1,396.56</b>	<b>271.37</b>	<b>18.09</b>	<b>4.71</b>	<b>12.78</b>	<b>1,703.50</b>

## NOTE 18 : CASH &amp; CASH EQUIVALENTS

	31-Mar-23	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 Cash on Hand	1.46	3.04
2 Balances with Banks:		
In Current Accounts	26.19	24.71
In CC Account	42.34	-
	<b>69.99</b>	<b>27.74</b>

## NOTE 19 : SHORT TERM LOANS &amp; ADVANCES

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
(Unsecured, Considered good)		
1 Advances recoverable in cash or in kind or for value to be received	70.11	347.17
2 Balances with Government Authorities	19.09	37.64
	<b>89.20</b>	<b>384.82</b>

**NOTE 20 : OTHER CURRENT ASSETS**

	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	<b>(₹ In Lakhs)</b>	<b>(₹ In Lakhs)</b>
1 Prepaid Expenses	5.48	5.46
2 Amount held in Monitoring Agency Account	-	1.91
3 Other Receivables	-	0.16
4 TDS receivable from Party	1.18	1.15
5 Advance against Travelling	0.13	20.41
6 Loyalty Coupoun (Discount Coupon)	0.48	-
	<b>7.27</b>	<b>29.10</b>

**NOTE 21 : REVENUE FROM OPERATIONS**

	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	<b>(₹ In Lakhs)</b>	<b>(₹ In Lakhs)</b>
1 Local Sales	1,863.62	1,104.70
Interstate Sale	2,348.99	2,000.27
	<b>4,212.62</b>	<b>3,104.97</b>

**NOTE 22: OTHER INCOME**

	<b>31-Mar-23</b>	<b>31-Mar-23</b>
	<b>(₹ In Lakhs)</b>	<b>(₹ In Lakhs)</b>
1 Interest on Fd	0.74	0.35
2 Discount	-	0.06
3 Gain on Sale of Fixed Asset	1.70	0.78
4 Subsidy from Government	39.19	-
	<b>41.64</b>	<b>1.19</b>

**NOTE 23: COST OF MATERIAL CONSUMED**

	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	<b>(₹ In Lakhs)</b>	<b>(₹ In Lakhs)</b>
1 Opening Stock Raw Material & Packing Material	558.41	145.32
Add Raw Materials & Packing Material Purchased	2,524.96	1,816.00
Less: Closing Stock of Raw Material & Packing Material (As Verified, Valued & Certified by the Management)	594.21	558.41
	<b>2,489.17</b>	<b>1,402.91</b>

**NOTE 24 : CHANGES IN INVENTORIES****OF MANUFACTURED GOODS**

	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	<b>(₹ In Lakhs)</b>	<b>(₹ In Lakhs)</b>
Opening Stock of Finished goods	97.92	287.49
Less: Closing Stock of Finished Goods (As Verified, Valued & Certified by the Management)	526.58	97.92
	<b>(428.67)</b>	<b>189.58</b>

Notes to the Financial Statement for the Year Ended March 31, 2024

## NOTE 25: EMPLOYEE BENEFIT EXPENSES

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 Salaries, Wages & Bonus	414.75	275.94
2 Director Remuneration	79.20	42.00
3 Recruitment Expenses	1.99	2.04
4 Provident Fund Expenses	10.21	6.09
5 Incentive to Employees	-	3.60
6 ESIC Expenses	0.32	0.16
7 Gratuity Expenses	17.73	31.96
8 Employee Benefit Cost/Expenses	4.02	-
	<b>528.21</b>	<b>361.78</b>

## NOTE 26: FINANCE COST

	31-Mar-23	31-Mar-22
	(₹ In Lakhs)	(₹ In Lakhs)
1 Bank Charges, Loan Processing & Credit Card Charges	35.56	18.36
2 Interest on Bank Cash Credit / Overdraft	53.89	29.62
3 Interest on Term Loan	55.82	26.85
4 Interest on Tempo loan	0.21	0.15
5 Interest on Tds	0.53	0.66
6 Interest on Tcs	-	-
7 Interest On Income Tax Payment	5.63	2.45
	<b>151.64</b>	<b>78.09</b>

## NOTE 27: OTHER EXPENSES

	31-Mar-24	31-Mar-23
	(₹ In Lakhs)	(₹ In Lakhs)
1 Building Approval Plan Expenses	2.17	-
2 Business Promotion Expenses & Event and Exhibition	79.24	32.13
3 Commission Expenses	1.80	10.13
4 Computer Expenses	3.39	1.62
5 Conveyance Expenses	34.91	21.84
6 Courier Charges	2.05	1.07
7 Designing Charges	0.60	-
8 Discount on account of Scheme	23.83	5.19
9 Electricity Charges	21.58	15.60
10 Factory Expenses	121.67	105.88
11 Festival Expenses	5.66	0.29
12 Godown Expenses	5.13	3.85
13 Tax/Gst Expenses	8.46	1.66
14 Independent Directors Sitting fees	4.41	0.55
15 Insurance Expenses	7.30	2.90
16 Internal Audit Fees	0.60	0.30
17 Internet Expenses	0.63	0.41



**NOTE 27 : OTHER EXPENSES (Contd.)**

	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	<b>(₹ In Lakhs)</b>	<b>(₹ In Lakhs)</b>
18 License Expenses	1.55	0.09
19 Loading And Unloading Charges	33.51	12.64
20 Loss on Sale of Dumper Vehicle	-	0.72
21 Machine Repair & Maintenance	17.34	12.40
22 Membership Fees	0.13	0.22
23 Office Expenses	25.92	10.25
24 Other Expenses	1.05	0.66
25 Petrol/Diesel/Toll Expenses	70.52	114.69
26 Post IPO Expenses	-	53.85
27 Share Dematerialisation Expenses	3.04	-
28 Printing & Stationery	19.21	7.07
29 Product Expenses	6.44	4.41
30 Professional Charges	53.57	52.56
31 Professional Tax	0.05	0.08
32 Property Tax	1.31	0.48
33 R & D Department expenses	0.39	0.77
34 Rent 30.30	20.08	
35 Repairs & Maintenance	0.74	0.84
36 Roc Filing Charges	0.20	6.01
37 Security Charges	2.80	-
38 Staff Welfare expenses	21.04	10.49
39 Sundry Balance Writeoff	4.42	0.79
40 Telephone Charges	3.92	2.44
41 Trade Mark Registration Expense	-	0.40
42 Transportation Expenses	424.52	330.83
43 Travelling Expense	25.35	13.28
44 Vehicle Expenses	11.49	12.79
45 Website & Domain Charges	6.90	6.23
46 Audit Remuneration	5.00	4.00
	<b>1,094.16</b>	<b>882.48</b>

Notes to the Financial Statement for the Year Ended March 31, 2023

**NOTE 28 : DISCLOSURE UNDER AS-15**

Provision is made for gratuity (unfunded) based upon actuarial valuation done for the Year ended March 31, 2024. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. Commitments are actuarially determined using the 'Projected Unit Credit' method. Gains and losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss.

<b>I. ASSUMPTIONS:</b>	<b>For the Year ended March 31,2024</b>	<b>For the Year ended March 31,2022</b>
Discount rate	7.20% p.a.	7.50% p.a.
Salary Growth Rate	7.00% p.a.	7.00% p.a.
Withdrawal Rates	Age 25 & Below: 30% p.a. 25 to 35: 25% p.a. 35 to 45: 20% p.a. 45 to 55: 15% p.a. 55 & above: 5% p.a.	Age 25 & Below: 30% p.a. 25 to 35: 25% p.a. 35 to 45: 20% p.a. 45 to 55: 15% p.a. 55 & above: 5% p.a.
Retirement	60 years	60 years
<b>II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION:</b>	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>
Defined Benefit Obligation at beginning of the year	31.96	21.76
Current Service Cost	7.90	4.99
Interest cost	2.32	1.53
Benefits Paid	0	0
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	0.67	(0.80)
Actuarial (Gains)/Losses on Obligations - Due to Experience	3.93	4.49
Actuarial (Gains)/Losses on Obligations - Due to Demographic Assumption	2.91	0
<b>Defined Benefit Obligation as at end of the year</b>	<b>49.69</b>	<b>31.96</b>
<b>III. AMOUNT RECOGNIZED IN THE BALANCE SHEET:</b>	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>
Net liability as at beginning of the year	31.96	21.76
Net expense recognized in the Statement of Profit and Loss	17.73	10.20
Benefits Paid	0	0
Net Liability/(Asset) Transfer In	0	0
Net liability as at end of the year	49.69	31.96
<b>IV. EXPENSES RECOGNISED</b>	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>
Current Service Cost	7.90	4.99
Interest Cost	2.32	1.53
"Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions"	2.91	0
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	0.67	(0.80)
Actuarial (Gains)/Losses on Obligations - Due to Experience	3.93	4.49
Expense charged to the Statement of Profit and Loss	17.73	10.20
<b>V. EXPERIENCE ADJUSTMENTS</b>	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>
On Plan Liability (Gains)/Losses	3.93	4.49

VII) The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.

VIII) The company operates an unfunded gratuity plan wherein employees are entitled to the benefit as per scheme of the company for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service.

## NOTE 29: DETAILS OF RELATED PARTY TRANSACTION

## (a) Names of Related Parties where there were transactions during the year:

Sr. No.	Name of Related Party	Description of relationship
1	Mahesh Bhanushali	Managing Director & Chairman
2	Chetan Bhanushali	Whole Time Director
3	Nandan Pradhan	Whole Time Director
4	Puja Bhanushali	Non-Executive Director
5	R K Trader	Non-Executive Director - Puja Bhanushali has significant influence
6	Veenita Thakkar	CFO
7	Aesha Shah*	Company Secretary & Compliance Officer

\*Aesha Shah was appointed as Company secretary w.e.f 2nd December 2023

## (b) Details of transactions with related party during the year:

Particulars	Mahesh Bhanushali	Chetan Bhanushali	Puja Bhanushali	Nandan Pradhan	R K Trader	Veenita Thakkar	Aesha Shah
<b>Transactions during the year:</b>							
a) Loan Taken							
Opening Balance	94.08	4.16	1.72	-	-	-	-
Loan Taken	54.43	8.98	4.00	-	-	-	-
Loan Repaid	92.37	13.13	5.72	-	-	-	-
Closing Balance	56.15	-	-	-	-	-	-
b) Director's Remuneration	24.00	18.00	-	37.20	-	-	-
c) Purchase of Goods	-	-	-	-	159.16	-	-
d) Sale of Goods	-	-	-	-	1,295.38	-	-
e) Salary	-	-	-	-	-	3.00	1.88
f) Rent	-	-	3.60	-	-	-	-

## NOTE 30 : DETAILS OF CONTINGENT LIABILITIES &amp; COMMITMENTS

Particulars	For the year ended 31-Mar-23 (₹ In Lakhs)	For the year ended 31-Mar-22 (₹ In Lakhs)
I. Contingent Liabilities		
(a) claims against the company not acknowledged as debt*;	0	0
(b) guarantees excluding financial guarantees; and	0	0
(c) other money for which the company is contingently liable.	0	0
II. Commitments-		
(a) estimated amount of contracts remaining to be executed on capital account and not provided for	0	0
(b) uncalled liability on shares and other investments partly paid	0	0
(c) other commitments	0	0

Note: The above details should be read with the significant accounting policies and notes to summary, statement of assets & liabilities, profits and losses and cash flows

Notes to the Financial Statement for the Year Ended March 31, 2024

## NOTE 31 : DUES OF SMALL ENTERPRISES

## AND MICRO ENTERPRISES:

	For the Year ended March 31,2024 (₹ In Lakhs)	For the Year ended March 31,2022 (₹ In Lakhs)
(a) Dues remaining unpaid to any supplier at the end of each accounting year		
-Principal	324.25	164.62
-Interest on the above	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Note 1: The Company has not accounted for interest provisions as per MSMED Act, 2006 as the company has made payments to MSME Vendors within contractual period which is exceeding the contractual time-limit as per MSMED Act, 2006 and the amount payable to them are agreed between the company and the vendors considering the contractual credit period and hence, no interest is payable.

Note 2: Micro enterprises and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the confirmations received in response to intimation in this regard sent by company to the suppliers.

Note 3: Micro, Small and Medium Enterprises in terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the company.

## NOTE 32 ADDITIONAL REGULATORY INFORMATION

## AS PER PARA Y OF SCHEDULE III TO COMPANIES ACT, 2013:

- The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
- The Company has not revalued its Property, Plant and Equipment.
- The Company has not granted loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
  - repayable on demand or
  - without specifying any terms or period of repayment

## iv. Capital work-in-progress:-

## Ageing of Capital work-in-progress:-

(₹ In Lakhs)

CWIP	As at March 31, 2023				
	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	543.41	0	0	0	543.41
Projects temporarily suspended	0	0	0	0	0

**Ageing of Capital work-in-progress:-**

(₹ In Lakhs)

CWIP	As at March 31, 2022				
	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	451.96	116.58	0	0	568.54
Projects temporarily suspended	0	0	0	0	0

- v. The Company does not have any intangible assets under development.
- vi. No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- vii. There is no differences in Inventories filed by the Company with banks or financial institutions.
- viii. The company is not declared as wilful defaulter by any bank or financial institution or other lender.
- ix. The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- x. There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
- xi. The company does not have any investments and hence, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

**xii. Significant Accounting Ratios:**

Ratios	For the year ended March 31,2023	For the year ended March 31,2022	Variation (%)
(a) Current Ratio	1.22	1.63	(24.79%)
(b) Debt-Equity Ratio	1.02	0.63	60.88%
(c) Debt Service Coverage Ratio*	0.28	0.25	12.59%
(d) Return on Equity Ratio*	0.15	0.14	7.26%
(e) Inventory turnover ratio*	4.74	5.70	(16.85%)
(f) Trade Receivables turnover ratio*	3.09	4.02	(23.33%)
(g) Trade payables turnover ratio*	2.66	3.33	(20.17%)
(h) Net capital turnover ratio*	6.19	6.18	0.24%
(i) Net profit ratio	0.05	0.04	45.49%
(j) Return on Capital employed*	0.13	0.09	39.06%
(k) Return on investment	0.74	0.00	37551.20%

Reasons for Variation more than 25%:

- (a) Debt-Equity Ratio The ratio is Increased Due To Increase in Debt in the current year
- (b) Net profit ratio The Company Sales Turnover has increased during the year, Fixed Costs remaining same additional sales leads to better profitability for the year
- (c) Return on Capital employed The ratio is Increased Due To Increase In Profit In the current year
- (d) Return on investment The ratio has increased since all FD's have been redeemed and used by the company in working capital and construction of Factory

- xiii. The Company does not have any scheme of arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- xiv. **A.** No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



**Notes to the Financial Statement for the Year Ended March 31, 2024**

- B. No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

1. This section shall include discussion on the following matters within the limits set by the listed entity's competitive position:

**a. Industry structure and developments:**

The construction industry in India is a critical sector for the country's economic development, contributing significantly to GDP and employment. As of 2023 - 24, several key trends and developments are shaping the industry:

- **Infrastructure Projects:** There is a strong focus on infrastructure development, including highways, bridges, and urban transportation systems. Major projects like the Bharatmala Pariyojana and various smart city initiatives are driving demand. Pradhan Mantri Awas Yojana – Urban (PMAY-U)(73) a flagship Mission of Government of India being implemented by Ministry of Housing and Urban Affairs which has picked up pace in this year and will continue for next few years. This type of impetus by the Government on the Infrastructure expenses will ensure a better business opportunity for Mcon Rasayan.
- **Residential and Commercial Construction:** The demand for residential housing, especially affordable housing, remains high. Commercial real estate is also experiencing growth, driven by the expansion of the IT sector and the rise of new business hubs. There have been special initiatives given by government to this sector.
- The construction industry has seen some important developments in the recent times, the speed of construction has increased with implementation of new concreting techniques like self compacting concrete, high early strength concrete and tunnel formwork. These changing technological advancements have created requirement for construction chemicals like shuttering oil, gun grade non shrink grouts and high end tile adhesives.
- Mcon Rasayan India Ltd. is in the business of manufacturing, marketing and selling of modern building materials and construction chemicals with a suite of more than 80 products which includes a range of construction materials and construction chemicals in both powder and liquid forms. The products are marketed and sold under the "MCON" brand. Mcon Rasayan India Ltd has been spreading its wings across India by entering into the markets of North India and South India after proving their prowess in the western zone of the country.

**b. Opportunities and Strengths:**

Opportunities to Mcon Rasayan India Ltd. : Mcon Rasayan India Ltd. has a tremendous scope in the geography that its operating and also the product segment of Construction Chemicals and Modern building materials:

- Significant positive for infrastructure: The government's capital expenditure is set to rise to Rs 11.1 Lc Cr, reflecting an encouraging growth of 17% for FY25 compared to the revised FY24 estimates. Its unwavering focus remains on Roads, Power, Urban Development, and Railways, which are expected to drive significant long-term economic multipliers. Notably, the government has announced increased capital outlays for Railways at Rs 2.55 Lc Cr, which will substantially enhance railway infrastructure. Additionally, allocation to the PM Awas Yojana has been increased to Rs 84,670 Cr, up from Rs 54,000 Cr in the previous fiscal year
- The Construction sector of India presents several promising opportunities due to various factors such as urbanization, infrastructure development, real estate growth, and changing consumer preferences. Also now that we are entering into the markets of North India, it has its unique advantages like:
  - **Urban Expansion:** North India, especially Delhi NCR, has seen rapid urban expansion and infrastructure development, driven by high population density and economic growth. Major projects include metro expansions, expressways, and smart city initiatives.
  - **Real Estate Boom:** The real estate sector in North India, particularly in Delhi NCR, is characterized by high demand for both residential and commercial properties. There's a focus on luxury housing as well as affordable housing under schemes like PMAY.
  - **Infrastructure Projects:** Major infrastructure projects include the construction of expressways such as the Delhi-Mumbai Expressway and large-scale urban development projects aimed at decongesting major cities.
  - **Government Initiatives:** The region benefits from significant central government funding and initiatives aimed at improving urban infrastructure and connectivity.

The awareness that has been created in last 5 years for the use of construction chemicals across major product segments is a big opportunity for Mcon Rasayan to spread its business in the Retail segment and small contractor use segments, as tile adhesives for fixing the tiles, liquid waterproofing coatings for waterproof repairs of homes and buildings, modern ready to use repair mortars for structural repairs have gained momentum.

#### RISKS AND CONCERNS:

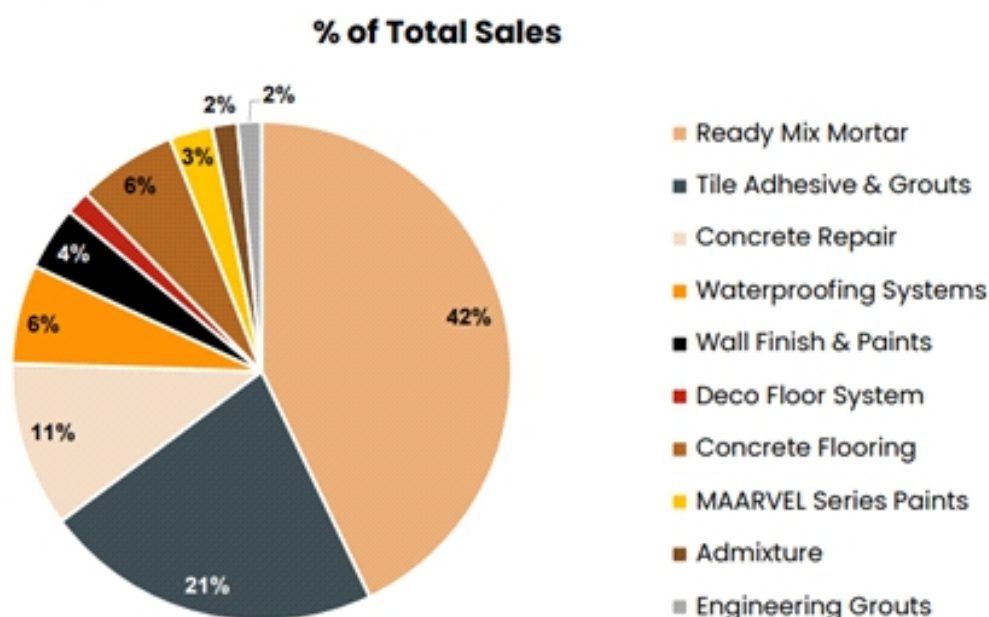
- **Regulatory and Compliance Risks:** India's regulatory environment can be complex and subject to changes. The construction chemicals industry is affected by regulations related to import duties and GST on Cement. Changes in these regulations can impact product formulations, raw material availability, and operational practices, requiring companies to invest in compliance management and product adaptation.
- **Quality and Performance Risks:** Construction chemicals play a crucial role in ensuring the durability and structural integrity of buildings and infrastructure. Any compromise in product quality can lead to construction failures, safety concerns, and financial losses for all stakeholders involved. Maintaining consistent quality and performance standards across a diverse range of construction chemicals can be challenging, particularly in a market with varying levels of technological expertise.
- **Economic and Market Fluctuations:** The construction industry in India is influenced by economic cycles, interest rates, and government spending on infrastructure projects. This vulnerability can affect revenues and profitability for manufacturers and suppliers in the industry.
- **Competition and Pricing Pressures:** The construction chemicals market in India is becoming increasingly competitive as more players enter the field. Intense competition can lead to price wars and margin erosion.

#### c. Segment-wise or product-wise performance.

In the financial year of 2023 – 24 Mcon Rasayan has consciously worked on its product mix and thus improved on its Gross margins. Many of our champion products did really well during this period. We have continued to value and appreciate our Network and our Distributors as our strength and come what may we have done major business through them. In this financial year we have crossed our benchmark of appointing more than 75 distributors across India. And the results were really encouraging. In the year we did value growth of 33% and volume growth of 42 %.

## Product Mix

\*\*\*\*\*



## • Strategic gains

We have strategized and optimised our supply chain by the way our products and services reach customers thus enhance market penetration, improve efficiency, and drive growth. We have developed strong relationships with key channel partners. Mcon Rasayan ensured that our Distributors align with our brand values and can effectively reach our target market. These strategies were strongly complemented by leveraging the brand strength and looking at product innovation to grow the premium and high margin product mix.

Innovation in construction chemicals is crucial for advancing building techniques, improving durability, and enhancing sustainability in the construction industry. We at Mcon Rasayan further gave some fantastic products to the Construction sector like Micro Concrete Under Water, Crystalline waterproof admixture, Corrosion inhibiting coating and so on, which got excellent response from the specifiers, the government officials and also the contractors and it also helped us in bettering our bottom lines.

In the tiling and flooring product segment, we enhanced our **high-strength adhesives so that the tiles can be fixed with a better** bonding strength for a variety of substrates, including challenging materials like composites and glass. Also we brought in **flexible sealants that** offer greater flexibility and durability, accommodating movement and expansion in building materials without compromising performance.

The waterproofing and adhesives product categories, two of our ongoing category saw major expansions, as we continued to grow significantly ahead of the overall portfolio growth. Our emphasis on product innovation and solution-focused approach to meet varied customer requirements through an evolving product plus service combination, has allowed us to make significant inroads in these large categories.

The major contributor in terms of volume and value was again the Ready mix mortar segment as our Readyplaster and Block adhesives were appreciated and sought after in spite of the tough price war going on in this category. We did a total tonnage of 2255 MT in the readymix mortar segment which contributed to total of 56 % of our total tonnage sold in

## d. Outlook

The outlook for construction chemicals in India is quite promising. Several factors contribute to this positive trend:

- 1. Infrastructure Growth:** India's rapid urbanization and infrastructure development, including projects like smart cities, highways, and residential complexes, drive demand for advanced construction chemicals. Especially when the speed of construction is a big criteria for timely finishing of the project so the use of construction chemicals is a promising alternative for all the stakeholders of the project.
- 2. Government Initiatives:** Government schemes like the Pradhan Mantri Awas Yojana and National Infrastructure Pipeline are boosting the construction sector, leading to increased use of construction chemicals.
- 3. Technological Advancements:** Advances in construction technology and the increasing use of high-performance materials are pushing the demand for specialized construction chemicals. Grade of concrete has been pushed from M25 to M100 thus the need for admixtures to ensure that such high grade concrete has to be made possible.
- 4. Sustainability Trends:** There's a growing emphasis on sustainable construction practices. Construction chemicals that enhance energy efficiency, reduce carbon footprints, and improve the longevity of structures are gaining traction. Mcon Rasayan has ensured the same by bringing in products like Self cure readymix plaster, high grade curing compounds and VOC free paints focus on sustainability.
- 5. Rising Standards:** Increasing awareness of the benefits of using high-quality construction chemicals, such as improved durability and maintenance, is influencing their adoption. Mcon Rasayan has brought in liquid membranes which give a 100% waterproofing to your terraces without breaking the surface and a good life to your structure.
- 6. Economic Factors:** The growing economy and increased disposable income contribute to higher spending on construction and renovation, thereby boosting demand for construction chemicals. Post covid people have understood the concept of Home is an important part of your day to day life so they are creating beautiful spaces inside the house by using some unique versatile materials.

The future will see a greater focus on tailoring waterproofing systems to specific climate conditions. In regions with heavy monsoons, for instance, waterproofing solutions will need to be particularly robust and capable of withstanding prolonged

exposure to heavy rainfall. Mcon Rasayan has introduced waterproofing sandwich systems which will sustain weathering and rains for more than 15 years and give the home owner a peaceful life.

The successful implementation of future waterproofing technologies and practices hinges on skilled professionals who can design, install, and maintain these systems. As the industry evolves, investing in skill development and training programs will be crucial. Mcon Rasayan has already taken initiative in this regard by conducting training programs for the applicators and then certifying them as the Authorised Applicators. We have resolved to make more than 1000 Authorised applicators who will have the knowledge of correctly doing the application of waterproofing membranes so that we can ensure that the product is applied in a proper manner and the consumer gets the utmost benefits from the same.

#### e. Risks And Concerns.

##### Innovation and Development

- **New Formulations:** R&D enables the development of new waterproofing formulations that provide better protection against water ingress. This includes the creation of more effective chemical compounds or additives that enhance performance.
- **Testing and Validation:** R&D involves rigorous testing to ensure that waterproofing chemicals meet industry standards and perform effectively under different conditions. This includes resistance to water pressure, chemical exposure, and environmental stressors. To address these concerns, Mcon Rasayan has set up its own R&D centre in Navi Mumbai and also one more with the best laboratory set up at the Ambheti factory.

##### Raw material availability

- Our business relies on a stable supply of raw materials, such as cement, aggregates(sand), and additives. Any disruptions in the supply chain, such as shortages or price fluctuations, can impact our production capacity and cost structure. We have done our bit to mitigate these risks by having a huge sand storage area at our Ambethi plant with a sand processing plant to ensure that we get an uninterrupted supply of good quality river sand for all our powder products. Also we have strong tie up with multiple vendors who can supply us high volume consistent material as per our fixed rates to ensure that the costing of the product will not fluctuate.

##### Liability and Warranty Issues

- Our products are used in construction projects for waterproofing in which we are offering warranties and ensuring our product meets industry standards can help mitigate this risk. Also we have our own set of Authorised applicators for the critical application of the products so that we can ensure that it serves the warranties offered. Also we have our own team of Technical experts in application who visit the ongoing sites at regular intervals to educate the site people and check on the correct use of our products.

#### f. Internal control systems and their adequacy.

- The internal financial controls with reference to the financial statements are commensurate with the nature of the company's business and the size and complexity of its operations. The company has adopted policies and procedures for ensuring the orderly and efficient conduct of business including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.
- Adequacy and effectiveness of internal controls are routinely tested by the internal auditors of the company. Based on the internal audit report, the process owners undertake corrective actions in their respective areas, thereby further strengthening the controls. The conclusions of internal audit reports and effectiveness of internal control measures are reviewed by top management and audit committee of the company.
- The company believes in conducting business in a fair, ethical and compliant manner.

#### g. Discussion on financial performance with respect to operational performance.

Effective financial performance is an essential aspect of any business's success. However, financial outcomes are intrinsically linked to the underlying operational performance of an organization.

- **Cost Management:** Efficient operations lead to reduced waste, lower production costs, and optimal resource utilization. This, in turn, positively impacts a company's financial bottom line. Our manufacturing plants the biggest cost to the company,



we have appointed external Manufacturing efficiency who is helping us in improving our OEE (Operational Efficiency). The OEE of the manufacturing plants has gone up from 71% to 82% which has improved our operational cost.

- **Productivity and Output:** An organization's ability to produce more output with the same or fewer resources indicates higher operational efficiency. This can lead to increased revenue generation and improved financial performance. R&D helps in finding cost-effective raw materials and manufacturing processes, which can lower production costs without compromising on quality. We have achieved an over all savings of 4.25% in the raw material consumption and the manufacturing process with help of our R&D changes.
- **Quality Control:** Effective operational processes often result in higher-quality products or services, leading to customer satisfaction, repeat business, and positive brand reputation – all of which can enhance financial performance. Our quality control department is equipped with the latest instruments to test the product and right from the raw material stage to the finished goods leaving the factory , everything is thoroughly tested to ensure that we don't face any quality issues at site. The quality efficiency for the year 2023-24 was at 94.7% thus ensuring that we had very less manpower wastage on rework and a positive brand image in the market.

**h. Material developments in Human Resources / Industrial Relations front, including number of people employed.**

The company considers its employees as its main assets. The well being of its employees is always a priority to the company. The employees are given proper guidance and training to execute their tasks. Hence, high degree of work satisfaction is enjoyed by the employees of the company. We have also given all the employees the ESOP thus making them an integral part of the Company and its growth. We are having Mediclaim policies for all our employees thus whenever in need of medical emergency, each one is well covered.

• **Market Segmentation**

- Mcon Rasayan is mainly focussing on 4 major market segments as per the user profile of its products. They are:
- 1. Building Construction** – This segment is mainly focussed on all the building construction projects spread across India. This include residential as well as commercial properties.
  - 2. Repair & Rehabilitation** – Every piece of concrete structure has to go through repairs and renovation during its life time and better upkeep ensures that the life of the structure increases further.
  - 3. Retail Network** – This segment is the reach to every household of the country as these are the shops who sell building material, paints and tiles.
  - 4. Government Infra Projects** – This segment mainly focusses on the various government projects that are developing infrastructure of the country which includes roads, bridges, dams, reservoirs and so on.
- I. Product segments and the story around the same. (if possible with photographs)
- We are operating in multiple Product segments and each Product segment is unique in its own way.



Our Product Range can be defined in a unique way to ensure the utility of the products in various construction activities.

## Product Profiling

The Product Range can be defined in a unique way to ensure the utility of the products in various construction activities.

**01 - Repair Rehabilitate the Concrete by –  
Concrete Repairs & Anti Corrosive Systems.**

**02 - Care for the Concrete –  
Admixtures & Waterproofing Systems**

**03 - Decorate the Concrete –  
Deco Floor System and Wall Finish Putties**

**04 - Preserve & Protect the Concrete –  
Protective Coatings & Decorative Elastomeric Paints**

**05 - Cover, seal and build the Buildings –  
Ready mix Mortars and Sealants**

**06 - Increase the Wear & Tear of Concrete –  
Floor Hardeners & Engineering Grouts**

**MCON has been predominantly a powder based product manufacturing company**



## Product Portfolio

### 1 Protection & Beautification of External Walls

#### Product List:

- Ready Mix Mortar (P)
- Wall Finish & Paint (L)
- Deco System (P)

### 2 Protection & Beautification of Internal Walls

#### Product List:

- Admixture (L)
- Wall Finish & Paint (L)

### 3 Internal & External Tiling

#### Product List:

- MCON NSA Grey (P)
- MCON NSA White (P)
- MCON NSA Grey Gold (P)
- MCON Tile Grout EP (P)



### 7 Concrete Roads with Tremix System

#### Product List:

- Concrete Flooring (P)

### 4 Basements, swimming pools, etc waterproofing

#### Product List:

- Waterproofing (L)
- Tile Adhesive (P)
- Grouting (P)
- Epoxy Grout (P)

### 5 External Floor Decor

#### Product List:

- Deco Floor System (P)

### 6 Terrace & Overhead Tank Waterproofing

#### Product List:

- MCON Magic Coat Primer & PU (L)
- MCON Magic Coat DP (L)
- MCON Magic Coat Flexy (L)
- MCON Magic Coat 2k (L)
- Magic Coat WP (L)

Powder Product (P)

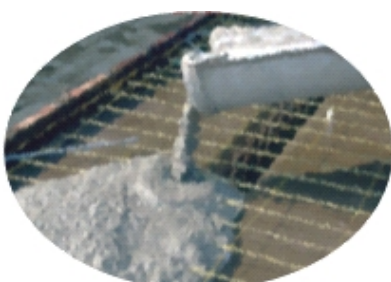


Liquid & Paste Product (L)

Investor Presentation

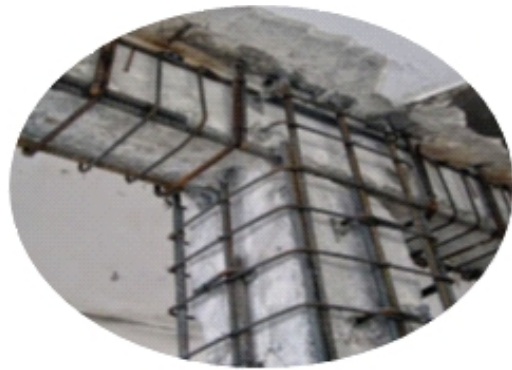
13

**We Care for the Concrete so we offer – Admixtures & Waterproofing Systems**





We Repair Rehabilitate the Concrete by giving – Concrete Repairs & Anti Corrosive Systems



We Decorate the Concrete – Deco Floor System and Wall Finish Putties



We Preserve & Protect the Concrete by offering our – Protective Coatings & Decorative Elastomeric Paints



**We Cover, seal and build the Buildings by our – Ready mix Mortars and Sealants**



**We help in Tiling and Grouting the Surface and Walls with – Tile Adhesives and Tile Grouts**



**We Increase the Wear & Tear of Concrete – Floor Hardeners & Engineering Grouts**



**AN ISO 9001 : 2015, ISO 14001 : 2015 & ISO 45001 : 2018 Company with CE Certified Products**

In the last one year we have done almost 63% of business from Powder based products like Readymix plasters, block adhesives, Tile adhesives and tile grouts while the balance is coming from the high value liquid and paste products. We have increased our reach to the Residential projects and supplied to more than 800 projects across the Western zone of India.

We have also helped the Repair and rehabilitation of the buildings and more than 500 buildings in Mumbai alone have been repaired using Mcon products. The protection of building is not only about repairs but also about waterproofing the buildings. This was done with help of our strong product range of Concrete repair products, waterproofing systems, paints and decorative floorings. We have more than 22% contribution from these two product groups to our over all turnover.

Mcon Rasayan has a strong portfolio of Concrete floor hardeners and we have done some fantastic and reputed projects with these. More than 65% of Mumbai ramps and parking areas have been made using Mcon Floor hardeners.

#### DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS :

Ratio	Current Period	Previous Period	Variance in %	Reason for variance by more than 25%
Current Ratio	1.22	1.63	(24.79)	NA
Debt-Equity Ratio	1.02	0.63	60.88%	The ratio is Increased Due To Increase in Debt in the current year
Debt service coverage ratio	0.28	0.25	12.59%	NA
Return in equity ratio	0.15	0.14	7.26%	NA
Inventory turnover ratio	4.74	5.70	(16.85%)	NA
Trade receivables Turnover ratio	3.09	4.02	(23.33%)	NA
Trade payables turnover ratio	2.66	3.33	(20.17%)	NA
Net capital turnover ratio	6.19	6.18	0.24	NA
Net profit ratio	0.05	0.04	45.49%	The Company Sales Turnover has increased during the year, Fixed Costs remaining same additional sales leads to better profitability for the year
Return on capital employed	0.13	0.09	39.06%	The ratio is increased due to Increase in Profit in the current year
Return on investment	0.74	0.00	37551.22%	The ratio has increased since all FD's have been redeemed and used by the company in working capital and construction of Factory



**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company implemented suitable controls to ensure its operational, compliance and reporting objectives. The Company has adequate policies and procedures in place like Internal audit of all accounting books every month, automated HR Management with HRMS software, checks and measures at every stage of purchase and so on, for its current size as well as the future growing needs. These policies and procedures play a pivotal role in the deployment of the internal controls. They are regularly reviewed to ensure both relevance and comprehensiveness and compliance is ingrained into the management review process.

Adequacy of controls of the key processes is also being reviewed by the Internal Audit team. Suggestions to further strengthen the process are shared with the process owners and changes are suitably made. Significant findings, along with management response and status of action plans are also periodically shared with and reviewed by the Audit Committee. It ensures adequate internal financial control exists in design and operation.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

The revenue from operations for FY 2023-24 is Rs. 4212.62 Lakhs over the previous year's revenue from operations of Rs. 3104.97 Lakhs which is 35.67% more than previous year's revenue from operations.

Net Profit after tax for FY 2023-24 is Rs. 224.12 Lakhs against the previous year's Net profit after tax of Rs. 113.54 Lakhs.

Earnings per Share for FY 2023-24 was Rs. 3.56 against the previous year's Earnings per Share of Rs. 2.62.

The company will provide better results to the shareholders in upcoming years via better performance.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

The Company firmly believes that motivated and empowered employees are the cornerstone of competitive advantage.

The company's employee value proposition is based on strong focus on employee development, providing a satisfying work environment, performance appraisal and counseling and appropriate empowerment. The company continues to maintain and enjoy a cordial relationship with its employees, providing a positive environment to improve efficiency with regular investments in upgrading the knowledge skills of the employees.

The number permanent employees on the roles of the Company as on 31st March 2024 is 104 employees and an average year on year growth of 65.08 %.

**DETAILS OF ANY CHANGE IN RETURN ON NET WORTH:**

Due to change in profits for the current financial year there is a change in net worth amounting to 7%.

**DISCLOSURE OF ACCOUNTING TREATMENT:**

The Company has followed all the treatments in the Financial Statements as per the prescribed Accounting Standard: our company has followed all required accounting standards also disclosed significant accounting policy. Financial statements include balance sheet, profit and loss, cash flow statement with schedules/Notes.

**CORPORATE GOVERNANCE REPORT:**

As per regulation 15(2) of the Listing Regulation, the Compliance with the Corporate Governance provisions shall not apply in respect of the following class of the Companies:

- a. Listed entity having paid up equity share capital not exceeding Rs. 10 Crore and Net worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;
- b. Listed entity which has listed its specified securities on the SME Exchange.

Since, our Company falls in the ambit of aforesaid exemption (b); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2023-24.

**DECLARATION SIGNED BY THE CHIEF EXECUTIVE OFFICER STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

Since, our Company falls in the ambit of SME Listed entity; hence compliance with the provisions of declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2023-24.

**COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

Since, our Company falls in the ambit of SME Listed entity; hence compliance with the provisions of Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2023-24.

**DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

During the year under review there are no shares in the DEMAT suspense account or unclaimed suspense account, hence this provision is not applicable.

**DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES (1) INFORMATION DISCLOSED UNDER CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF THESE REGULATIONS**

During the year under review the Company has not executed certain types of agreements binding listed entities as required to be disclosed under clause 5A of paragraph A of Part A of schedule III of the Listing Obligations and Regulations Act, 2015.

**CAUTIONARY STATEMENT:**

The statements in the "Management Discussion and Analysis Report" section describes the company objectives, projections, estimates, expectations, and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

**For Mcon Rasayan India Limited****Sd/-**

**Mr. Mahesh Ravji Bhanushali**  
**Chairman & Managing Director**  
**Din: 07585072**  
**Add: A/22, Sai Baba Enclave Tower,**  
**Building Number 3, Behind City Centre,**  
**Off S V Road, Goregaon West,**  
**Mumbai - 400104**

**Date: 10.08.2024****Place: Mumbai****Sd/-**

**Mr. Chetan Ravji Bhanushali**  
**Whole-time Director**  
**DIN: 09341600**  
**Add: A/22, Sai Baba Enclave Tower,**  
**Building Number 3, Behind City Centre,**  
**Off S V Road, Goregaon West,**  
**Mumbai - 400104**

## ANNEXURE-IV

## FORM NO. AOC-2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule  
8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis**

All contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis**

All the transactions were entered by the Company in ordinary course of business and were in arm's length basis:

Name of Related	Nature of relationship	Nature of Contract / agreement / transactions	Duration of contracts / agreements / transactions	Salient terms of contracts or agreements, or transactions including the value	Date(s) of approval by the Board, if any:	Amount paid as advances (In Lakhs)
Party R K Trader owned by Mrs. Puja Mahesh Bhanushali	Common Director – Mrs. Puja Mahesh Bhanushali	Office Rent	3 Yearly contract, subject to the approval of Board	3,60,000	06-06-2022	Nil
R K Trader owned by Mrs. Puja Mahesh Bhanushali	Common Director – Mrs. Puja Mahesh Bhanushali	Sale of Goods	All the contracts are Invoice based Yearly contract, subject to the approval of Board	i. The transactions are carried out the prevailing Distributor Price List Contract is valid for 3 years.	06-06-2022	Nil
R K Trader owned by Mrs. Puja Mahesh Bhanushali	Common Director – Mrs. Puja Mahesh Bhanushali	Purchase of Goods	All the contracts are Invoice based Yearly contract, subject to the approval of Board	i. The transactions are carried out the prevailing market rates ii. All the transactions are based on the Purchase Order. Contract is valid for 3 years.	06-06-2022	Nil
Loan from Directors	Mahesh Bhanushali	Loan from Director	Loan of Rs. 56, 14,606.34/- FY 2023-24	Interest Free Loan. It is 5 year term can be renewed as and when required	06-06-2022	Nil

The Company has entered into contracts or arrangements with related parties as referred to in Section 188(1) of the Companies Act, 2013. However, all such transactions are entered into in the ordinary course of business and in the option of the Board all such transaction are at arm's length. Accordingly, by virtue of third proviso to Section 188(1) of the Act, no approval of the Board or General Meeting as referred to in Section 188(1) and its first proviso is required for such transactions. However, as part of good corporate governance, all related party transactions covered under section 188 of the Act are approved by the Audit committee.

**For Mcon Rasayan India Limited**

**Sd/-**

**Mr. Mahesh Ravji Bhanushali**  
**Chairman & Managing Director**  
**Din: 07585072**  
**Add: A/22, Sai Baba Enclave Tower,**  
**Building Number 3, Behind City Centre,**  
**Off S V Road, Goregaon West,**  
**Mumbai - 400104**

**Date: 10.08.2024**

**Place: Mumbai**

**Sd/-**

**Mr. Chetan Ravji Bhanushali**  
**Whole-time Director**  
**DIN: 09341600**  
**Add: A/22, Sai Baba Enclave Tower,**  
**Building Number 3, Behind City Centre,**  
**Off S V Road, Goregaon West,**  
**Mumbai - 400104**

## ANNEXURE-V

**DISCLOSURE UNDER SECTION 197(12), READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014].**

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24.

**A. Remuneration of Managing Director and Whole-time Director**

Sl. No	Name of Director	Remuneration In (Rs. in Lakh)	Designation	Ratio of remuneration to Median Remuneration of the employees	% increase in Remuneration in year ended 31st March 2024
1.	Mr. Mahesh Ravji Bhanushali	24.00	Managing Director	6	NA
2.	Mr. Chetan Ravji Bhanushali	18.00	Whole-time Director	5	NA
3.	Mr. Nandan Dilip Pradhan	37.20	Whole-time Director	10	19%

**B. Remuneration to Key Managerial Personnel:**

Sl. No	Name of the Personnel	Designation	% increase in Remuneration in year ended 31 March 2024
1.	Mrs. Veenita Nishit Tanna	Chief Financial Officer	NA
2.	Mrs. Aesha Karan Shah	Company Secretary & Compliance Officer	NA

**C. Name of top ten employee in terms of remuneration drawn**

1. Mr. Mahesh Ravji Bhanushali (Managing Director), Mr. Chetan Ravji Bhanushali (Whole-time Director), Mr. Nandan Dilip Pradhan (Whole-time Director), Ms. Rupa Bhandarkar (General Manager), Mr. Ashish Gupta (Deputy General Manager), Mr. Narendra Vani (Assistant General Manager), Mr. Chandrakant Patil (Assistant General Manager), Dr. Rachna Pandey (Research & Development Head), Ms. Samar Khan (Assistant General Manager Specifications and Sales), Mr. Dhaval Bhanushali (Assistant General Manager).

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: As specified in Point A and Point B of Annexure V.

3. The percentage Increase in the median remuneration of employees in the financial year 2023-24 is 18% approx.

4. The number of permanent employees on the rolls of Company in the financial year 2023-24: 122 Employees.

5. Name of every employee of the company, who have remuneration more than 8.50 lac in month and 120 lacs in year- Not Applicable

6. Name of every employee of the company, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company- Not Applicable.

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;- Not Applicable

7. Affirmation that the remuneration is as per the remuneration policy of the Company -We affirm that the remuneration paid is as per the remuneration policy of the Company.

**For Mcon Rasayan India Limited****Sd/-****Mr. Mahesh Ravji Bhanushali****Chairman & Managing Director****Din: 07585072****Add: A/22, Sai Baba Enclave Tower,  
Building Number 3, Behind City Centre,  
Off S V Road, Goregaon West,  
Mumbai - 400104****Date: 10.08.2024****Place: Mumbai****Sd/-****Mr. Chetan Ravji Bhanushali****Whole-time Director****DIN: 09341600****Add: A/22, Sai Baba Enclave Tower,  
Building Number 3, Behind City Centre,  
Off S V Road, Goregaon West,  
Mumbai - 400104**



**MCON RASAYAN INDIA LTD.**

Trusted Partner In Construction Chemicals

**Register Office : 101 - A, Maxheal House, Bangur Nagar, Goregaon West, Mumbai - 400104.**

**Consumer Care No : 022 - 26790031/+91 8976907887    Email ID : [Info@mconrasayan.com](mailto:Info@mconrasayan.com)**

**Visit Us : [www.mconrasayan.com](http://www.mconrasayan.com)**